

**ASSOCIATIONS INCORPORATION REFORM ACT 2012**  
**BLAIRGOWRIE YACHT SQUADRON INCORPORATED**  
**RULES**

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**INTRODUCTORY PROVISIONS**

**1. NAME AND PURPOSES**

**1.1. Name**

The name of the incorporated association is **BLAIRGOWRIE YACHT SQUADRON INCORPORATED**.

**1.2. Purposes**

The Purposes of BYS are to:

- 1.2.1.** promote and encourage the sport of yachting, and to do all things incidental to or not inconsistent with this Purpose;
- 1.2.2.** provide and maintain suitable premises, the Safe Harbour Marina and other facilities and equipment for Members, guests and other visitors; and
- 1.2.3.** foster a progressive and friendly club which brings together families, friends and community to promote yachting, associated social activities and community involvement in a safe and environmentally responsible manner, and at a reasonable cost to Members.

**2. INTERPRETATION**

**2.1. Definitions**

In the Rules, unless the contrary intention appears, the following words and expressions have the meaning set out against them:

<b>Act</b>	the <i>Associations Incorporation Reform Act 2012</i> as amended for the time being.
<b>Active Sailing Member</b>	a Senior Member who has been regularly involved in the activities of BYS either by sailing competitively or in support of competitive sailing in the two BYS Years immediately preceding the commencement of the then BYS Year.
<b>Annual General Meeting</b>	a meeting of the Members convened in accordance with <b>Rule 11</b> .
<b>Annual Subscription</b>	the annual payment relevant to a Category a Member must pay to become or remain a Member.
<b><u>Approved Budget</u></b>	<u>a budget approved by the Executive Committee.</u>
<b><u>Audit and Financial, Risk and Finance Committee</u></b>	a sub-committee of BYS under <b>Rule 24.4</b> .
<b><u>Auditor</u></b>	<u>the auditor appointed under Rule 27.1.</u>

<b>Berth Licence</b>	a licence to use a berth in the <del>Safe Harbour</del> Marina.
<b>Business Day</b>	a day that is not a Saturday or Sunday or a day that is wholly or partly observed as a public holiday throughout Victoria.
<b>By-law</b>	a by-law made by the <del>General Committee</del> Executive Committee in accordance with <b>Rule 23.423-3</b> .
<b>BYS</b>	Blairgowrie Yacht Squadron Incorporated Registration No. A0023156G.
<b>BYS Burgee</b>	the BYS Burgee described in <b>Rule 21</b> and <b>Schedule B</b> .
<b>BYS Insignia</b>	the BYS Insignia described in <b>Rule 21</b> and <b>Schedule B</b> .
<b>BYS Year</b>	the year ending 30 April.
<b>Category</b>	a category of membership of BYS under <b>Rule 6</b> and <b>Schedule A</b> .
<b>Chairman</b>	the chairman of a meeting, duly appointed under the Rules.
<b>Club Captain</b>	the Senior Member for the time being elected as Club Captain.
<b><u>Clubhouse and Operations Committee</u></b>	<u>a sub-committee of BYS constituted under Rule 24.6.</u>
<b>Commodore</b>	the Senior Member for the time being elected as Commodore.
<b>Crew Member</b>	a Member in the Category of Crew Member.
<b>Deputy Club Captain</b>	the Deputy Club Captain appointed under <b>Rule 20.2</b> .
<b><u>Disciplinary Appeal Panel</u></b>	<u>an appeal panel convened under Rule 29.5.3.</u>
<b><u>Disciplinary Meeting</u></b>	<u>a disciplinary meeting convened under Rule 29.3.1.3.</u>
<b><u>Disciplinary Sub-committee</u></b>	<u>a disciplinary sub-committee appointed under Rule 29.2.</u>
<b><u>EC Chair</u></b>	<u>the chair of the Executive Committee appointed under Rule 22.4.</u>
<b>Entrance Fee</b>	the payment a New Member must make to be a Member as determined by the Members under <b>Rule 10.2</b> .
<b><u>Executive Committee</u></b>	<u>the committee of management of BYS constituted under Rule 17.</u>
<b>Extraordinary General Meeting</b>	a meeting of the Members convened in accordance with <b>Rule 13</b> .
<b>Family Unit</b>	a family comprising one or more Senior Members and one or more Junior Members or Student Members who all reside in the one place.

<b>Family Unit Annual Subscription</b>	the Annual Subscription payable by the members of a Family Unit as determined under <b>Rule 10.6.2</b> .
<b>Flag Officer</b>	a Senior Member elected to the position of the Commodore, Vice Commodore, Rear Commodore or Club Captain as the case may be in accordance with <b>Rule 18</b> .
<b>Flag Officer's Flag</b>	a Flag Officer's Flag described in <b>Rule 21</b> and <b>Schedule B</b> .
<b>General Committee</b>	the committee of management of BYS <del>as elected at the Annual General Meeting in 2019 constituted under Rule 17</del> prior to the Rules coming into legal effect except, in the cases of <b>Rules 18.2.4.3, 29.5.4, 30.10.3 and 35</b> , the committee of management of BYS at any time prior to the Rules coming into legal effect.
<b>General Meeting</b>	an Annual General Meeting, an Extraordinary General Meeting or a Half Yearly General Meeting as the case may be.
<b><u>Grievance Appeal Panel</u></b>	<u>an appeal panel appointed under Rule 30.10.2.</u>
<b>Half Yearly General Meeting</b>	a meeting of the Members convened in accordance with <b>Rule 12</b> .
<b>Honorary Member</b>	a Member in the Category of Honorary Member.
<b><del>Immediate Past Commodore</del></b>	<del>the most recently retired Commodore.</del>
<b>Intermediate Member</b>	a Member in the Category of Intermediate Member.
<b>Junior Member</b>	a Member in the Category of Junior Member.
<b>Life Member</b>	a Member in the Category of Life Member.
<b>Manager</b>	the general manager for the time being appointed to manage or conduct the affairs of BYS.
<b><u>Marina</u></b>	<u>the Blairgowrie marina and associated infrastructure and equipment forming part of the BYS premises.</u>
<b><u>Marina Committee</u></b>	<u>a sub-committee of BYS under Rule 24.3.</u>
<b>Material Transaction</b>	<p>(a) any loan or overdraft or the issue of any debentures or any other security provided in connexion with the loan, overdraft or debenture;</p> <p>(b) a capital purchase or sale of a single item;</p> <p>(c) the hire or lease of a single item (taking into account, for the purposes of <b>Rules 23.45.2</b> and <b>23.45.3</b>, the capital component, excluding interest or finance charges); or</p> <p>(d) the renovation or replacement of any facilities or equipment of BYS or the construction of any new facilities or</p>

	equipment.
<b>Member</b>	a Member of BYS.
<b><u>Membership Committee</u></b>	<u>a sub-committee of BYS constituted under Rule 24.7.</u>
<b>Notice of Meeting</b>	a notice of General Meeting given by the Secretary under <b>Rule 14.1</b> by a method of service under <b>Rule 32</b> .
<b>Officer</b>	<del>a Flag Officer or the Treasurer as the case may be.</del>
<b>Ordinary Resolution</b>	a resolution passed by the majority of the number of those present and voting, whether in person or by proxy, in favour of the resolution.
<b>Purposes</b>	the purposes described in <b>Rule 1.2</b> .
<b>Rear Commodore</b>	the Senior Member for the time being elected as Rear Commodore.
<b>Reciprocal Club</b>	a yacht club or other sporting organisation recognised by the <del>General Committee</del> <u>Executive Committee</u> as a reciprocal club.
<b>Register</b>	a register of Members maintained by the Secretary in accordance with <b>Rule 26</b> .
<b>Regulations</b>	regulations under the Act.
<b>Rules</b>	these Rules.
<b>Safe Harbour</b>	<del>the Blairgowrie Safe Boat Harbour forming part of the BYS premises.</del>
<b>Safe Harbour Committee</b>	<del>a sub-committee of BYS under Rule 24.3.</del>
<b>Sailing Committee</b>	a sub-committee of BYS under <b>Rule 24.2</b> .
<b>Schedule</b>	a schedule forming part of the Rules.
<b>Secretary</b>	the person for the time being appointed to the position of Secretary of BYS.
<b>Senior Member</b>	a Member in the Category of Senior Member, which includes a Subsequent Senior Member, Life Member, Special Member and Student Member.
<b>Social Member</b>	a Member in the Category of Social Member.
<b>Special Member</b>	a Senior Member in the Category of Special Member.
<b>Special Resolution</b>	a resolution passed by not less than three quarters of the number of those present and voting, whether in person or by proxy in favour of the resolution.
<b>Student Member</b>	a Senior Member in the Category of Student Member.
<b>Subsequent Senior</b>	a Senior Member who resides at the same place as another

<b>Member</b>	Senior Member, or who is a widow or widower of a Senior Member.
<b>Treasurer</b>	<del>the Senior Member for the time being elected to the position of Treasurer of BYS.</del>
<b>Vice Commodore</b>	the Senior Member for the time being elected as Vice Commodore.
<b>Website</b>	the official website for the time being maintained by BYS.
<b>Winter Member</b>	a Member in the Category of Winter Member.
<b>Winter Membership Period</b>	the period commencing on 1 May and ending on 31 October in each year.
<b><u>Yachting Victoria</u></b>	<u>Yachting Victoria Incorporated or its successor body.</u>

## 2.2. Capitalised Terms

Words used in the Rules commencing with a capital letter are defined in **Rule 2.1**.

## 3. ALTERATION OF THE RULES

### 3.1. Compliance with the Act

The Rules must not be altered except in accordance with the Act. In particular:

**3.1.1.** not less than 21 days' Notice of Meeting must be given to the Members stating in full the proposed resolution for the alteration and specifying the intention to propose the resolution as a Special Resolution (as required by the Act); and

**3.1.2.** no alteration may be made unless a Special Resolution is passed in favour of the alteration.

### 3.2. Proposal for alteration

Without limiting **Rule 3.1**, the ~~General Committee~~Executive Committee may propose an alteration to the Rules by giving notice in writing of the proposed alteration to the Secretary who must either include the alteration on the agenda as special business for the next General Meeting, or convene an Extraordinary General Meeting for the purpose of considering the alteration.

## 4. INTERPRETATION OF THE RULES

If any doubt, difficulty or dispute arises as to the meaning of any part of the Rules, or a By-law the ~~General Committee~~Executive Committee may decide it and the decision will be final and binding on all Members, except in the case of manifest error.

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## MEMBERSHIP PROVISIONS

### 5. ADMISSION TO MEMBERSHIP

#### 5.1. Eligibility for Membership

A person is eligible to be admitted as a Member if that person:

**5.1.1.** is nominated in accordance with **Rule 5.2**;

**5.1.2.** is elected by the ~~General Committee~~Executive Committee; and

5.1.3. pays the Entrance Fee and the Annual Subscription particular to the Category to which the person proposes to be classified.

## 5.2. Nomination for Membership

5.2.1. A candidate for membership, other than an Honorary Member, must be proposed for membership by a Senior Member and seconded by another Senior Member. The proposer and seconder must have been Members for not less than one year at the date of the proposal.

5.2.2. A nomination for membership must:

5.2.2.1. be in writing setting out the candidate's full name, residential and email addresses and any other information prescribed by the ~~General Committee~~Executive Committee for the time being;

5.2.2.2. contain an undertaking by the candidate to be bound by the Rules and By-laws; and

5.2.2.3. be signed by the proposer, the seconder and the candidate.

## 5.3. Election to Membership

5.3.1. The Secretary must cause the candidate's name and intention to be elected as a Member to be published in a manner circulated to Members generally not less than fourteen days before the ~~General Committee~~Executive Committee is requested to determine the nomination.

5.3.2. A candidate proposed for membership must attend an interview as required by the ~~General Committee~~Executive Committee.

5.3.3. The nomination must be submitted to the ~~General Committee~~Executive Committee for determination, and:

5.3.3.1. the candidate will be elected to membership and to a Category by a Special Resolution of the ~~General Committee~~Executive Committee;

5.3.3.2. the result must be recorded in the minutes of the meeting;

5.3.3.3. the minutes need not record the votes of the ~~General Committee~~Executive Committee members unless a member specifically requests that his or her vote be recorded in the minutes; and

5.3.3.4. the ~~General Committee~~Executive Committee may determine not to disclose the reason for a refusal for election.

5.3.4. A candidate not elected to membership by the ~~General Committee~~Executive Committee may not be nominated for membership for at least one year after the date of refusal.

## 5.4. Admission to Membership

When all of the items specified in **Rule 5.1** have been satisfied the Secretary must:

5.4.1. cause the candidate's name and other particulars required under **Rule 26** to be entered in the Register and then the candidate will be a Member; and

5.4.2. cause the Member to attend an induction as required by the ~~General Committee~~Executive Committee.

## 5.5. Delegation to Membership Committee

The Executive Committee may delegate in writing its powers under this Rule 5 (or any part of them) to the Membership Committee. To the extent that it does so, then for the period of that delegation, each relevant reference in this Rule 5 to the Executive Committee shall be taken to be a reference to the Membership Committee.

## 6. MEMBERSHIP

### 6.1. Rights, Privileges and Obligations

6.1.1. A Member must abide by the Rules and By-laws.

6.1.2. The eligibility criteria or conditions applicable to each Category and the entitlements of a Member in each Category are described in **Schedule A** and elsewhere in the Rules.

6.1.3. A right, privilege or obligation of a Member:

6.1.3.1. is not capable of being transferred or transmitted to another person; and

6.1.3.2. terminates on cessation of membership.

### 6.2. Categories of Membership

6.2.1. A Member must be included in one of the Categories described in **Schedule A**.

6.2.2. A Member may move from one Category to another as the ~~General Committee~~ Executive Committee approves, and on payment of the Annual Subscription applicable to that Category, but without further charge.

### 6.3. Life Member

The ~~General Committee~~ Executive Committee may appoint a Member as a Life Member in recognition of special services to BYS, subject to confirmation at the next General Meeting. If confirmed by an Ordinary Resolution at the General Meeting, the Member will be a Life Member, presented with a Life Member certificate or other memento and the Member's name will be included on the Life Members' honour board at BYS.

### 6.4. Special Member

A Senior Member who:

6.4.1. has been a Member for more than 20 years and is 65 years of age or over; or

6.4.2. has been a Member for more than 15 years and is 80 years of age or over,

may apply to the ~~General Committee~~ Executive Committee to become a Special Member.

### 6.5. Honorary Member

6.5.1 The ~~General Committee~~ Executive Committee may:

6.5.1.1. classify a Member;

6.5.1.2. elect a non-member who has rendered special services to BYS or to the sport of yachting; or

6.5.1.3. elect a non-member where the ~~General Committee~~ Executive Committee considers that special circumstances apply to that person,

as an Honorary Member. That person will cease to be an Honorary Member at the end of the BYS Year and the ~~General Committee~~ Executive Committee may classify or re-elect the person as an Honorary Member for the next BYS Year.

**6.5.2** A person who is:

- 6.5.2.1** attending BYS for the purpose of an official meeting, conference, or function, or as a sponsor, or as a volunteer, or to promote the sport of yachting;
- 6.5.2.2** competing in, officiating in or sponsoring any yacht race or regatta organised or permitted by BYS;
- 6.5.2.3** a member of a yacht club recognised by the ~~General Committee~~Executive Committee as a Reciprocal Club; or
- 6.5.2.4** a skipper or crew of a vessel registered for temporary berthing in the ~~Safe Harbour~~Marina,

and one guest nominated by that person, will be deemed to be elected an Honorary Member by the ~~General Committee~~Executive Committee for the duration of their attendance at BYS.

**6.5.3** The ~~General Committee~~Executive Committee may from time to time determine conditions applicable to Honorary Members.

**6.6. Crew Member**

**6.6.1** A person who is not a current or former Member may be elected by the ~~General Committee~~Executive Committee in the Category of a Crew Member.

**6.6.2** There must be no more than 100 Crew Members at any one time.

**6.6.3** At the expiration of 3 years as a Crew Member, the ~~General Committee~~Executive Committee may in its discretion require that person either to:

- 6.6.3.1.** become a Senior Member;
- 6.6.3.2.** cease to be a Member; or
- 6.6.3.3.** continue as a Crew Member for a further term as determined by the ~~General Committee~~Executive Committee.

**6.7. Intermediate Member**

**6.7.1.** A person who was formerly a Junior Member or Student Member who has not attained the age of 40 years at the commencement of the BYS Year may be elected by the ~~General Committee~~Executive Committee in the Category of an Intermediate Member.

**6.7.2.** An Intermediate Member who attains the age of 40 years must become a Senior Member or Social Member, or cease to be a Member at the commencement of the next BYS Year.

**6.8 Winter Member**

**6.8.1** A person who is not a current Member may be elected by the ~~General Committee~~Executive Committee in the Category of a Winter Member.

**6.8.2** At the expiration of the Winter Membership Period, the ~~General Committee~~Executive Committee may in its discretion:

- 6.8.2.1** elect a Winter Member in the Category of Senior Member, Subsequent Senior Member, Student Member, Junior Member or Crew Member; or



**6.8.2.2** invite a Winter Member to apply for re-election as a Winter Member for a subsequent Winter Membership Period,

and otherwise the Winter Member will cease to be a Member.

## **7. LEAVE OF ABSENCE**

### **7.1. Leave of absence**

**7.1.1** A Member may apply to the ~~General Committee~~Executive Committee for leave of absence. The ~~General Committee~~Executive Committee may in its discretion grant leave of absence having regard to:

**7.1.1.1** circumstances which prevent the Member having regular attendance at BYS; or

**7.1.1.2** any other reasons the ~~General Committee~~Executive Committee considers relevant,

and may prescribe conditions applicable to the Member's leave of absence.

**7.1.2** The maximum period of leave of absence granted at any one time is two BYS Years.

**7.1.3** During an approved leave of absence the Annual Subscription for the Member will be determined by the ~~General Committee~~Executive Committee for an amount not less than 20% of the then Annual Subscription for a Senior Member.

## **8. RESIGNATION OF A MEMBER**

### **8.1. Notice of resignation**

A Member who has paid all moneys due and payable to BYS may resign as a Member by giving one month's notice in writing to the Secretary of intention to resign, and on the expiration of the notice, the Member will cease to be a Member.

### **8.2. Acceptance of resignation**

On the expiration of a notice given under **Rule 8.1**, and following acceptance by the ~~General Committee~~Executive Committee, the Secretary shall cause an entry to be made in the Register recording the date on which the Member ceased to be a Member.

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## **FINANCIAL PROVISIONS**

### **9. FUNDS**

The funds of BYS will be derived from Entrance Fees, Annual Subscriptions, donations and such other sources as the Members in General Meeting or the ~~General Committee~~Executive Committee determines.

### **10. ANNUAL SUBSCRIPTIONS AND PAYMENTS**

#### **10.1. Due Date**

The Annual Subscription becomes due and payable 30 days after invoices are sent to the Members for payment of the Annual Subscription.

#### **10.2. Entrance Fee and Annual Subscription**

**10.2.1** The Entrance Fee and the Annual Subscription for a Senior Member must be determined by the Members in General Meeting.

**10.2.2** One Entrance Fee is payable in respect of a Senior Member and Subsequent Senior Member who reside in the one place and become Members at the same time. Where a Subsequent Senior Member becomes a Member at a later time an additional Entrance Fee equal to the difference between the then Entrance Fee and the Entrance Fee paid by the related Senior Member will be payable.

**10.3. Other charges**

**10.3.1** Charges other than Entrance Fees and Annual Subscriptions for a Senior Member will be determined by the ~~General Committee~~Executive Committee.

**10.3.2** Where a Member is exempt from an Annual Subscription, or is entitled to a reduced Annual Subscription under the Rules, other charges applicable to that Member will continue to be payable.

**10.4. Part year concession**

A person who becomes a Member after the commencement of any BYS Year may, at the discretion of the ~~General Committee~~Executive Committee, pay a partial Annual Subscription calculated pro rata for the number of whole or part months remaining in that BYS Year.

**10.5. Unpaid monies**

**10.5.1** A Member whose Annual Subscription is unpaid in whole or in part, subject to **Rule 10.5.2**:

**10.5.1.1** on the date of the Annual General Meeting is deemed to be unfinancial and not entitled to take part in any BYS proceedings or to vote at any General Meeting and is debarred from any office held;

**10.5.1.2** on 1 October in any BYS Year may be suspended by the ~~General Committee~~Executive Committee as a Member until the Annual Subscription is paid in full; or

**10.5.1.3** on 1 December in any BYS Year may have their membership cancelled by the ~~General Committee~~Executive Committee, will cease to be a Member and may not be readmitted, except in accordance with **Rule 10.7**.

**10.5.2** The ~~General Committee~~Executive Committee may approve an instalment payment plan for a Member whose Annual Subscription is unpaid in whole or in part. The instalment plan will be effective when communicated in writing by the Secretary or the Manager to the Member. For so long as the Member is in compliance with the instalment plan, the Member will be deemed not to be unfinancial and **Rule 10.5.1** will be suspended.

**10.5.3** If a Member has any money (not being an Annual Subscription or part thereof) owing to BYS, the Secretary or the Manager may forward to the Member a notice in writing requesting payment within 30 days after the notice or on other terms as the ~~General Committee~~Executive Committee determines, and:

**10.5.3.1** until the notice is complied with the Member will be deemed to be unfinancial and will not be entitled to take part in any BYS activities or to vote at any General Meeting and is debarred from any office;

**10.5.3.2** if the money is not paid in full at the expiration of 14 days after the date of the notice or on other terms set out in the notice, the ~~General Committee~~Executive Committee may suspend the Member until the outstanding monies are paid in full; and

**10.5.3.3** the Manager may offset any payment from a Member against any liability to BYS regardless of any stipulation by the Member of the nature of the payment.

**10.5.4** Suspension or cancellation of membership under this **Rule 10.5** will not be subject to the provisions of **Rule 1** or **Rule 29**.

**10.5.5** The ~~General Committee~~Executive Committee may refuse to accept an overdue payment of the Annual Subscription or other outstanding monies from any Member.

## **10.6. Family Unit**

**10.6.1** Members of a Family Unit may elect to pay a Family Unit Annual Subscription in lieu of a separate Annual Subscription for each member of the Family Unit.

**10.6.2** The Family Unit Annual Subscription in each BYS Year will be determined by the ~~General Committee~~Executive Committee.

**10.6.3** One Entrance Fee is payable in respect of a Family Unit.

**10.6.4** An Entrance Fee or additional Entrance Fee is not payable:

**10.6.4.1** by a member of a Family Unit who ceases to be a member of the Family Unit but remains a Member of BYS;

**10.6.4.2** on the election of a new Member who joins an existing Family Unit by marriage, de-facto relationship or birth; or

**10.6.4.3** by a Member who leaves a Family Unit to form or join another Family Unit.

## **10.7. Re-joining Members**

A former Member who re-joins BYS is obliged to pay an Entrance Fee equal to the difference between the Entrance Fee at the time of re-joining and previous Entrance Fees paid by the Member.

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## **GENERAL MEETING PROVISIONS**

### **11. ANNUAL GENERAL MEETING**

#### **11.1 Time for conducting Annual General Meeting**

BYS must conduct an Annual General Meeting not more than three months after the end of the BYS Year at a time and place the ~~General Committee~~Executive Committee determines.

#### **11.2 Business**

The business conducted at the Annual General Meeting must include:

**11.2.1** presentation and confirmation of the minutes of the immediately preceding General Meeting;

**11.2.2** presentation of an annual report of the ~~General Committee~~Executive Committee;

**11.2.3** ~~presentation of a Treasurer's Report, which must be in the form required by the Act~~receiving and considering the financial statements of BYS for the preceding BYS Year submitted by the Executive Committee;

**11.2.4** presentation of an Auditor's report;

11.2.5 election of Officers and ~~General Committee~~Executive Committee members as required by the Rules; and

11.2.6 any other business required by the Act or the Rules or otherwise properly brought forward.

## 12. HALF YEARLY GENERAL MEETINGS

A Half Yearly General Meeting must be held in each BYS Year other than in the quarter in which an Annual General Meeting is held, as directed by the ~~General Committee~~Executive Committee.

## 13. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened by:

13.1 an Ordinary Resolution of the ~~General Committee~~Executive Committee; or

13.2 a requisition signed by Members representing not less than one-tenth of the total voting rights,

stating the business to be considered at an Extraordinary General Meeting.

## 14. NOTICE OF GENERAL MEETING

### 14.1 Notice

The Secretary must, at least 21 days before the date fixed for holding a General Meeting, cause to be given to each Member a Notice of Meeting stating:

14.1.1 the place, date and time of the General Meeting;

14.1.2 the nature of the business to be transacted;

14.1.3 the manner of delivering a proxy under **Rule 15.9**; and

14.1.4 if a Special Resolution is proposed to be passed at the General Meeting, the matters provided for in the Act for the passing of a Special Resolution.

### 14.2 Business to be transacted

No business other than the business stated in the Notice of Meeting may be transacted at the General Meeting.

### 14.3 Members' resolutions

A Member wishing to bring forward a motion at any General Meeting, other than an Extraordinary General Meeting, must deliver to the Secretary a notice in writing of the motion not less than 28 days before the date of the General Meeting and the Secretary must include that motion in the Notice of Meeting.

## 15. PROCEEDINGS AT GENERAL MEETINGS

### 15.1 Chair~~man~~

At a General Meeting the most senior Flag Officer present is Chair~~man~~. In the absence of a Flag Officer the Members present must elect a Chair~~man~~ from the ~~General Committee~~Executive Committee and if there is not a member of the ~~General Committee~~Executive Committee present, then from the Members present who are entitled to vote.

### 15.2 Quorum

**15.2.1** Twenty Members entitled to vote will form a quorum.

**15.2.2** If within 15 minutes after the time appointed for a General Meeting a quorum is not present:

**15.2.2.1.** the General Meeting, if convened pursuant to a requisition under **Rule 13.2** will be dissolved; and

**15.2.2.2.** in any other case the General Meeting will stand adjourned to a date within 14 days to be nominated at the General Meeting by the Chair~~man~~.

**15.2.3** If at the adjourned General Meeting a quorum is not present within 15 minutes after the time appointed for the General Meeting those Members present who are entitled to vote will form a quorum and may transact the business for which the General Meeting was called.

### **15.3 Minutes of prior General Meeting**

**15.3.1** At every General Meeting the minutes of the previous General Meeting, other than an Extraordinary General Meeting, must be submitted for confirmation before any other business is undertaken.

**15.3.2** At the next General Meeting after an Extraordinary General Meeting the minutes of the Extraordinary General Meeting must be submitted for confirmation before any other business is undertaken.

### **15.4 Entitlement to vote**

Only Senior Members will be entitled to vote at a General Meeting.

### **15.5 Members have one vote**

Every Senior Member present in person or by proxy will be entitled to one vote.

### **15.6 Equality of votes**

In the case of an equality of votes on an Ordinary Resolution the Chair~~man~~ has a second or casting vote.

### **15.7 Method of voting**

Every question submitted at a General Meeting must be decided:

**15.7.1** as an Ordinary Resolution, unless a Special Resolution is required by the Rules or the Act; and

**15.7.2** on a show of hands unless a poll is called.

### **15.8 Poll**

**15.8.1** A poll on any question may be called by not less than three Members entitled to vote. The decision on the poll will be deemed to be an Ordinary Resolution of the General Meeting on that question.

**15.8.2** A poll that is demanded:

**15.8.2.1** on the election of the Chair~~man~~ or on the question of an adjournment must be taken forthwith; or

**15.8.2.2** on any other question must be taken at a time before the close of the General Meeting as the Chair~~man~~ directs.

## 15.9 Entitlement to appoint a proxy

Each Member entitled to vote at a General Meeting is entitled to appoint another Member who is entitled under **Rule 15.4** to vote as proxy, by notice in writing which reaches BYS no later than 48 hours before the time of the General Meeting in respect of which the proxy is appointed. The notice appointing the proxy must be in or to the effect of the form set out in **Schedule C**.

## 15.10 Minutes

Minutes of a General Meeting may be communicated to Members in the manner provided for in **Rule 32.3**. The Manager must send or make available a copy of the minutes to any Member who requests one.

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## FLAG OFFICER AND ~~GENERAL COMMITTEE~~ EXECUTIVE COMMITTEE PROVISIONS

### 16. FLAG OFFICERS

#### ~~16.1~~ **Flag Officers**

The Flag Officers are the:

~~16.2~~ 16.1 Commodore;

~~16.3~~ 16.2 Vice Commodore;

~~16.4~~ 16.3 Rear Commodore; and

~~16.5~~ 16.4 Club Captain.

Each Flag Officer must be an Active Sailing Member.

#### ~~16.6~~ **The Treasurer**

~~The Treasurer is an Officer of BYS.~~

#### ~~16.7~~ **Ex Officio Members**

~~The Flag Officers and the Treasurer are, by virtue of their position, members of the General Committee and all sub-committees of BYS.~~

### 17. GENERAL COMMITTEE EXECUTIVE COMMITTEE

#### 17.1 **Composition of the ~~General Committee~~ Executive Committee**

The ~~General Committee~~ Executive Committee consists of:

17.1.1 ~~the Commodore; and the Officers;~~

17.1.2 six elected Senior Members, ~~at least four~~ two of whom must be Active Sailing Members, ~~and~~

~~up to two additional Senior Members appointed by the General Committee. Each appointee must be appointed for the purpose of adding particular skills, qualifications or experience to the General Committee. Each appointee's position will become vacant at each Annual General Meeting, but they may be reappointed for terms in aggregate, whether in consecutive years or not, which do not exceed four years.~~

#### 17.2 **~~Immediate Past Commodore~~ Qualification for office**

The Immediate Past Commodore, by virtue of that position, is a member of the General Committee for twelve months unless the position becomes vacant under ~~Rule 18.6~~. The members of the Executive Committee must, to the extent reasonably practicable, include persons with a diverse mix of accounting, legal, human resources, information technology and management skills and expertise.

## **18. ELECTION OF ~~FLAG OFFICERS AND GENERAL COMMITTEE~~ EXECUTIVE COMMITTEE**

### **18.1A Transitional provision**

Despite anything to the contrary in the Rules and immediately upon the Rules coming into legal effect:

**18.1A.1** the first Executive Committee shall comprise:

**18.1A.1.1** three members of the General Committee (other than the Vice Commodore, the Rear Commodore and the Club Captain) nominated by the General Committee, prior to this **Rule 18.1A** coming into legal effect, who will each hold office until the next Annual General Meeting occurring after this **Rule 18.1A** has come into legal effect; and

**18.1A.1.2** the Commodore and three other members of the General Committee (other than the Vice Commodore, the Rear Commodore and the Club Captain) nominated by the General Committee, who will each hold office until the second Annual General Meeting occurring after this **Rule 18.1A** has come into legal effect;

**18.1A.2** any other member of the General Committee, who is not nominated by the General Committee under either of **Rules 18.1A.1.1** or **18.1A.1.2** will not become a member of the first Executive Committee but is, subject to the Rules, eligible to fill a casual vacancy or to become a member of the Executive Committee at a future election; and

**18.1A.3** the General Committee will cease to operate as the committee of management of BYS when this **Rule 18.1A** comes into legal effect.

This **Rule 18.1A** will cease to be a Rule and will be deemed to be removed from the Rules without any further resolution or action to be taken immediately following this **Rule 18.1A** ceasing to apply.

### **18.1 Term of Office**

The Flag Officers and ~~General Committee~~ Executive Committee members must be elected at an Annual General Meeting and will each hold office until the Annual General Meeting two years after their election~~later~~.

### **18.2 Re-election**

Retiring Flag Officers and ~~General Committee~~ Executive Committee members are eligible for re-election subject to the following:

**18.2.1** the Commodore must retire at the second Annual General Meeting after being elected to that position but subject to **Rule 18.2.4** may offer themselves for re-election to the Executive Committee;

**18.2.2** the Vice Commodore and Rear Commodore must retire at the second Annual General Meeting after being elected to that position, but may offer themselves for election to Commodore and Vice Commodore respectively or to the Executive Committee;

**18.2.3** the Club Captain must retire at the eighth Annual General Meeting after being first elected to that position ~~or as a General Committee member, as the case may be,~~ but subject to Rule 18.2.5 may offer for election as a Flag Officer other than as Club Captain or to the Executive Committee;

~~**18.2.4** the Treasurer must retire at the eighth Annual General Meeting after being first elected to that position or as a General Committee member, as the case may be, but may offer for election as a Flag Officer;~~

~~**18.2.4A** under Rule 18.2.4, Andrew Graham must retire as Treasurer at the 2016 Annual General Meeting because it will be the eighth Annual General Meeting since he was first elected as a General Committee member. At the 2015 Annual General Meeting he was re-elected as Treasurer for one additional term of two years until the 2017 Annual General Meeting. Despite Rule 18.2.4, Andrew Graham is appointed to permit him to remain as Treasurer until the 2017 Annual General Meeting. This **Rule 18.2.4A** operates as a temporary Rule for this limited purpose, and will cease to apply and will be and be deemed to be deleted from these Rules immediately following the 2017 Annual General Meeting;~~

~~**18.2.4** a General Committee member must retire at the eighth Annual General Meeting after being elected to that position, but may offer himself or herself for election as a Flag Officer; and Notwithstanding any other provision of the Rules:~~

~~**18.2.4.1** no person shall serve as a member of the Executive Committee (excluding any period as Commodore) for more than 6 years;~~

~~**18.2.4.2** no person shall serve whether as a Flag Officer or member of the Executive Committee for a combined period of more than 12 years;~~

~~**18.2.4.3** time served as a member of the General Committee (otherwise than by virtue of being a Flag Officer) or as the Commodore, prior to the adoption of this amendment to Rule 18 at the Annual General Meeting held in 2019 shall count as time served on the Executive Committee.~~

**18.2.56 aA** Member who has served as ~~an a~~ Flag Officer or ~~General~~Executive Committee member for less than the maximum period of time allowed by the Rules, and then ceases to serve for a period of time, and subsequently offers himself or herself for re-election at a later time, may only serve, in the aggregate, for the maximum period of time allowed by the Rules.

### **18.3 Conduct of Elections**

**18.3.1** The Secretary must by notice in writing given not more than 60 days and not less than 45 days prior to the Annual General Meeting at which the next elections are to be conducted, invite the Members to nominate suitable Senior Members for the positions available.

**18.3.2** Nominations in writing, signed by two Senior Members and the candidate, must be lodged with the Secretary not less than 28 days prior to the Annual General Meeting at which the next elections are to be conducted.

**18.3.3** Each candidate for the Executive Committee must provide to the Secretary not less than 28 days prior to the Annual General Meeting a statement of no more than 400 words of the candidate's suitability to hold office, including such matters as the candidate's qualifications, membership of and participation in any BYS sub-committees and other factors relevant to the candidate's appointment. The Secretary must not less than 14 days prior to the Annual General Meeting circulate to Members a copy of any such statement.

**18.3.4** At the Annual General Meeting ballot papers will be distributed to the Members present who are entitled to vote.



18.3.5 The Chair~~man~~ must appoint two scrutineers who must count the votes and certify to the Chair~~man~~ the results of the ballot. The Chair~~man~~ must then announce the results.

18.3.6 Subject to Rule 18.3.7, the candidates who receive the most votes in the ballot will be elected. If two or more candidates receive the same number of votes for a single position the scrutineers must choose by lot, in the presence of the candidates, which one of them is elected.

18.3.7 A candidate must not be elected to the Executive Committee if the candidate's election would result in either:

18.3.7.1 more than two members of the Executive Committee being persons who at that time are not Active Sailing Members; or

18.3.7.2 more than one person who has previously served as Commodore being a member of the Executive Committee.

18.3.8 For the avoidance of doubt, if, but for Rules 17.1.2 and 18.3.7, the number of persons elected to the Executive Committee would exceed the number of persons specified in either or both of Rules 18.3.7.1 and 18.3.7.2, the persons elected will be those who received the most number of votes in the ballot.

#### **18.4 Insufficient nominations**

If there are an equal number of or insufficient nominations for all positions:

18.4.1 and, in the case of an election of the Executive Committee, appointment of those nominated would not breach Rule 18.3.7, those nominated must be declared elected and any vacancies may be subsequently filled by the ~~General Committee~~Executive Committee;

18.4.2 but if the number of persons nominated exceeds the number of persons specified in either or both of Rules 18.3.7.1 and 18.3.7.2, an election will still be required in respect of those nominations, and the persons elected will be those who received the most number of votes at the ballot.-

#### **18.5 Proxy and absentee votes**

Members may vote in elections by absentee vote or by proxy. Application in writing for absentee voting papers may be made to the Secretary and the signed absentee voting paper must reach BYS by 5.00pm on the last Business Day immediately prior to the date of the Annual General Meeting.

#### **18.6 ~~Flag Officer or General Committee~~Executive Committee vacancy**

The position of ~~an-a~~ Flag Officer or ~~a-an~~ ~~General Committee~~Executive Committee member will become vacant:

**18.6.1** in the circumstances provided for in the Act;

**18.6.2** if the ~~Flag~~ Officer or ~~General Committee~~Executive Committee member ceases to be eligible under the Rules; or

**18.6.3** if the ~~Flag~~ Officer or ~~General Committee~~Executive Committee member ceases to be a Member.

#### **18.7 Casual vacancy on ~~General Committee~~Executive Committee**

If the position of any Flag Officer or General Committee Executive Committee member becomes vacant, the vacancy must be dealt with by the General Committee Executive Committee as it considers appropriate. If the General Committee Executive Committee appoints a Member to the vacant position, the Member will hold office for a term expiring at the time at which the term of office of the person replaced was due to expire~~the Member will hold office for a term set by the General Committee, but for no longer than two years consistent with the expiring of the term of other Officers or General Committee members (as the case may be)~~, and will be eligible for re-election, subject to **Rule 18.2**.

## 19. REMOVAL OF FLAG OFFICERS OR GENERAL COMMITTEE EXECUTIVE COMMITTEE MEMBERS

~~An~~ A Flag Officer or an General Committee Executive Committee member may be removed from office by a Special Resolution at an Extraordinary General Meeting called for that specific purpose. The voting must be by secret ballot.

## 20. DUTIES AND RESPONSIBILITIES OF OFFICERS CLUB CAPTAIN AND THE SECRETARY

### 20.1 Club Captain

The duties of the Club Captain are to fully promote active yachting amongst the Members. The Club Captain must be a member of and chair the Sailing Committee.

### 20.2 Deputy Club Captain

The General Committee Executive Committee may at its discretion appoint an Active Sailing Member as Deputy Club Captain and designate the duties of the Deputy Club Captain. The Deputy Club Captain shall, when directed by the Club Captain, act in the Club Captain's place, and when so acting is empowered with the authority and responsibility of the Club Captain. The Deputy Club Captain may or may not be ~~an~~ a Flag Officer or a member of the General Committee Executive Committee.

### 20.4.20.3 Secretary

The Secretary:

20.4.120.3.1 must cause accurate minutes of all General Meetings and meetings of the General Committee Executive Committee, the Sailing Committee, the Safe Harbour Committee Marina Committee, the Audit, Risk and Finance Committee Audit and Financial Risk Committee, the Clubhouse and Operations Committee, the Membership Committee and any other sub-committees ~~as the Secretary requires~~ to be prepared and retained by BYS;

20.4.220.3.2 must provide Members with access to, and copies as requested of the Rules, the minutes (including accounting records and financial statements) of General Meetings, any other documents required to be provided to Members by the Act, and with the approval of the General Committee Executive Committee any other records, securities or other relevant documents of BYS;

20.4.320.3.3 is empowered either personally or by an agent to sue in the name of BYS when instructed to do so by the General Committee Executive Committee;

20.4.420.3.4 except as otherwise provided in the Rules, is responsible for the safe keeping and maintenance of all books, records, documents and securities of BYS; and

20.4.520.3.5 generally must perform the duties required by the Act, the Regulations and the Rules and as otherwise directed by the General Committee Executive Committee.

~~21.0 Treasurer~~

~~The Treasurer must cause:~~

~~23.0.0 accounts to be kept and payments authorised by the General Committee or the Members in General Meeting to be made;~~

~~24.0.0 a proper record of the financial transactions of BYS to be kept, and the financial records to be maintained in the manner approved by the General Committee; and~~

~~25.0.0 to be prepared and present a statement to the Annual General Meeting containing the information prescribed by the Act. The statement must have been audited by the auditor of BYS.~~

**26.21. BYS BURGEE, FLAG OFFICERS' FLAGS AND BYS INSIGNIA**

**21.1 Description**

The BYS Burgee, Flag Officers' Flags and the BYS Insignia are described in **Schedule B**.

**21.2 BYS Burgee**

A Member may fly the BYS Burgee on the Member's boat if the boat is not used as a working boat or let for hire.

**21.3 When flags may be flown**

A Flag Officer's Flag may be displayed on a boat if the Flag Officer is on board or if it is the Flag Officer's intention to return to the boat before sunset on the same day. When two or more Flag Officers are on board the same boat, the Flag of the more senior Flag Officer must be displayed.

**21.4 BYS Insignia**

The BYS Insignia may be displayed:

**21.4.1.** on a Member's blazer pocket;

**21.4.2.** on other apparel or merchandise produced or authorised by BYS; or

**21.4.3.** by BYS or persons authorised by BYS on stationery and other printed material,

and always in the proportion described in **Schedule B**.

**21.5 Flag Officer's blazer pocket**

The use of the BYS Insignia and its embellishment on a Flag Officer's blazer pocket are as follows:

**21.5.1.** Commodore – one additional gold star placed immediately above the BYS Insignia;

**21.5.2.** Vice Commodore – one gold star placed below and to the left (as shown in **Schedule B**) of the BYS Insignia;

**21.5.3.** Rear Commodore – one gold star placed below and to the right (as shown in **Schedule B**) of the BYS Insignia;

**21.5.4.** Club Captain – one gold star placed immediately below the BYS Insignia;

21.5.5. past Commodore or past Club Captain - the gold star is replaced by a silver star; or

21.5.6. a past Vice Commodore or past Rear Commodore who is not elevated – the gold star is replaced by a silver star.

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## **GENERAL COMMITTEE EXECUTIVE COMMITTEE MEETING PROVISIONS**

### **27-22. MEETINGS OF THE GENERAL COMMITTEE EXECUTIVE COMMITTEE**

#### **22.1 Frequency of General Committee Executive Committee meetings**

22.1.1 Unless the General Committee Executive Committee determines to the contrary, the General Committee Executive Committee must meet at least ten times in each BYS Year. It will meet at a place and time as the General Committee Executive Committee determines.

22.1.1.2 Members of the Executive Committee are to be regarded as present together when in communication by telephone or other means of audio or audio visual communication and each such member of the Executive Committee participating in the communication is able to hear each of the other participating members of the Executive Committee.

22.1.1.3 Special meetings of the General Committee Executive Committee may be convened by the Commodore or by any four members of the General Committee Executive Committee.

#### **22.2 Notice of General Committee Executive Committee meetings**

22.2.1 Written notice of each General Committee Executive Committee meeting must be given to each Flag Officer, General Committee Executive Committee member, the Secretary and the Manager at least two Business Days before the date of the meeting. Such written notice must include minutes and associated reports of the last meeting of the Executive Committee and of each of the sub-committees.

22.2.2 Written notice of any special General Committee Executive Committee meeting must be given to each Flag Officer and General Committee Executive Committee member specifying the general nature of the business to be conducted and no other business may be conducted at a special meeting.

#### **22.3 Quorum for General Committee Executive Committee meetings**

22.3.1 Any five members of the General Committee Executive Committee constitutes a quorum.

22.3.2 Business may not be conducted unless a quorum is present.

22.3.3 If within half an hour after the time appointed for a meeting a quorum is not present:

22.3.3.1 in the case of a special meeting – the meeting lapses; and

22.3.3.2 in any other case – the meeting will stand adjourned to a time set by the Commodore or, in the absence of the Commodore, by the Secretary.

#### **22.4 Presiding at General Committee Executive Committee meetings**

At meetings of the General Committee Executive Committee:

~~22.4.1 unless the succeeding provisions of this Rule apply, the Commodore shall act as the EC Chair the Commodore or, in the Commodore's absence, the next most senior Officer is Chairman; or~~

~~22.4.2 if the Commodore indicates in writing that the Commodore is unwilling or unable to act as the EC Chair for a period or periods, the Executive Committee shall elect one of their number to act as the EC Chair for that period; and if all Officers are absent, or are unable to preside, the General Committee members present must choose one of their number to act as Chairman.~~

~~22.4.22.4.3 if the EC Chair is absent from a meeting of the Executive Committee or is unable to preside, the Executive Committee must choose one of their number to act as the EC Chair.~~

## 22.5 Voting at ~~General Committee~~Executive Committee meetings

22.5.1 Every question arising at a meeting of the ~~General Committee~~Executive Committee must be decided as an Ordinary Resolution or, if required by the Act or the Rules, by a Special Resolution:

22.5.1.1 on a show of hands; or

22.5.1.2 if an ~~General Committee~~Executive Committee member requests, by a poll taken in a manner the ~~Chairman~~ determines.

22.5.2 Each ~~General Committee~~Executive Committee member present at a meeting of the ~~General Committee~~Executive Committee including the ~~Chairman~~, is entitled to one vote.

## 22.6 Failure to attend

Any ~~Officer or General Committee~~Executive Committee member, ~~other than the Immediate Past Commodore,~~ failing to attend three consecutive ~~General Committee~~Executive Committee meetings without furnishing a satisfactory explanation in writing for the absence will cease to be a member of the ~~General Committee~~Executive Committee.

## 22.7 Circulating resolutions

22.7.1 A resolution in writing signed by all members of the ~~General Committee~~Executive Committee will be as valid and effectual as if it has been passed at a meeting of the ~~General Committee~~Executive Committee duly convened and held.

22.7.2 The resolution may consist of several documents (including emails or other form of electronic communication or by means of other technology for the communication of information whether in use at the commencement of the Rules or invented or adopted after then) in like form, each signed by one or more members of the ~~General Committee~~Executive Committee.

## 22.8 ~~General Committee~~Executive Committee or sub-committee minutes

The Members do not have access to the minutes of the ~~General Committee~~Executive Committee or any sub-committee.

## 22.9 Observers

Each of the Manager and any Flag Officer (in addition to the Commodore) may attend meetings of the Executive Committee as an observer and participate in the discussion but is not entitled to vote at any such meetings.

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## MANAGEMENT PROVISIONS

## 23.23. MANAGEMENT

### **23.1 Management**

The affairs of BYS are controlled by the ~~ExecutiveGeneral~~ Committee and managed by the Manager.

### **23.2 Powers**

The ~~ExecutiveGeneral~~ Committee ~~must~~:

23.2.1 ~~is~~ responsible for:

23.2.1.1 ~~the overall strategy for, and the~~ legal and financial governance of BYS;

23.2.1.2 ~~monitoring and oversight of the performance of BYS;~~

23.2.1.3 ~~approving the annual budget for BYS and each of the areas of BYS operations;~~

23.2.1.4 ~~ensuring that the risks to which BYS is exposed are identified and suitable processes are put in place to monitor and manage those risks;~~

23.2.2 ~~must~~ appoint the Manager and the Secretary. The Manager may be appointed as the Secretary. If the position of Secretary becomes vacant, the vacancy must be filled within fourteen days after the vacancy arises;

~~23.2.1~~23.2.3 ~~must~~ approve the strategies and policies of BYS; and

~~23.2.2~~23.2.4 ~~may~~, subject to the Rules, the Act and the Regulations:

~~23.2.2.1~~23.2.4.1 ~~exercise all the powers and functions that may be exercised by BYS other than those powers and functions that are required by the Act or the Rules to be exercised by a General Meeting; and~~

~~23.2.2.2~~23.2.4.2 ~~perform all acts and things that appear to the ExecutiveGeneral Committee to be essential for the proper management of the business and affairs of BYS.~~

### **23.3 Delegation**

~~The Executive Committee may delegate to an Executive Committee member, a sub-committee formed in accordance with Rule 24.1 or staff, any of its powers and functions other than:~~

23.3.1 ~~this power of delegation (save that a sub-committee may be granted the power to delegate to another committee of Members where the terms of that delegation have been approved in writing by the Executive Committee); or~~

23.3.2 ~~any duty imposed on the Executive Committee by the Act or by the law which cannot be delegated.~~

### **23.3.23.4 By-laws**

~~23.3.1~~23.4.1 ~~The General Committee~~~~Executive Committee~~ has power to make By-laws not inconsistent with the Act or the Rules for the proper governance of BYS, and may alter, amend or rescind any By-laws as the ~~General Committee~~~~Executive Committee~~ may determine.

~~23.3.223.4.2~~ The ~~General Committee~~~~Executive Committee~~ must make a copy of the current By-laws freely available to Members and at meetings. This will be satisfied by publishing a copy on the Website.

#### 23.423.5 Limits on expenditure

- ~~23.54.1~~ The ~~General Committee~~~~Executive Committee~~ is authorised to incur necessary expenditure in connexion with the maintenance of and furthering of the interests of BYS, subject to ~~Rules 23.54.2, 23.54.3 and 23.54.4~~, and to grant Berth Licences subject to ~~Rule 23.54.5~~.
- ~~23.54.2~~ Except as provided in Rule 23.5.6 Any proposal by the ~~General Committee~~~~Executive Committee~~ to undertake a Material Transaction involving expenditure in excess of \$100,000 but not exceeding \$150,000 must be reviewed and recommended to the ~~General Committee~~~~Executive Committee~~ by the ~~Audit, Risk and Finance Committee~~~~Audit and Financial Risk Committee~~, before the Material Transaction can be undertaken.
- ~~23.54.3~~ Except as provided in Rule 23.5.6 Any proposal by the ~~General Committee~~~~Executive Committee~~ to undertake a Material Transaction involving expenditure in excess of \$150,000 must be reviewed and recommended to the ~~General Committee~~~~Executive Committee~~ by the ~~Audit, Risk and Finance Committee~~~~Audit and Financial Risk Committee~~ and be approved by the Members by the passing of an Ordinary Resolution at a General Meeting, before the Material Transaction can be undertaken.
- ~~23.54.4~~ The amounts referred to in ~~Rules 23.54.2 and 23.54.3~~ will be deemed to increase by 5% per annum from 1 May 2018.
- ~~23.54.5~~ The granting of any Berth Licence requires the approval of the Members by the passing of an Ordinary Resolution at a General Meeting unless:
- ~~23.54.5.1~~ the grant is the renewal of an existing Berth Licence or a new Berth Licence in respect of a berth which has at any time previously been the subject of a Berth Licence; or
- ~~23.54.5.2~~ the grant is for a new Berth Licence in respect of a berth which has not previously been the subject of a Berth Licence, but:
- (a) the Berth Licence is for a term of not more than 5 years; or
  - (b) the berth is included in a program of berths available for the grant of Berth Licences approved by the Members; or
  - (c) the grant is a one-off grant of which there may not be more than two in any BYS Year and the grant is recommended by the ~~Audit, Risk and Finance Committee~~~~Audit and Financial Risk Committee~~; and
  - (d) for the purposes of **paragraphs (b) and (c)** the terms of the grant are considered by the ~~General Committee~~~~Executive Committee~~ or the ~~Audit, Risk and Finance Committee~~~~Audit and Financial Risk Committee~~ as the case may be to be reasonable terms negotiated at arm's length at the time of the grant.
- ~~23.5.6~~ The Executive Committee may undertake expenditure in excess of the limits in Rules 23.5.2 and 23.5.3 without obtaining a requisite approval where that expenditure is necessary to:
- ~~23.5.6.1~~ effect repairs, or incidental improvements to, or a replacement of, any item forming part of the BYS premises, Marina or other facilities; and

23.5.6.2 in the opinion of the Executive Committee, those repairs, incidental improvements or replacement need to be effected within a time frame which would render it unduly onerous to obtain the relevant approval of Members or the Audit and Financial Risk Committee (as the case may be).

### 23.5.23.6 ~~General Committee~~Executive Committee to authorise expenditure

23.6.1 No monies may be expended on behalf of or in the name of BYS without the specific prior authority of the ~~General Committee~~Executive Committee.

23.6.2 Subject to the limits in, and approvals required under, **Rule 23.5**, the ~~Executive Committee~~ may grant approval in writing to each of:

23.6.2.1 the Manager; or

23.6.2.2 other staff holding particular roles within BYS,

to authorise and incur expenditure on behalf of BYS. Those authorities may be subject to certain limits but shall not authorise the making of expenditure for which provision has not been made in an Approved Budget. The disbursement of funds to pay any expenditure authorised or incurred under this Rule 23.6.2 must be made in accordance with Rule 23.7.1.

## **23.7 Bank accounts**

### **23.7.1 Principal bank account**

The ~~General Committee~~Executive Committee must cause a bank account to be maintained into which monies received by or on behalf of BYS must be deposited. Amounts approved for payment by the ~~General Committee~~Executive Committee must be paid from this account. Prior to payment,- All payments must be authorised or signed by any two members of the Executive Committee nominated by the Executive Committee for this purpose two Officers.

### **23.7.2 Investment accounts**

The ~~General Committee~~Executive Committee is empowered to conduct other bank accounts as the ~~General Committee~~Executive Committee deems appropriate for the sole purpose of investing monies at interest.

### **23.7.3 Use of technology**

The ~~Executive Committee~~Treasurer may authorise BYS to have access to its accounts electronically, to conduct banking transactions by electronic funds transfer, or otherwise conduct its banking arrangements according to contemporary methods or technology generally used between bankers and customers, whether used at the commencement of the Rules or invented or adopted after then.

## **23.8 Control of money and accounts**

The Manager must ensure that:

**23.8.1** all moneys due to BYS are collected and received and that all payments authorised by BYS are paid; and

**23.8.2** correct accounts and books showing the financial affairs of BYS with full details of all receipts and expenditure connected with the activities of BYS are kept.



### **23.9 Use of funds**

The income and property of BYS must be applied solely towards the promotion of the Purposes and not be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner or by way ~~or of~~ profit to any Member.

### **23.10 Officers and ~~General Committee~~Executive Committee members' expenses**

~~An A Flag~~ Officer or ~~General Committee~~Executive Committee member must not be appointed to any salaried office or office of profit in BYS and no remuneration or other benefit in money or moneys worth may be given by BYS to any of them except for the reimbursement of out-of-pocket expenses, or other expenses incurred on behalf of BYS.

### **23.11 Abandoned property**

~~23.10.1~~23.11.1 This **Rule 23.11** applies to any property, including any boat, equipment or other item of property lost, left or abandoned on BYS premises or nearby, including in the waters immediately offshore near the BYS premises, whether belonging or believed to belong to a Member or former Member or any other person.

~~23.10.2~~23.11.2 The ~~General Committee~~Executive Committee may cause the Manager to take reasonable steps to contact the owner and request the owner to remove the owner's property within a reasonable time.

~~23.10.3~~23.11.3 If the owner cannot be contacted or fails or refuses to remove any property within a reasonable time, BYS may, acting as agent for the owner, remove, dispose of or otherwise sell the property on whatever terms the ~~General Committee~~Executive Committee, acting reasonably, considers appropriate.

~~23.10.4~~23.11.4 BYS may retain from the proceeds of any sale the reasonable costs incurred by BYS, and pay any surplus to the owner. If the owner cannot be contacted within a reasonable time the surplus may be applied by BYS to its own funds or as the ~~General Committee~~Executive Committee otherwise decides.

### **23.12 Financial records**

23.12.1 BYS must keep financial records which:

23.12.1.1 correctly record and explain its transactions, financial position and performance; and

23.12.1.2 enable financial statements to be prepared as required by the Act.

23.12.2 BYS must retain the financial records for not less than 7 years after the transactions covered by the records are completed.

### **23.13 Financial statements**

23.13.1 For each BYS Year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of BYS are met.

23.13.2 Without limiting **Rule 23.13.1**, those requirements include:

23.13.2.1 preparation of the financial statements;

23.13.2.2 auditing of the financial statements by the Auditor;

23.13.2.3 certification of the financial statements by the Executive Committee;

23.13.2.4 submission of the audited financial statements to the Annual General Meeting;

23.13.2.5 lodgement with the Registrar (as defined in the Act) of the audited financial statements and accompanying reports, certificates, statements and fee.

#### 23.14 **Flag Officers' right to information**

In addition to **Rule 22.2** but only following a request in writing from any of the Flag Officers, the Secretary must promptly provide that Flag Officer with access to, and copies as requested of, minutes of meetings of the Executive Committee and of any sub-committee as well as accounting records and financial statements and any other records, securities or other relevant documents of BYS as reasonably requested.

### 29.24. **SUB-COMMITTEES**

#### **24.1** **Creation of sub-committees**

The ~~General Committee~~Executive Committee has the power to create sub-committees, to appoint Members to represent them, and subject to Rule 23.3 to delegate to a sub-committee any of its ~~to prescribe the role, powers and duties of each sub-committee.~~ The delegation must be in writing and may be subject to conditions and limitations as the Executive Committee considers appropriate.

#### **24.2** **Sailing Committee**

24.2.1 There must always be a sub-committee called the Sailing Committee having the role, powers and duties the Executive Committee delegates to it in relation to the management and promotion of sailing at BYS ~~the role of making recommendations to the General Committee regarding the management and promotion of sailing at BYS~~, chaired by the Club Captain.

24.2.2 The Sailing Committee must be comprised of at least 5 members including:

24.2.2.1 the Club Captain;

24.2.2.2 the sailing manager;

24.2.2.3 at least 3 Members appointed by the Executive Committee all of whom must be Active Sailing Members.

#### **24.3** **~~Safe Harbour Committee~~Marina Committee**

24.3.1 There must always be a sub-committee called the ~~Safe Harbour Committee~~Marina Committee having the role, powers and duties the Executive Committee delegates to it in relation to the maintenance and operation of the Marina and the management of Marina berths owned or controlled by BYS. ~~having the role of making recommendations to the General Committee regarding the operation and development of the Safe Harbour.~~

24.3.1 ~~The Manager must act as secretary and be invited to all meetings of the Safe Harbour Committee, and must attend subject to unavailability.~~

24.3.2 The ~~Safe Harbour Committee~~Marina Committee may be constituted as a corporation fully controlled by BYS as the ~~General Committee~~Executive Committee determines. ~~If so its members will be directors, and the Manager will be the secretary and public officer.~~

24.3.4 The Marina Committee must be comprised of at least eight Members including:

24.3.4.1 the Commodore;

24.3.4.2 another member of the Executive Committee appointed by the Executive Committee;

24.3.4.3 the manager of the Marina;

24.3.4.4 at least five Members appointed by the Executive Committee all of whom must be Senior Members and either an Active Sailing Member or the licensee of a berth in the Marina or the controller of a Berth Licence.

24.3.5 The Marina Committee shall be chaired by a member of the Marina Committee nominated by the Executive Committee to act as a chair.

#### **24.4 ~~Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee**

There must always be a sub-committee called the ~~Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee having the role, powers and duties the Executive Committee delegates to it in relation to audit and financial risk concerning BYS, and ~~the role of advising the General Committee about audit, risk and finance concerning~~ BYS, and including the following roles and responsibilities:

**24.4.1** making recommendations to the ~~General Committee~~ Executive Committee regarding the financial affairs of BYS including:

**24.4.1.1** considering and reviewing annual financial statements and budgets prior to their submission to the ~~General Committee~~ Executive Committee;

**24.4.1.2** undertaking periodic reviews of BYS internal financial controls and financial reporting; and

**24.4.1.3** overseeing compliance by BYS in relation to financial disclosure;

**24.4.2** reviewing and making recommendations to the ~~General Committee~~ Executive Committee concerning the matters contemplated by **Rules 23.45.2, 23.45.3 and 23.45.5.2**;

**24.4.3** developing an audit plan for submission to the ~~General Committee~~ Executive Committee, reviewing the annual audit plan with the ~~a~~ Auditor appointed under Rule 27.1 and reviewing ~~the~~ audit findings ~~for~~ submission to the ~~General Committee~~ Executive Committee;

**24.4.4** monitoring financial risk management and internal controls instituted in response to financial risks; and

**24.4.5** reviewing the BYS annual insurance program.

#### **24.5 ~~Composition of the Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee**

**24.5.1** The ~~Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee must be comprised of at least 4 members with a diverse mix of accounting, legal and financial skills and expertise. All members of the ~~Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee will be appointed by the ~~General Committee~~ Executive Committee and include:

~~24.5.1.1~~ the Treasurer;

**24.5.1.1** at least one ~~other~~ member of the ~~General Committee~~ Executive Committee who is not a Flag Officer; and

**24.5.1.2** at least two other members who are not Flag Officers with appropriate skills and expertise as determined by the ~~General Committee~~ Executive Committee but one of whom need not be a Member if the ~~General Committee~~ Executive Committee so determines.

**24.5.2** ~~Unless otherwise determined by the General Committee, t~~The ~~Audit Risk and Financial~~ Finance Risk Committee will be chaired by a member of the Executive Committee appointed by the Executive Committee~~the Treasurer~~.

**24.5.3** Flag Officers and members of BYS staff may be required to attend and participate in meetings of the ~~Audit, Risk and Finance Committee~~ Audit and Financial Risk Committee to the extent determined necessary by the ~~Audit, Risk and Finance Committee~~ Audit, Risk and Financial Committee in order for it to fulfil its roles and responsibilities under in Rule 24.4.

## **24.6 Clubhouse and Operations Committee**

**24.6.1** There must always be a sub-committee called the Clubhouse and Operations Committee having the role, powers and duties the Executive Committee delegates to it in relation to BYS building and grounds and liaison with members and BYS management in relation to the provision of food and beverages.

**24.6.2** The Clubhouse and Operations Committee must be compromised of at least eight members including:

**24.6.2.1** the Vice Commodore;

**24.6.2.2** the Manager;

**24.6.2.3** the BYS food and beverage manager; and

**24.6.2.4** at least five Members appointed by the Executive Committee the majority of whom must be Senior Members.

**24.6.3** The Clubhouse and Operations Committee must be chaired by the Vice Commodore.

## **24.7 Membership Committee**

**24.7.1** There must always be a sub-committee called the Membership Committee having the role, powers and duties the Executive Committee delegates to it in relation to Member participation in the activities of BYS, the encouragement and induction of new members, the BYS social program and member liaison and communication.

**24.7.2** The Membership Committee shall be compromised of at least eight members including:

**24.7.2.1** the Rear Commodore;

**24.7.2.2** the BYS Membership manager;

**24.7.2.3** the BYS events coordinator; and

**24.7.2.4** at least five Members appointed by the Executive Committee the majority of whom must be Senior Members.

**24.7.3** The Membership Committee must be chaired by the Rear Commodore.

## **30.25. MEMBERS HOLDING BYS PROPERTY OR RECORDS**

Any Member, whether a present or past Flag Officer, General CommitteeExecutive Committee member, sub-committee member or otherwise, holding or controlling any BYS property, including records or intellectual property and whether created by BYS, the Member concerned or another, must immediately at the request in writing of a Flag Officer or the Manager return it to BYS, whether the request specifies the property concerned or describes it in general terms.

### 31.26. REGISTER

#### **26.1 Maintaining the Register**

The Secretary must cause a Register to be maintained, recording:

- 26.1.1** the full name, address, email address, date of birth, and date of election of every Member, and the date of any Member ceasing to be a Member;
- 26.1.2** the name of the owner and any other relevant particulars of each Member's boat on or adjoining the BYS premises or the Safe Harbour Marina or that is used for racing at BYS; and
- 26.1.3** any other particulars required by the Act, or that the General CommitteeExecutive Committee directs.

#### **26.2 Inspection**

Any part of the Register specified in a request in writing from a Member for inspection must be made available to that Member to inspect at the BYS premises, subject to the Act, and the laws or any rules of privacy as the Secretary determines. In particular cases the Secretary may only permit inspection of relevant extracts of the Register.

### 32.27. AUDITOR AND SOLICITOR

#### **27.1 Auditor**

The General CommitteeExecutive Committee must appoint an auditor prior to 30 April each BYS Year and inform the Members accordingly. The aAuditor has the power at any time to call for a special audit of BYS accounts.

#### **27.2 Solicitor**

The General CommitteeExecutive Committee may appoint a suitable person to the position of honorary solicitor and inform the Members accordingly.

### 33.28. MANAGER AND EMPLOYEES

The General CommitteeExecutive Committee may appoint or dismiss the Manager, employees or contractors as the General CommitteeExecutive Committee determines necessary.

- 28.1** The duties of the Manager, employees or contractors must be allocated by the General Committee.
- 28.2** The Manager, employees or contractors are responsible to the member of the General Committee designated as responsible for them and must perform their duties as are directed by the General Committee.
- 28.3** All directions from General Committee to the Manager in regard to the Manager's duties must be in writing and a copy of those directions must be annexed to or incorporated in the minutes of the meeting at which they were approved.

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## COMPLAINT AND DISPUTE PROVISIONS

### **34. COMPLAINTS**

### **35.0 — Complaint**

A complaint may be made by any Member (including any Officer or General Committee member) to the General Committee that some other Member:

~~37.0.0~~ has not paid the Annual Subscription or any other moneys payable by the Member or the Member's associates by the due date;

~~38.0.0~~ has persistently or wilfully refused or neglected to comply with a provision or provisions of the Rules or any By-laws; or

~~39.0.0~~ has persistently or wilfully acted, or has engaged in any conduct, or has a conflict of interest prejudicial to or which might become prejudicial to the interests of BYS or any Member or employee of BYS, whether occurring at BYS premises or elsewhere.

### **40.0 — General Committee**

On receiving a complaint, as soon as possible the General Committee:

~~42.0.0~~ must cause notice in writing of the complaint to be given to the Member complained about informing the Member of the grounds on which the complaint is made and any disciplinary action proposed to be taken, and giving the Member an opportunity to be heard in relation to the matter;

~~43.0.0~~ must at a meeting of the General Committee, called in accordance with the Rules allow the Member complained about to make a submission orally or in writing or both at least fourteen days after the time the notice is given, allow the person making the complaint to reply, allow any others the General Committee invites to attend and speak on the matter, act in an unbiased manner, and otherwise give all persons concerned a fair hearing;

~~44.0.0~~ where a complaint is made against two or more Members, or where more than one complaint is made about the same subject matter may hear the complaints separately, or consolidate them as the General Committee considers appropriate; and

~~45.0.0~~ must take into consideration all submissions made at the meeting of the General Committee.

### **46.0 — Power to suspend or remove**

After considering the complaint and any submissions made in connexion with the complaint, the General Committee may:

~~48.0.0~~ if it is satisfied that the facts alleged in the complaint have been proved and warrant censure, suspension or removal as the case may be, censure, suspend or remove the Member from BYS;

~~49.0.0~~ deem that the matter is a dispute and determine that it be resolved in accordance with ~~Rule 30~~; or

~~50.0.0~~ otherwise determine the matter as the General Committee, in an unbiased manner, considers appropriate.

### **51.0 — Decision**

Following any decision of the General Committee, the Commodore or the Manager must as soon as practicable give notice in writing to the persons concerned of the General Committee's decision, and the decision will be final and binding on the matter, subject to ~~Rule 29.5~~.

**53.0—Appeal procedure**

~~54.0.0~~ Within fourteen days after the Commodore or the Manager gives a notice under ~~Rule 29.4~~ the person making the complaint, or the Member receiving the complaint, or both, may give notice in writing to the Commodore requesting that the appeal process under this ~~Rule 29.5~~ be invoked.

~~55.0.0~~ The Commodore must promptly commence the appeal by appointing a panel of not less than three past Commodores of BYS, who do not have a conflict of interest, to conduct the appeal. The past Commodores so appointed must determine the appeal in an unbiased manner. They must promptly convene a hearing, conduct the appeal as they so determine, conduct appeals separately or consolidate them as contemplated by ~~Rule 29.2.3~~, give all persons concerned a fair hearing, and publish their decision in writing to the Commodore and the parties concerned as soon as practicable. A majority decision of the past Commodores will prevail. Their decision will be final and binding.

**56.0—Conflict of Interest**

If the Commodore is a party to the matter or otherwise has a conflict of interest, their role under this ~~Rule 29~~ must be carried out by the next most senior Officer or past Commodore (commencing with the most recent past Commodore) who is willing to act, is not a party and who does not have a conflict of interest.

**29. DISCIPLINARY ACTION**

**29.1 Grounds for taking disciplinary action or eviction**

29.1.1 BYS may take disciplinary action against a Member in accordance with this ~~Rule 29~~ if BYS determines that the Member:

29.1.1.1 has failed to comply with the Rules or any By-Law; or

29.1.1.2 refuses to support the purposes of BYS; or

29.1.1.3 has engaged in conduct prejudicial to BYS; or

29.1.1.4 has engaged in conduct unbecoming of a Member.

29.1.2 Prior to BYS taking disciplinary action under ~~Rule 29~~, the Executive Committee or its delegate under ~~Rule 23.3~~ may:

29.1.2.1 invite the Member and any other persons concerned to participate in an informal mediation;

29.1.2.2 stipulate the terms of the informal mediation; and

29.1.2.3 conduct the process of the informal mediation.

29.1.3 Despite anything else in the Rules, the Manager or the Manager's delegate or any Flag Officer may evict for 24 hours a Member from BYS premises if the Manager or the Manager's delegate or the Flag Officer determines that the Member:

29.1.3.1 has failed to comply with the Rules or any By-Law;

29.1.3.2 has engaged in conduct prejudicial to BYS; or

29.1.3.3 has engaged in conduct unbecoming of a Member.

**29.2 Disciplinary Sub-committee**

29.2.1 If the Executive Committee or its delegate under **Rule 23.3** is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive Committee or its delegate under **Rule 23.3** must appoint a Disciplinary Sub-committee of at least 3 people to hear the matter and determine what action, if any, to take against the Member.

29.2.2 Before appointing a Disciplinary Sub-committee, the Executive Committee or its delegate under **Rule 23.3** may appoint an independent person with appropriate qualifications to conduct an investigation into the facts only of the matter and to prepare a report on the facts to assist the Executive Committee or its delegate under **Rule 23.3** in determining whether there are significant grounds for taking disciplinary action against the Member. If disciplinary action is taken, a copy of the report must be provided to the Member, the Disciplinary Sub-committee and any other persons concerned.

29.2.3 The members of the Disciplinary Sub-committee:

29.2.3.1 may be Executive Committee members, Members of BYS or anyone else who is a member of a yacht club affiliated with Australian Sailing; but

29.2.3.2 must neither be a party to the issues in dispute nor a relative of the Member; and

29.2.3.3 must neither be biased against, nor in favour of, the Member concerned.

### 29.3 **Notice to Member**

29.3.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:

29.3.1.1 stating that BYS proposes to take disciplinary action against the Member;

29.3.1.2 stating the grounds for the proposed disciplinary action;

29.3.1.3 providing a copy of any report prepared under **Rule 29.2.2**;

29.3.1.4 specifying the date, place and time of the meeting at which the Disciplinary Sub-committee will consider the disciplinary action; and

29.3.1.5 informing the Member that the Member may do one or both of the following:

29.3.1.5.1 attend the Disciplinary Meeting and address the Disciplinary Sub-committee at that meeting; and

29.3.1.5.2 give a written statement to the Disciplinary Sub-committee at any time at or prior to the Disciplinary Meeting; and

29.3.1.6 providing a copy of the Member's appeal rights under **Rule 29.5**.

29.3.2 The notice must be given no earlier than 30 days, and no later than 14 days, before the Disciplinary Meeting is held.

### 29.4 **Investigative Report**



29.4.1 In the absence of an investigative report prepared under **Rule 29.2.2**, the Disciplinary Sub-committee may appoint an independent person with appropriate qualifications to conduct an investigation into the facts only of the matter and to prepare a report on the facts.

29.4.2 The Disciplinary Sub-committee may also request clarifications from the provider of the report under either **Rule 29.2.2** or **Rule 29.4.1**. If the Disciplinary Sub-committee procures a report or clarifications under this **Rule 29.4**, the Disciplinary Sub-Committee must provide a copy to the Member, the Executive Committee or its delegate under **Rule 23.3** (as the case may be) and to any other persons concerned.

## 29.5 Decision of Disciplinary Sub-committee

29.5.1 At the Disciplinary Meeting, the Disciplinary Sub-committee must:

29.5.1.1 apply principles of natural justice;

29.5.1.2 allow any attendees (including the Member) to have a support person at the Disciplinary Meeting);

29.5.1.3 give the Member and any complainant or witness an opportunity to be heard; and

29.5.1.4 consider any written statement submitted by the Member, any complainant or witness at or prior to the Disciplinary Meeting and any investigative report or clarifications prepared or provided under either **Rule 29.2.2** or **Rule 29.4**.

29.5.2 After complying with **Rule 29.5.1**, the Disciplinary Sub-committee may:

29.5.2.1 take no further action against the Member;

29.5.2.2 reprimand the Member;

29.5.2.3 suspend the membership rights of the Member for a specified period, and may impose conditions concerning the suspension as the Disciplinary Sub-committee decides; or

29.5.2.4 expel the Member from BYS.

29.5.3 The Disciplinary Sub-committee may not fine the Member.

29.5.4 The suspension of membership rights or the expulsion of a Member by the Disciplinary Sub-committee under **Rule 29.5.2** takes effect immediately after the decision is made notwithstanding **Rule 29.5.5** or any appeal.

29.5.5 The Disciplinary Sub-committee must give the Member, within 7 days after a Disciplinary Meeting, a statement of reasons in writing for its decision.

## 29.6 Appeal rights

29.6.1 A person whose membership rights have been suspended or who has been expelled from BYS under **Rule 29.5** may give notice to the effect that the Member wishes to appeal against the suspension or expulsion.

29.6.2 The notice must be in writing and given to the Secretary no later than 14 days after the decision.

29.6.3 If a person has given notice under **Rule 29.6.1** which complies with **Rule 29.6.2**, a meeting of a Disciplinary Appeal Panel must be convened by the Executive Committee or its delegate under **Rule 23.3** as soon as practicable, but in any

event not later than 14 days, after the notice is received.

29.6.4 The Disciplinary Appeal Panel must consist of not less than three persons in any combination of past Commodores, other past Flag Officers or past General Committee or past Executive Committee members who:

29.6.4.1 must be neither a party to the issues in dispute nor a relative of the Member concerned; and

29.6.4.2 must be neither biased against, nor in favour of, the Member concerned.

If there are not three past Commodores, other past Flag Officers or past General Committee members or past Executive Committee members who are willing or able to act, the Executive Committee or its delegate under **Rule 23.3** may appoint one or more other persons to the Disciplinary Appeal Panel, who meet the qualification requirements in **Rules 29.2.3.1** and **29.6.4**, to ensure that the Disciplinary Appeal Panel has at least three members.

29.6.5 The Disciplinary Appeal Panel must promptly convene a hearing. The Disciplinary Appeal Panel has the power to alter or uphold the decision of the Disciplinary Sub-committee or to substitute a higher or lower or different penalty for that imposed by the Disciplinary Sub-committee, and to remove or amend (including add to) any conditions of a suspension or membership right.

29.6.6 The provisions of **Rule 29.5.1** apply to the Disciplinary Appeal Panel hearing.

29.6.7 The decision of the Disciplinary Appeal Panel including a statement of reasons must be given to the Member concerned in writing within 7 days after the hearing. The decision will be final and binding.

## **58.30. DISPUTES AND MEDIATION**

### **30.1 Nature of Dispute**

The grievance procedure set out in this **Rule 30** applies to a dispute between:

**30.1.1** a Member and another Member; ~~or~~

**30.1.2** a Member and BYS<sub>1</sub>;

**30.1.3** a Member and the Executive Committee or a sub-committee; or

**30.1.4** a Member and a Flag Officer.

### **30.2 Meeting**

The parties to the dispute must meet and discuss the matter in dispute in the presence of an Executive Committee member, and, if possible, resolve the dispute within ~~fourteen~~ 14 days after the dispute comes to the attention of all of the parties.

### **30.3 Mediation**

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ~~fourteen~~ 14 days, hold a meeting in the presence of a mediator.

### 30.4 Mediator

The mediator must be:

**30.4.1** a person chosen by agreement between the parties; or

**30.4.2** in the absence of agreement:

**30.4.2.1** in the case of a dispute between a Member and another Member, a person appointed by the ~~General Committee~~Executive Committee or its delegate under Rule 23.3; or

**30.4.2.2** in the case of a dispute between a Member and BYS, a person appointed by the Commodore, or at the Commodore's election by the President for the time being of Yachting Victoria ~~Incorporated or its successor body~~; or

~~**30.4.2.3** in the case of a dispute between a Member and the Executive Committee or a sub-committee, or between a Member and a Flag Officer, a person appointed by the President for the time being of Yachting Victoria.~~

### 30.5 Mediator must be independent

The mediator may be a Member, but ~~cannot~~must not be a Member who:

**30.5.1** is a party to the dispute;

**30.5.2** is a relative of a party to the dispute; or

**30.5.3** is either biased against, or in favour of, a party.

### 30.6 Attempt to settle

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

### 30.7 Mediation process

The mediator, in conducting the mediation, must:

**30.7.1** apply the principles of natural justice;

~~**30.7.1**~~**30.7.2** give the parties to the mediation ~~every~~an opportunity to be heard;

~~**30.7.2**~~**30.7.3** allow due consideration by all parties of any written statement submitted by any party at or prior to the mediation meeting;

~~**30.7.3**~~**30.7.4** allow a party to appoint any person to act on behalf of the party; and

~~**30.7.4** ensure that natural justice is accorded to the parties throughout the mediation process; and~~

**30.7.5** act in an unbiased manner.

### 30.8 Mediator cannot determine the dispute

The mediator must not determine the dispute.

### 30.9 Failure of mediation

If the mediation process does not result in the dispute being resolved, **Rule 30.10** applies.

### 30.10 Appeal procedure

**30.10.1** Within ~~fourteen~~ 14 days after the conclusion of the mediation process, one or more parties may give notice in writing to the Commodore requesting that the appeal process under this **Rule 30.10** be invoked.

**30.10.2** ~~The Commodore must promptly commence the process by appointing a Grievance Appeal Panel to determine the dispute. The Commodore must promptly commence the appeal by appointing a panel of not less than three past Commodores of BYS to conduct the appeal. The past Commodores so appointed must determine the appeal in an unbiased manner. They must promptly convene a hearing, conduct the appeal as they so determine, give all persons concerned a fair hearing, and publish their decision in writing to the Commodore and the parties concerned as soon as practicable. A majority decision of the past Commodores will prevail. Their decision will be final and binding.~~

**30.10.3** The Grievance Appeal Panel must consist of not less than three persons in any combination of past Commodores, other past Flag Officers or past General Committee members or past Executive Committee members who:

**30.10.3.1** must neither be a party to the dispute nor a relative of a party; and

**30.10.3.2** must neither be biased against, nor in favour of, a party.

If there are not three past Commodores, other past Flag Officers or past General Committee members or past Executive Committee members who are willing or able to act, the Commodore may appoint one or more other persons to the Grievance Appeal Panel, who meet the qualification requirements in this **Rule 30.10.3**, to ensure that the Grievance Appeal Panel has at least three members.

**30.10.4** The Grievance Appeal Panel must promptly commence a hearing. The Grievance Appeal Panel will have the power to make a decision on the matter in dispute.

**30.10.5** The provisions of **Rule 30.7** apply to the Grievance Appeal Panel hearing.

**30.10.6** The decision of the Grievance Appeal Panel must be given to the Commodore and the parties concerned in writing within 7 days after the hearing. The decision will be final and binding.

### 30.11 Conflict of Interest

If the Commodore is a party to the matter or otherwise has a conflict of interest, ~~their~~ the Commodore's role under this **Rule 30** must be carried out by the next most senior Flag Officer or a past Commodore (commencing with the most recent past Commodore) appointed by the Executive Committee or its delegate under **Rule 23.3** who is willing to act, is not a party and who does not have a conflict of interest.

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## MISCELLANEOUS PROVISIONS

### 59.31. COMMON SEAL

#### 31.1 Custody of the common seal

The common seal of BYS must be kept in the custody of the Secretary.

#### 31.2 Use of the common seal

The common seal must not be affixed to any document, except by the authority of the ~~General Committee~~Executive Committee, and the affixing of the common seal must be attested by the signatures of two of the Flag Officers.

## 60-32. NOTICES

### **32.1 Method of service**

Any notice that is required to be given to a Member or BYS, under the Rules may be given by:

- 32.1.1** delivering the notice to the Member or BYS personally;
- 32.1.2** sending it by prepaid post addressed to the Member at the Member's postal address shown in the Register, or to BYS at its current postal address. Where a notice is properly addressed prepaid and posted to a person as a letter, the notice will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post;
- 32.1.3** facsimile transmission addressed to the Member at the Member's facsimile number shown in the Register, or to BYS at its current facsimile number. A notice given by facsimile transmission will be deemed to be received in accordance with a transmission report which indicates that it was sent in its entirety to the facsimile number of the recipient; or
- 32.1.4** electronic transmission addressed to the Member at the Member's email address shown in the Register, or to BYS at its current email address, unless the Member or BYS has requested in writing that notices not be given in this manner, in which case it must be sent in accordance with **Rule 32.1.1, 32.1.2 or 32.1.3**, as the case may be. A notice given by electronic transmission will be deemed to be successfully transmitted when an acknowledgment of receipt from the recipient's computer is recorded on the sender's computer.

### **32.2 Notices to families**

- 32.2.1** A notice to two or more Members who comprise a Family Unit or who reside in one place will be given effectively to all of them if addressed to just one of them, subject to **Rule 32.2.2**.
- 32.2.2** **Rule 32.2.1** will not apply to a Member who notifies BYS in writing that the Member wishes to receive notices individually.

### **32.3 Information posted on the Website or otherwise**

Where a notice given to a Member refers to information posted on the Website, or communicated by means of other technology used for the communication of information whether in use at the commencement of the Rules or invented or adopted after then, that information will be deemed to form part of the notice, unless the Member has requested in writing that information not be given to the Member in this manner, in which case it must be sent in accordance with **Rule 32.1.1, 32.1.2 or 32.1.3**, as the case may be.

## 61-33. WINDING UP OR CANCELLATION

On the winding up or cancellation of the incorporation of BYS, the surplus assets of BYS, after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up, subject to the Act:

- 33.1** must not be paid to or distributed to:
  - 33.1.1** any Member or former Member; or

- 33.1.2** any person to be held on trust for any Member or former Member; but
- 33.2** must be given or transferred to some other institution or institutions promoting objects, and required by their constitution to apply profits or income in promoting their objects which are similar to the objects of BYS, to be determined by an Ordinary Resolution of the Members prior to the winding up or cancellation of BYS; or
- 33.3** comprising funds derived from donations to BYS which are tax deductible pursuant to the *Income Tax Assessment Act* may only be given or transferred to an institution or institutions similarly qualifying under the provisions of that Act; and
- 33.4** must otherwise be disposed of in accordance with the Act.

## 62.34. VISITORS

### **34.1 Introduction of Visitors**

A Member may introduce a visitor to BYS, subject to By-Laws or policies prescribed by the ~~General Committee~~Executive Committee, and must require the visitor to sign a visitors book maintained under **Rule 37.5**. A visitor whilst a guest of a Member will be entitled to the use of the facilities of BYS as the ~~General Committee~~Executive Committee determines.

### **34.2 Visitor racing payment**

A Member may invite a visitor to participate in racing on payment of a fee prescribed for the time being by the ~~General Committee~~Executive Committee.

## 63.35. INDEMNITY OF OFFICERS, SECRETARY AND ~~GENERAL COMMITTEE~~EXECUTIVE COMMITTEE MEMBERS

The Flag Officers, the Secretary, the ~~General Committee~~Executive Committee members, sub-committee members, volunteers, and any persons assisting them in the discharge of their duties must at all times exercise due care in BYS activities, including the conduct of yacht races and events. Those persons (and any previous General Committee members), acting or having acted bona fide in the discharge of their respective duties are indemnified out of the funds of BYS against all actions, legal proceedings, costs, damages and expenses incurred by them or any of them in consequence of anything done, omitted, said or written by them in the discharge of their duties.

## 64.36. PARTICIPATION TO BE OWN RISK

All entrants and participants in any BYS yacht race or event or any other BYS activity, whether a Member or not, enter and participate entirely at their own risk.

## 65.37. SUPPLY OF LIQUOR AND GAMING

### **37.1 Commission sales prohibited**

The payment of any amount to ~~an a~~ Flag Officer, the Secretary, ~~General Committee~~Executive Committee member, member of a sub-committee or employee of BYS by way of commission or allowance from the receipts of BYS for the sale and disposal of liquor is prohibited.

### **37.2 Visitors**

A visitor to BYS must not be supplied with liquor in BYS premises unless the visitor is a guest in the company of a Member.

### **37.3 Betting and Gaming**

Betting and gaming on BYS premises is strictly prohibited. BYS does not admit visitors for the purposes of gaming.

#### **37.4 Admissions**

A person cannot:

**37.4.1** be admitted as an Honorary Member or a temporary member of BYS; or

**37.4.2** be exempted from the obligation to pay the ordinary subscription for membership of BYS,

unless the person is in a Category specified in the Rules and the admission or exemption is in accordance with the Rules.

#### **37.5 Visitors book**

The Manager must provide for the keeping of records of visitors and guests.

#### **37.6 ~~General Committee~~Executive Committee not to delegate**

The ~~General Committee~~Executive Committee does not have the power to delegate its control of the supply of liquor to a sub-committee.

### **66-38. INSURANCE**

Property of BYS and any other entities associated with BYS, and the insurable interests of the ~~Flag~~ Officers, Secretary, ~~General Committee~~Executive Committee members, sub-committee members, volunteers and persons assisting them in the discharge of their duties may be insured by and in the name of BYS and any other relevant entities.

### **67-39. BYS PREMISES AND PROPERTY**

#### **39.1 BYS premises open to Members**

BYS premises, which includes the area of land under the control of BYS, the clubhouse, the ~~Safe Harbour Marina~~ and all other buildings and improvements erected thereon, will be open to Members during the hours and in accordance with the By-laws and policies the ~~General Committee~~Executive Committee determines.

#### **39.2 Use in common**

Subject to By-laws and policies in force from time to time all Members are entitled to use in common with all other Members the premises and property of BYS and may be supplied with refreshments at charges and on conditions the ~~General Committee~~Executive Committee determines.

#### **39.3 Priority for sailing yachts**

Members' sailing yachts at all times have priority in the use of the yard and slipway facilities, subject to car parking and other legal requirements concerning the use of the yard and slipway facilities.

**SCHEDULE A**  
**MEMBERSHIP CATEGORIES**

**RULE 6.2**

**Note:** Family Unit Members are provided for in **Rule 10.6**.

CRITERIA	SENIOR MEMBER CATEGORIES					SOCIAL	JUNIOR	INTERMEDIATE	HONORARY	CREW	WINTER
	SENIOR	SUBSEQUENT SENIOR	LIFE	SPECIAL	STUDENT						
AGE AT COMMENCEMENT OF BYS YEAR	18 years or over	18 years or over	18 years or over	18 years or over	18 years or over and less than 25 years	18 years or over	Less than 18 years	18 years or over and less than 40 years	All ages	18 years or over	All ages
ENTITLEMENT TO VOTE AT GENERAL MEETINGS	Eligible	Eligible	Eligible	Eligible	Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible
ENTITLEMENT TO HAVE A BOAT AT BYS FOR RACING	Eligible	Eligible	Eligible	Eligible	Eligible	Not Eligible	Eligible	Not Eligible	Eligible	Not Eligible	Not Eligible
ANNUAL SUBSCRIPTION	Determined by the Members <b>Rule 10.2</b>	One half of a Senior Member	Nil	One half of a Senior Member	One half of a Senior Member	50% of a Senior Member	8 years or over – as determined by the <b>General Committee Executive Committee</b> Less than 8 years – nil	23% of a Senior Member	Nil	45% of a Senior Member	Not more than 34% of the Annual Subscription payable by a Senior Member for the relevant BYS Year, covering the Winter Membership Period.
ENTITLEMENT TO MEMBERSHIP OF <b>GENERAL COMMITTEE EXECUTIVE COMMITTEE</b>	Eligible	Eligible	Eligible	Eligible	Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible	Not Eligible
ELIGIBILITY AND CONDITIONS	A Senior Member becoming a Member after 16 April 2015 must be: - an Active Senior Member; or - a Berth Licensee Senior Member	A Subsequent Senior Member becoming a Member after 16 April 2015 must be an Active Senior Member	<b>Rule 6.3</b>	<b>Rule 6.4</b> Senior Member 20 years and age 65 years or over; or Senior Member 15 years and age 80 years or over.	A Student Member: - must be a full time student or apprentice; and - becoming a Member after 16 April 2015, must be an Active Senior Member	A Social Member may sail in four races in each season. A Social Member joining after 1 May 2009 is not entitled to park a vehicle on BYS premises.	A Junior Member must have a Senior Member or Social Member give a written undertaking in a form approved by the <b>General Committee Executive Committee</b> to be responsible for the conduct of the Junior Member.	<b>Rule 6.7</b> An Intermediate Member must not park a vehicle on BYS premises, have a locker or off the beach boat storage and is only entitled to limited use of BYS facilities and entitlement to race as the <b>General Committee Executive Committee</b> from time to time determines.	<b>Rule 6.5</b>	<b>Rule 6.6</b> A Crew Member must: - not to park a vehicle on BYS premises, have a locker or off the beach boat storage; and - be an Active Crew Member.	<b>Rule 6.8</b> A Winter Member must not: - park a vehicle on BYS premises, have a locker or off-the-beach boat storage; or - use the BYS facilities or take part in BYS activities between 1 November and 30 April each year, unless signed in as a guest of Member.

Conditions 1 and 2 are continued on the next page.



The following are included in the Criteria listed under Eligibility and Conditions in this **Schedule A**:

1. In these Conditions:

- (a) **Active Crew Member** is a Crew Member who is regularly involved in the activities of BYS by sailing competitively as a crew on a keelboat or other multi-handed boat belonging to a Senior Member, for as long as they are a Crew Member;
- (b) **Active Senior Member** is a Senior Member who is regularly involved in the activities of BYS (either directly, with a Subsequent Senior Member or with a Family Unit) by either sailing competitively, or in support of competitive sailing or participating in sail training, during the first three years as a Member; and
- (c) **Berth Licensee Senior Member** is a Senior Member who is a licensee or whose entity is a licensee of a berth in the Safe Harbour Marina during the first three years as a Member and if the Member or the Member's entity ceases to be a licensee of the berth during the first three years, to remain a Member, that person must be an Active Senior Member for a further three years.

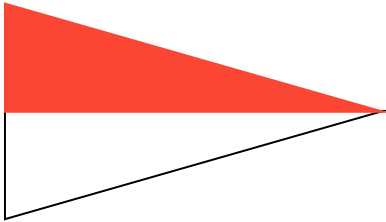
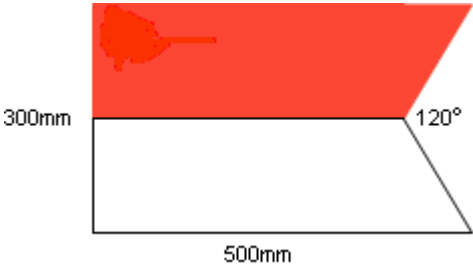
2. A candidate for membership must:


- (a) in respect of a nomination for Senior membership, undertake to be an Active Senior Member or a Berth Licensee Senior Member; or
  - (b) in respect of a nomination for Crew membership, undertake to be an Active Crew Member,
- in a form and subject to conditions as the ~~General Committee~~Executive Committee for the time being prescribes.

SCHEDULE B

RULE 21

BYS BURGEE, FLAG OFFICERS' FLAGS AND BYS INSIGNIA

BURGEE, FLAG OR INSIGNIA	UPPER HEAD QUARTER DISPLAY	ILLUSTRATION
BYS Burgee	None	
Commodore's Flag	None	
Vice Commodore's Flag	One white ball	
Rear Commodore's Flag	Two white balls	

Club Captain's Flag	White anchor	
Past Commodore's Flag	White X	
BYS Insignia	Not applicable	 <p style="text-align: center;">Right                      Left</p>

1. The BYS Burgee and all Flag Officers' Flags have the upper half red and the lower half white as shown in the illustrations above.
2. The colour red is Pantone Matching System (PMS) Warm Red, or its equivalent.
3. The BYS Burgee is triangular with its fly measuring 1.75 times that of its hoist.
4. The Flag Officers' Flags are rectangular and swallow tailed with the hoist measuring 300mm and the fly measuring 500mm. The swallow tail is cut at an angle of 120 degrees.
5. The BYS Insignia is in the proportion approximately 5 units high and 3 units wide.

SCHEDULE C

BLAIRGOWRIE YACHT SQUADRON INCORPORATED

PROXY FORM

RULE 15.9

[INSERT HALF YEARLY, ANNUAL OR EXTRAORDINARY] GENERAL MEETING

[INSERT DATE AND TIME]

STEP 1 Appoint a proxy to vote on your behalf

I, ..... (Print name in full)

of ..... (Print address in full)

being a Member of Blairgowrie Yacht Squadron Inc and entitled to vote in accordance with Rule 15.9 of its Rules appoint:

TICK ONE BOX BELOW

The Chairman of the Meeting

OR

(Print name in full of another Member who is entitled to vote): .....

to act as my proxy and I direct my proxy to vote at the Meeting on my behalf in accordance with the following direction:

STEP 2 Resolution

The General Meeting is being held for the purpose of considering and if thought fit, passing the following resolution (s):

TICK APPROPRIATE BOXES BELOW

		For	Against	Abstain	Discretionary
1.	[Insert text or summary of Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	[Insert text or summary of Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* Where a box marked "Discretionary" is ticked, or if no box for a resolution is ticked, the proxy may vote as the proxy decides.

STEP 3 Sign

Signature of Member appointing proxy

Date

STEP 4 Return to the Manager by no later than 5.00pm on [INSERT DATE]