

PROPOSED BYS GENERAL COMMITTEE RESTRUCTURE

Comparison of proposed Rules of BYS with current Rules

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
1. Name and Purposes	No change	1. Name and Purposes	Same
2. Interpretation	Expanded to include new terms used in connection with the restructure of the General Committee and changes to disciplinary provisions	2. Interpretation	Same in principle except that new defined terms are used to reflect restructure and other changes (e.g. "General Committee" becomes "Executive Committee" which is a general change in the new Rules, as is the change from "Officer" to "Flag Officer" and "Safe Harbour" to "Marina")
3. Alteration of the Rules	Sets out requirements for Rule alterations	3. Alteration of the Rules	Same
4. Interpretation of the Rules	Provides that Executive Committee's interpretation of the Rules is final and binding expect in the case of manifest error	4. Interpretation of the Rules	Same
5. Admission to Membership		5. Admission to Membership	
5.1. Eligibility for Membership	Provides eligibility criteria as nomination, election by Executive Committee and payment of relevant entrance fee and subscription	5.1 Eligibility for Membership	Same
5.2. Nomination for Membership	Requires a written nomination signed by a proposer and seconder that are both Senior Members of at least one year's standing and signed by the candidate who must undertake to be bound by the Rules	5.2 Nomination for Membership	Same
5.3. Election to Membership	Requires a candidate for Membership to attend an induction if required and for the Executive Committee to pass a special resolution to elect the candidate to Membership. The Executive Committee	5.3 Election to Membership	Same

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	is not required to give reasons if it refuses to admit a candidate. A candidate refused admission must wait one year before seeking re-nomination		
5.4. Admission to Membership	When the admission conditions are satisfied, the Secretary must record the member's details in the register	5.4 Admission to Membership	Same
5.5. Delegation to Membership Committee	The Executive Committee may delegate its powers under Rule 5 to the Membership Committee	N/A	New rule allowing for delegation of Rule 5 powers and functions to the Membership Committee
6. Membership			
6.1. Rights, privileges and obligations	Restates that Members must abide by the Rules. Refers to eligibility criteria for each category in the table attached to the Rules. Prohibits transfer of rights etc	6.1 Rights, privileges and obligations	Same
6.2. Categories of membership	<p>Requires Members to be categorised as set out in the table attached to the Rules. Allows movement between categories with payment of applicable subscription and approval of the Executive Committee.</p> <p>The table sets out the Senior Member categories comprising Senior, Subsequent Senior, Life, Special and Student and the Social, Junior, Intermediate, Honorary and Crew categories. For each category, the table sets out:</p> <ul style="list-style-type: none"> ▪ age restrictions; ▪ voting entitlements; ▪ entitlement to have a boat at BYS for racing; ▪ annual subscription; ▪ entitlement to be a member of the 	6.2 Categories of Membership	Same

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	Executive Committee; and <ul style="list-style-type: none"> ▪ eligibility and conditions. 		
6.3. Life Member	Provides the criteria for the appointment by the Executive Committee of a Life Member and for the person's name to be added to the Life Members honour board, subject to confirmation at a General Meeting	6.3 Life member	Same, except the words "or other memento" have been added after "Life Member Certificate"
6.4. Special Member	Sets out the eligibility criteria for Special Membership	6.4 Special Member	Same
6.5. Honorary Member	Sets out the criteria for the designation of certain people as Honorary Members	6.5 Honorary Member	Same
6.6. Crew Member	Sets out the conditions for Crew Membership	6.6 Crew Member	Same
6.7. Intermediate Member	Sets out the eligibility criteria for Intermediate Membership	6.7 Intermediate Member	Same
6.8. Winter Member	Sets out the eligibility criteria for Winter Membership	6.8 Winter Member	Same
7. Leave of absence	Sets out the criteria for the Executive Committee to grant leave of absence	7. Leave of absence	Same
8. Resignation of Member			
8.1. Notice of resignation	Sets out the procedure for resignation	8.1 Notice of resignation	Same
8.2. Acceptance of resignation	Sets out the Secretary's role in response to a resignation	8.2 Acceptance of resignation	Same
9. Funds	Sets out the sources of funds for BYS	9 Funds	Same
10. Annual subscriptions and payments			
10.1. Due date	Provides for subscriptions to be paid 30	10.1 Due Date	Same

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	days after invoices are sent		
10.2. Entrance fee and annual subscription	Requires Members in General Meeting to determine the annual subscription for Senior Members, from which all other subscriptions are derived	10.2 Entrance fee and annual subscription	Same
10.3. Other charges	Provides for the Executive Committee to determine other charges payable by Members and makes it clear that these charges apply even if the Member is otherwise exempt from paying subscriptions	10.3 Other charges	Same
10.4. Part year concession	Provides for a part year subscription concession to apply at the discretion of the Executive Committee calculated pro rata on the number of months remaining in that BYS Year	10.4 Part year concession	Same
10.5. Unpaid monies	Provides that a Member whose subscription is unpaid at the date of the AGM may not participate in BYS. Provides for Membership to be suspended or cancelled if subscriptions remain unpaid at certain dates. Provides for Membership to be suspended if other monies owing to BYS are outstanding	10.5 Unpaid monies	Same
10.6. Family unit	Provides for a family unit annual subscription to be determined by the Executive Committee and paid by a family unit in lieu of individual subscriptions. Also addresses entrances fees applicable to a family unit initially and upon transition.	10.6 Family unit	Same
10.7. Rejoining Members	Provides for no entrance fee to be payable by a former member	10.7 Rejoining Members	Same

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11. Annual General Meeting			
11.1. Time for conducting Annual General Meeting	Provides for AGM to be conducted within three months after the end of the BYS Year	11.1 Time for conducting Annual General Meeting	Same
11.2. Business	Sets out the items of business to be conducted at the AGM, but now includes financial statements in place of a Treasurer's Report	11.2 Business	Same in principle except that financial statements of BYS to be received and considered rather than a Treasurer's Report
12. Half Yearly General Meetings	Provides for general meeting of members to be held half yearly other than the quarter for holding the AGM, as directed by the Executive Committee	12. Half Yearly General Meetings	Same
13. Extraordinary General Meeting	Sets out the conditions to be met for convening an Extraordinary General Meeting	13 Extraordinary General Meeting	Same
14. Notice of General Meeting			
14.1. Notice	Sets out the time and information to be included in notices of General Meetings	14.1 Notice	Same
14.2. Business to be transacted	Limits the business to be transacted at General Meeting to that set out in the notice	14.2 Businesses to be transacted	Same
14.3. Members' resolutions	Allows a Member to bring forward a motion at a General Meeting	14.3 Members' resolutions	Same
15. Proceedings at General Meetings			
15.1. Chairman	Provides for the most senior Flag Officer to chair General Meetings or an Executive Committee member elected by the members present if there is no Flag Officer or a Member elected by the members present if there is no Executive Committee member	15.1 Chairman	Same

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15.2. Quorum	Sets the quorum for General Meetings	15.2 Quorum	Same
15.3. Minutes of prior General Meeting	Provides for the minutes of a prior General Meeting to be confirmed at the next General Meeting and for the minutes of an Extraordinary General Meeting to be confirmed at the next General Meeting	15.3 Minutes of prior General Meeting	Same
15.4. Entitlement to vote	Provides that only Senior Members are entitled to vote at General Meetings	15.4 Entitlement to vote	Same
15.5. Members to have one vote	Provides for each Member to have one vote	15.5 Members to have one vote	Same
15.6. Equality of Votes	Chairman has a second or casting vote in the event of an equality of votes on an Ordinary Resolution	15.6 Equality of Votes	Same
15.7. Method of voting	Provides for questions at General Meetings to be decided as an Ordinary Resolution (50%) or a Special Resolution (75%) if required by the Rules or the Act, and by a show of hands unless a poll is called	15.7 Method of voting	Same
15.8. Poll	Sets out the procedure and timing for a poll on any question at a General Meeting, including the election of Chairman and an adjournment	15.8 Poll	Same
15.9. Entitlement to appoint a proxy	Sets out the conditions for the appointment by a Member of a proxy	15.9 Entitlement to appoint a proxy	Same
15.10. Minutes	Provides for minutes of meetings to be communicated to Members by publishing them on the website. Also requires minutes to be sent to Members on request	15.10 minutes	Same

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16. Flag Officers	Identifies the Flag Officers of BYS	16. Officers	The Flag Officers are the same but old Rules 16.2 (Treasurer) and 16.3 (Ex Officio Members) have been deleted as they are not relevant to the restructure (in respect of the cessation of the role of Treasurer, see comments below under old Rule 20.4)
17. Executive Committee			
17.1. Composition of the Executive Committee	Describes the Executive Committee as comprising the Commodore and six elected Senior Members at least four of whom must be Active Sailing Members	17.1 Composition of the General Committee	"Officers"/Flag Officers (other than the Commodore) will not be members of the Executive Committee (as they will be chairing sub-committees)
17.2. Qualifications for Office	Provides that the members of the Executive Committee must have a diverse mix of accounting, legal, HR, IT and management skills, to the maximum extent possible	17.1 Composition of the General Committee 17.2 Immediate Past Commodore	Qualifications for membership of Executive Committee are more specific. The IPC will not be an ex officio member of the Executive Committee
18. Election of Officers and General Committee			
18.1A Transitional provision	Provides a mechanism for determining members the first Executive Committee from the then current General Committee (excluding Vice Commodore, Rear Commodore and Club Captain) and determining their tenures	N/A	New
18.1. Term of office	Provides for the term of office for Flag Officers and Executive Committee members to be two years	18.1 Term of office	Same
18.2. Re-election	Sets out re-election eligibility for Flag Officers and Executive Committee Requires the Commodore, Vice Commodore and Rear Commodore to retire after serving two years (but they	18.2 Re-election	Same in principle except: <ul style="list-style-type: none"> • "Officers" is changed to "Flag Officers" • "General Committee" is changed

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	<p>may offer themselves up for re-election or election to the Executive Committee).</p> <p>Permits the Vice Commodore and Rear Commodore to stand for election as Commodore and Vice Commodore respectively.</p> <p>Requires the Club Captain to retire after serving eight years in that position but permits the Club Captain to stand for election as a Flag Officer or to the Executive Committee.</p> <p>No person may serve as a member of the Executive Committee (excluding any period as Commodore) for more than 6 years.</p> <p>No person shall serve whether as a Flag Officer or member of the Executive Committee for a combined period of more than 12 years.</p> <p>Time served as a member of the General Committee (otherwise than as a Flag Officer) or as Commodore, prior to the adoption of the new Rules, will count as time served on the Executive Committee.</p> <p>Periods of serving are aggregated.</p>		<p>to "Executive Committee"</p> <ul style="list-style-type: none"> • Reference to "Treasurer" is deleted • Special "Andrew Graham" Treasurer provision is deleted • Maximum time allowed on Executive Committee is 6 years or as a Flag Officer or Executive Committee member combined is 12 years
<p>18.3. Conduct of elections</p>	<p>Requires the Secretary to invite Members not more than 60 days and no less than 45 days before the AGM to nominate suitable Senior Members for elections.</p> <p>Requires written nominations for eligible candidates to be proposed and seconded by Senior Members to be lodged 28 days before the AGM.</p>	<p>18.3 Conduct of elections</p>	<p>Similar in principle but key changes are as follows:</p> <ul style="list-style-type: none"> • Addition of "no less than 45 days" before the AGM when the Secretary must invite nominations for elections • Candidates are to make written submissions of no more than

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	<p>Allows a candidate to submit a written statement on suitability to hold office.</p> <p>Requires ballot papers to be distributed to Members at the AGM and for scrutineers appointed by the Chairman to count the votes.</p> <p>Provides that the persons who receive the most votes will be elected but a lot will be taken in the event of an equality of votes.</p> <p>Provides that no more than two Members of the Executive Committee need not be Active Sailing Members and that only one ex-Commodore may be a member of the Executive Committee.</p>		<p>400 words on their suitability to hold office, including details of any previous involvement in BYS sub-committees</p> <ul style="list-style-type: none"> • No more than two members of the Executive Committee need not be Active Sailing Members • Only one ex-Commodore may be a member of the Executive Committee at any time
18.4. Insufficient nominations	Provides for a candidate or candidates to be declared elected if there are equal or insufficient nominations for all positions (subject to the restrictions on the composition of the Executive Committee) and for the Executive Committee to subsequently fill any vacancy	18.4 Insufficient nominations	Same in principle, but with restrictions on composition of Executive Committee.
18.5. Proxy and absentee votes	Provides for votes in elections to be made by absentee vote or proxy. Absentee voting papers must reach BYS by 5.00pm the last business day before the AGM	18.5 Proxy and absentee votes	Same
18.6. Flag Officer or Executive Committee vacancy	Provides for the position of Flag Officer or member of Executive Committee to become vacant in the circumstances provided for in the Act, eligibility ceases under the Rules or cessation of Membership	18.6 Officer or General Committee vacancy	Same
18.7. Casual vacancy on	Allows the Executive Committee to deal with any vacancy. A person appointed to	18.7 Casual vacancy on General	Same in principle.

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Executive Committee	fill a vacancy will hold office until the end of the term of the position filled and be eligible for re-election.	Committee	
19. Removal of Flag Officers or Executive Committee members	Provides for a Flag Officer or Executive Committee member to be removed by a Special Resolution conducted by secret ballot at an EGM	19 Removal of Officers or General Committee members	Same
20. Duties and responsibilities of Officers and the Secretary			
20.1. Club Captain	Sets out the duties of the Club Captain	20.1 Club Captain	Same
20.2. Deputy Club Captain	Provides the Executive Committee discretion to appoint a Deputy Club Captain to act at the direction of the Club Captain	20.2 Deputy Club Captain	Same
20.3. Secretary	Sets out the duties of the Secretary in respect of causing minutes to be recorded and retained, giving Members access to minutes of General Meetings, being able to either personally or as agent sue in the name of BYS and being required to perform duties required under the Act.	20.3 Secretary	Same in principle but recognises additional sub-committees and re-naming of General Committee and other sub-committees
Old Rule 20.4 Treasurer	Deleted as many of the functions performed by the Treasurer in a smaller club in relation to custody of records and monies are performed by BYS staff, with systems and controls monitored by the Auditor, the Audit and Financial Risk Committee and the Executive Committee. The Executive Committee is responsible for preparation of the financial statements.	20.4 Treasurer	No corresponding rule
21. BYS Burgee, Flag Officers' Flags and BYS Insignia			Same

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21.1. Description	Describes the BYS Burgee, Flag Officers' Flags and BYS Insignia	21.1 Description	Same
21.2. BYS Burgee	Describes when BYS Burgee may be flown	21.2 BYS Burgee	Same
21.3. When flags may be flown	Describes when Flag Officers' flag may be flown	21.3 When flags may be flown	Same
21.4. BYS Insignia	Describes when BYS Insignia may be displayed	21.4 BYS Insignia	Same
21.5. Flag Officers' blazer pocket	Describes use of BYS Insignia on Flag Officers' blazer pocket	21.5 Flag Officers' blazer pocket	Same
22. Executive Committee Meetings			
22.1. Frequency of Executive Committee meetings	Requires the Executive Committee to meet at least 10 times per year including by audio or audio visual communication. Allows special meetings of the Executive Committee to be convened by the Commodore or four members of the Executive Committee	22.1 Frequency of General Committee meetings	Same, except new Rule added to allow participation at Executive Committee meetings by audio or audio visual communication
22.2. Notice of Executive Committee meetings	Requires 2 business days written notice of Executive Committee meetings to be given. Allows only specific business to be discussed at any special meeting of the Executive Committee.	22.2 Notice of General Committee meetings	Same, except Rule 22.2.1 amended to clarify that the notice of Executive Committee meeting is to include minutes of the last Executive Committee and sub-committee meetings and associated reports
22.3. Quorum for Executive Committee meetings	Sets the quorum for Executive Committee meetings at [five] members. No business may be considered until a quorum is present. If a quorum is not present within 30 minutes, a special Executive Committee meeting lapses otherwise it is adjourned until a new time set by the Commodore or Secretary	22.3 Quorum for General Committee meetings	Same except that it decreases the quorum by one

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22.4. Presiding at Executive Committee meetings	<p>Commodore shall act as chair of Executive Committee unless he/she indicates in writing that he/she is unwilling or unable to act in which case the Executive Committee shall elect one of their members to act as Executive Committee chair.</p> <p>If the Executive Committee chair is absent from an Executive Committee meeting or is unable to preside, the Executive Committee must elect one of their members to act as chair of that meeting.</p>	22.4 Presiding at General Committee meetings	Same in principle except that new rule provides that Executive Committee must elect one of their members to act as chair if Commodore is not chair, rather than the next most senior "Officer"
22.5. Voting at Executive Committee meetings	<p>Provides that questions at Executive Committee meetings are to be decided as an Ordinary Resolution (50%) by a show of hands unless a poll is called.</p> <p>Entitles each Executive Committee member to one vote</p>	22.5 Voting at General Committee meetings	Same
22.6. Failure to attend	Provides for an Executive Committee member to cease to be a member of the Executive Committee if three consecutive Executive Committee meetings are missed without satisfactory written explanation	22.6 Failure to attend	Same in principle but recognises that Immediate Past Commodore is not an ex officio member of the Executive Committee
22.7. Circulating resolutions	Provides for circulating resolutions signed by all members of the Executive Committee to be passed. Allows the resolution to consist of several documents including emails	22.7 Circulating resolutions	Same
22.8. Executive Committee or sub-committee minutes	Provides that Members do not have access to Executive Committee or sub-committee minutes	22.8 General Committee or sub-committee minutes	Same
22.9. Observers	Provides that the Manager and any Flag	N/A	New

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	Officer may attend meetings of the Executive Committee as an observer and non voting participant on such conditions as the Executive Committee may determine		
23. Management			
23.1. Management	Provides for the Executive Committee to control the affairs of BYS and managed by the Manager	23.1 Management	Same
23.2. Powers	<p>Provides that the Executive Committee is responsible for:</p> <ul style="list-style-type: none"> • overall strategy for, and legal and financial governance of, BYS • monitoring and oversight of performance of BYS • Approving the annual budget and operations of BYS • identifying and managing risks • appointing the Manager of BYS • approving the strategies and policies of BYS <p>The Executive Committee may exercise all powers and functions allowed by the Act and for the proper management of the Club.</p>	23.2 Powers	Same in principle but responsibilities of the Executive Committee are set out in more detail than they were for the General Committee and are intended to reflect a more strategic/oversight function
23.3. Delegation	The Executive Committee may delegate to an Executive Committee member or sub-committee or staff member any of its powers and functions save for the power of delegation and any duty imposed on	N/A	New (note that the functions of the Executive Committee and the exercise of the power of delegation are to be elaborated on in its charter)

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	the Executive Committee by the Act or by law		
23.4. By-laws	Allows the Executive Committee to make, amend and rescind by-laws and to publish these to Members	23.3 By-laws	Same
23.5. Limits on expenditure	<p>Authorises the Executive Committee to incur expenditure in connection with the interests of BYS, and to grant Berth Licences subject to certain conditions.</p> <p>Provides that any Material Transaction involving expenditure in excess of \$100,000 but not exceeding \$150,000 must be reviewed and recommended by the Audit and Financial Risk Committee.</p> <p>Provides that any proposal by the Executive Committee to undertake a Material Transaction involving expenditure in excess of \$150,000 must be reviewed and recommended by the Audit and Financial Risk Committee and be approved by Members in General Meeting.</p> <p>The amount referred to above are to be increased by 5% per annum from 1 May 2018.</p> <p>Provides that the grant of Berth Licences requires the approval of Members in General Meeting except if certain conditions are met.</p> <p>Provides that the Executive Committee can incur expenditure in excess of the limits above without a requisite approval if the expenditure is necessary to:</p> <ul style="list-style-type: none"> • effect repairs, or incidental 	23.4 Limits on expenditure	Same as for previous General Committee except that exceptions to requirements to obtain requisite approvals from Members and/or the Audit and Financial Risk Committee have been included in cases where it would be unduly onerous to obtain such approvals

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	<p>improvements to, or a replacement of, any item forming part of BYS premises, the Marina or other facilities; and</p> <ul style="list-style-type: none"> in the opinion of the Executive Committee, those matters need to be effected within a timeframe which would make it unduly onerous to obtain the relevant approvals from Members and from the Audit and Financial Risk Committee. 		
23.6. Executive Committee to authorise expenditure	<p>Requires Executive Committee approval for all expenditure in the name of BYS.</p> <p>Subject to the limits and approvals of Rule 23.5, the Executive Committee may grant approvals in writing to the Manager and other members of staff to incur expenditure subject to certain limits and only if within an Approved Budget.</p>	23.5 General Committee to authorise expenditure	Same as for previous General Committee except for addition of expense authorisations which may be granted to the Manager and other BYS staff members, subject to certain conditions (including only if within an Approved Budget)
23.7. Bank accounts	<p>Requires a bank account to be established for monies to be received and payments made. Requires authority of two members of the Executive Committee for payments to be made.</p> <p>Allows in investment account to be opened.</p> <p>Permits the Executive Committee to use electronic banking for deposits and payments.</p>	23.6 Bank accounts	Same in principle
23.8. Control of money and accounts	Provides for the Manager to ensure all monies due are collected and all authorised payments are made and that correct accounts and books are kept	23.7 Control of money and accounts	Same

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23.9. Use of funds	Provides for the income and property of BYS to be applied towards the promotion of the Purposes	23.8 Use of funds	Same
23.10. Flag Officers and Executive Committee expenses	Prohibits a Flag Officer or Executive Committee member from being appointed to any salaried office or office of profit or from being entitled to any remuneration except for reimbursement of out-of-pocket expenses	23.9 Officers and General Committee expenses	Same
23.11. Abandoned Property	Provides for powers of Executive Committee in relation to abandoned property etc.	23.10 Abandoned Property	Same
23.12. Financial Records	Provides that BYS must keep financial records that correctly record and explain its financial transactions and performance and as required by the Act. Records to be retained for 7 years.	N/A	New
23.13. Financial Statements	Executive Committee must ensure that the requirements of the Act relating to financial statements are met, including preparation, auditing, certification, submission to the AGM and lodgement with the Registrar.	N/A	New
23.14. Flag Officer's right to information	Provides Flag Officers with a right to receive BYS information following a reasonable request, so that Flag Officers can keep themselves well informed of all BYS activities.	N/A	New
24. Sub-committees			
24.1. Creation of sub-committees	Allows the Executive Committee to establish and prescribe roles for sub-committees by delegating its powers and functions subject to such conditions and limitations as the Executive Committee	24.1 Creation of sub-committees	Same in principle as for previous General Committee but Executive Committee's delegation powers are clarified and delegation must be in writing and subject to such conditions and limitations as the

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	considers appropriate		Executive Committee considers appropriate
24.2. Sailing Committee	<p>Mandates the existence of a Sailing Committee chaired by the Club Captain.</p> <p>Provides for the Sailing Committee to be comprised of the Club Captain, the Sailing Manager and at least 3 Members appointed by the Executive Committee who must all be Active Sailing Members</p>	24.2 Sailing Committee	Same in principle but contains more details on size and composition of the sub-committee
24.3. Marina Committee	<p>Mandates the existence of a Marina Committee chaired by a member of the sub-committee nominated by the Executive Committee.</p> <p>The sub-committee may be constituted as a corporation fully controlled by BYS, as the Executive Committee determines.</p> <p>Provides for the Marina Committee to be comprised of the Commodore, another member of the Executive Committee, the Marina Manager and at least 5 Members appointed by the Executive Committee, all of whom must be Senior Members and either Active Sailing Members or the licensee of a berth or the controller of a berth licence.</p>	24.3 Safe Harbour Committee	Same in principle, but contains more details on composition of the sub-committee. In addition, the requirement that the Manager must act as secretary and attend meetings of the Marina Committee has been deleted (the Marina Committee will appoint its own minute taker)
24.4. Audit and Financial Risk Committee	Mandates the existence of the Audit and Financial Risk Committee	24.4 Audit, Risk and Financial Committee	Same in principle
24.5. Composition of the Audit and Financial Risk Committee	Provides that the Audit and Financial Risk Committee must be comprised of at least 4 members with a diverse mix of accounting, legal and financial skills, and be chaired by a member of the Executive Committee, as appointed by the Executive Committee.	24.5 Composition of the Audit, Risk and Finance Committee	Same in principle except chaired by a member of the Executive Committee, as appointed by the Executive Committee, rather than the previous Treasurer

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24.6. Clubhouse and Operations Committee	<p>Mandates the existence of the Clubhouse and Operations Committee, having such role, powers and duties as the Executive Committee delegates to it in relation to BYS buildings and grounds and liaison with management in relation to food and beverages.</p> <p>Provides that the sub-committee will be chaired by the Vice Commodore and be comprised of at least 8 members, including the Vice Commodore, the Manager, the food and beverage manager and at least 5 members appointed by the Executive Committee the majority of whom must be Senior Members.</p>	N/A	New
24.7. Membership Committee	<p>Mandates the existence of the Membership Committee, having such role, power and duties as 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.</p> <p>Provides that the sub-committee will be chaired by the Rear Commodore and comprise of at least 8 members, including the Rear Commodore, the Membership Manager, the events coordinator and at least 5 Members appointed by the Executive Committee, the majority of whom must be Senior Members.</p>	N/A	New
25. Members holding BYS property or records	Requires any Member holding or controlling any BYS property to return it immediately upon written request of a	25. Members holding BYS property or records	Same

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	Flag Officer or the Manager.		
26. Register	<p>Requires a Register to be maintained of all Members and of any boat of a Member held on or adjoining BYS premises or the Safe Harbour that is used for racing and of any other particulars the Executive Committee directs.</p> <p>Provides for Members to request an inspection of any part of the Register subject to the laws of privacy or as the Manager determines.</p>	26. Register	Same
27. Auditor and Solicitor			
27.1. Auditor	Provides for the appointment of an auditor at an Executive Meeting prior to 30 April each year	27.1 Auditor	Same
27.2. Solicitor	Provides for the appointment of a suitably qualified person to the position of honorary solicitor	27.2 Solicitor	Same
28. Manager and employees	Provides for the Executive Committee to appoint or dismiss the Manager, employees or contractors as the Executive Committee determines.	28. Manager and employees	<p>Same except as follows:</p> <ul style="list-style-type: none"> • as the Manager will be responsible for employees and subcontractors (subject to overall direction from the Executive Committee), the provision stating that duties of employees and contractors must be allocated by the General Committee has been deleted; and • the provision requiring the General Committee to give written directions to the Manager and for those directions to be

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			annexed to minutes of the General Committee meeting at which the directions were approved has been deleted as it is no longer relevant to current practice.
29. Disciplinary Action		29. Complaints and Dispute Provisions	
29.1. Grounds for taking disciplinary action or eviction	<p>BYS may take disciplinary action against a Member if BYS determines that the Member:</p> <ul style="list-style-type: none"> • has failed to comply with the Rules or any by-laws • refuses to support the purposes of BYS • has engaged in conduct prejudicial to BYS • has engaged in conduct unbecoming of a Member <p>Prior to BYS taking disciplinary action, the Executive Committee (or its delegate under Rule 23.3) may:</p> <ul style="list-style-type: none"> • invite the Member and other persons concerned to participate in informal mediation • stipulate the terms of the informal mediation • conduct the process of the informal mediation <p>The Manager or his or her delegate or any Flag Officer may evict for 24 hours a</p>	29.1 Complaint	<p>Largely re-written based on model rules and rules of other sailing clubs.</p> <p>Concept of having “persistently and wilfully” acted in certain ways has been deleted as this sets an extremely high bar and may create a risk that action could not be taken where there is a real need to do so to safeguard the interests of BYS.</p> <p>Informal mediation has been introduced as a (voluntary) preliminary step to formal disciplinary action. Mediation may be conducted through a delegate of the Executive Committee.</p>

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
	<p>Member from BYS premises if the Manager or his or her delegate or the Flag Officer determines that the Member:</p> <ul style="list-style-type: none"> • has failed to comply with these Rules or any by-laws • has engaged in conduct prejudicial to BYS • has engaged in conduct unbecoming of a Member 		
<p>29.2. Disciplinary subcommittee</p>	<p>If the Executive Committee or its delegate is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive Committee or its delegate 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.</p> <p>Before appointing a Disciplinary Sub-committee, the Executive Committee or its delegate may appoint an independent person with appropriate qualifications to conduct an investigation into the facts only and to prepare a report to assist the Executive Committee or its delegate in determining whether sufficient grounds exist to take action against the Member.</p> <p>The members of the Disciplinary Sub-committee:</p> <ul style="list-style-type: none"> • may be Executive Committee members, Members of BYS or anyone else • must not be a party to the issues 	<p>29.2 General Committee</p> <p>29.6 Conflict of Interest</p>	<p>Largely re-written based on model rules and rules of other sailing clubs.</p> <p>The Executive Committee may commission an investigative report into the facts only to assist in determining whether sufficient grounds exist to take disciplinary action.</p> <p>Focus of new rule is to ensure that the members of the sub-committee hearing the disciplinary matter are truly independent and not biased.</p> <p>There are at least 4 categories of bias; three of them affect a person in a way that means that they are not qualified to serve as a decision maker. One of them goes to the decision making process and is reflected in a requirement that the decision be reached in an unbiased way.</p>

New <i>BYS</i> Rule	Status of new Rule	Old Rule equivalent	Comparison of new Rule with old Rule
	<p>nor a relative of the Member</p> <ul style="list-style-type: none"> • must not be biased against, or in favour of, the Member concerned 		
<p>29.3. Notice to Member</p>	<p>Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:</p> <ul style="list-style-type: none"> • stating that <i>BYS</i> proposes to take disciplinary action against the Member • stating the grounds for the proposed disciplinary action • providing a copy of any investigative report prepared in respect of the facts • specifying the date, place and time of the meeting at which the Disciplinary Sub-committee will consider the disciplinary action • informing the Member that he or he may do one or both of the following: <ul style="list-style-type: none"> ○ attend the Disciplinary Meeting and address the Disciplinary Sub-committee ○ give a written statement to the Disciplinary Sub-committee at any time at or prior to the meeting; and • providing a copy of the 	<p>29.2 General Committee</p>	<p>Similar in principle to previous rule but re-written based on model rules and rules of other sailing clubs. Process is more clearly stipulated.</p> <p>A copy of any investigative report prepared in respect of the facts must be provided to the Member.</p>

New BYS Rule	Status of new Rule	Old Rule equivalent	Comparison of new Rule with old Rule
	Member's appeal rights under Rule 29.5.		
29.4. Investigative Report	If an investigative report into the facts has not already been prepared, the Disciplinary Sub-committee can commission one. The Disciplinary Sub-committee can request clarification from the author of the report. A copy of the report and clarifications must be provided to the Member, the Executive Committee (or its delegate) and to other persons concerned.	N/A	This is a new rule expressly recognising the Disciplinary Sub-committee's right (exercisable at its discretion) to commission an investigative report into the facts.
29.5. Decision of Disciplinary Sub-committee	<p>At the Disciplinary Meeting, the Disciplinary Sub-committee must:</p> <ul style="list-style-type: none"> • apply the principles of natural justice • allow any attendees (including the Member) to have a support person present • give the Member and any complainant or witness an opportunity to be heard • consider any written statement submitted by the Member, any complainant or witness and any investigative report and clarifications. <p>The Disciplinary Sub-committee may then:</p> <ul style="list-style-type: none"> • take no further action against the Member • reprimand the Member 	<p>29.3 Power to suspend or remove</p> <p>29.4 Decision</p>	Largely re-written based on model rules and rules of other sailing clubs. Application of natural justice and process to be followed is more clearly stipulated, including right to a support person and obligation of Disciplinary Sub-committee to consider any investigative report prepared.

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
	<ul style="list-style-type: none"> • suspend the membership rights of the Member for a specified period and impose conditions • expel the Member from BYS. <p>The Disciplinary Sub-committee may not fine the Member.</p> <p>The suspension of membership rights or the expulsion of a Member takes effect immediately after the decision is made.</p> <p>The Disciplinary Sub-committee must give the Member, within 7 days of a Disciplinary Meeting, a statement of reasons for its decision.</p>		
<p>29.6. Appeal Rights</p>	<p>A person whose membership rights have been suspended or who has been expelled from BYS may give notice that he or she wishes to appeal against the suspension or expulsion.</p> <p>The notice must be in writing and given to the Secretary no later than 14 days after the decision.</p> <p>If a person has given notice, a meeting of an appeal panel must be convened by the Executive Committee as soon as practicable, but in any event not later than 14 days, after the notice is received.</p> <p>The Disciplinary Appeal Panel shall consist of not less than three persons in any combination of past Commodores, other past Flag Officers or past General Committee or Executive Committee members who:</p> <ul style="list-style-type: none"> • must not be a party to the issues 	<p>29.5 Appeal Procedure</p>	<p>Largely re-written based on model rules and rules of other sailing clubs.</p> <p>Independence of appeal panel and process is more clearly stipulated.</p> <p>The pool of persons eligible to sit on the appeal panel is broadened in case there are issues in finding past Commodores who are able or willing to sit on the appeal panel or who are not seen to be unbiased.</p>

New BYS Rule	Status of new Rule	Old Rule equivalent	Comparison of new Rule with old Rule
	<p>in dispute nor a relative of the Member concerned</p> <ul style="list-style-type: none"> • must not be biased against or in favour of the Member concerned, <p>provided that if there are not three past Commodores, other past Flag Officers or past General Committee or Executive Committee members who are willing and/or able to act, the Executive Committee or its delegate may appoint one or more other persons to the Disciplinary Appeal Panel, who meet the qualification requirements to ensure that the Disciplinary Appeal Panel has at least three members.</p> <p>The Disciplinary Appeal Panel must promptly convene a hearing at which it will have 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 any conditions of a suspension or membership rights.</p> <p>The provisions of Rule 29.5.1 (relating to the application of natural justice etc) apply also to the Disciplinary Appeal Panel hearing.</p> <p>The decision of the Disciplinary Appeal Panel shall be given to the Member concerned in writing within 7 days of the hearing and shall be final and binding.</p>		
30. Disputes and mediation			
30.1. Nature of dispute	Provides for a procedure to apply to a	30.1 Nature of dispute	Same except new rule also applies to

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
	dispute between two Members or a Member and BYS, or a Member and the Executive Committee or a sub-committee, or a Member and a Flag Officer		disputes between a Member and the Executive Committee or a sub-committee or a Flag Officer
30.2. Meeting	Requires the parties to meet to discuss the matter in dispute and attempt to resolve it	30.2 Meeting	Same, except parties are to meet in the presence of an Executive Committee member
30.3. Mediation	If the dispute is not resolved, provides for meeting before a mediator	30.3 Mediation	Same
30.4. Mediator	Requires the mediator to be agreed by the parties or appointed by the Executive Committee or its delegate for a dispute between two Members or by the President of Yachting Victoria for a dispute between the Member and BYS or a Flag Officer	30.4 Mediator	Same
30.5. Mediator must be independent	Mediator may be a Member but cannot be a Member who is a party to the dispute or a relative of a party or is biased for or against a party.	30.5 Mediator must be independent	Same in principle but makes it clear that the mediator cannot be biased. This is the approach taken in the model rules and by other sailing clubs.
30.6. Attempt to settle	Requires the parties to attempt to settle the dispute in good faith	30.6 Attempt to settle	Same
30.7. Mediation process	Sets out the requirements to be observed by the mediator in conducting the mediation	30.7 Mediation process	Same
30.8. Mediator cannot determine dispute	Prohibits the mediator from determining the dispute	30.8 Mediator cannot determine dispute	Same
30.9. Failure of mediation	If the mediation fails, allows the parties to seek to resolve the dispute in accordance with the Act or otherwise at law	30.9 Failure of mediation	Same

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
<p>30.10. Appeal Procedure</p>	<p>Provides the parties with a right of appeal.</p> <p>The Commodore must promptly commence the process by appointing an appeal panel to determine the dispute.</p> <p>The Grievance Appeal Panel shall consist of not less than three persons in any combination of past Commodores, other past Flag Officers or past General Committee or Executive Committee Members who:</p> <ul style="list-style-type: none"> • must not be a party to the dispute nor a relative of such a party • must not be biased in favour or against a party, <p>provided that if there are not three past Commodores, other past Flag Officers or past General Committee or Executive Committee members who are willing and/or able to act, the Commodore may appoint one or more other persons to the Grievance Appeal Panel to ensure that the Grievance Appeal Panel has at least three members.</p> <p>The Grievance Appeal Panel must promptly commence a hearing at which it shall have the power to make a decision on the matter in dispute.</p> <p>The decision of the Grievance Appeal Panel shall be given to the Commodore and the parties concerned in writing within 7 days of the hearing and shall be final and binding.</p>	<p>30.10 Appeal Procedure</p>	<p>Largely re-written for the same reasons as the appeal provisions for disciplinary action have been re-written (see commentary above on Rule 29.5)</p>

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
30.11. Conflict of Interest	If the Commodore is a party to the matter or otherwise has a conflict of interest, his or her role under Rule 30 must be carried out by the next most senior Flag Officer or a past Commodore appointed by the Executive Committee or its delegate who is willing to act, is not a party and who does not have a conflict of interest.	30.11 Conflict of Interest	Same except that a past Commodore must be appointed by the Executive Committee
31. Common Seal		22 Common Seal	
31.1. Custody of the common seal	Gives the Secretary custody of the common seal of BYS	31.1 Custody of the common seal	Same
31.2. Use of the common seal	Allows the common seal to be affixed to any document only with the authority of the Executive Committee and attested by the signature of two Flag Officers	31.2 Use of the common seal	Same
32. Notices			
32.1. Method of service	Provides for notices to be given to a Member personally, by post, by facsimile or by electronic transmission unless the Member requests that notice not be given in this manner. Includes when notices sent in each manner are deemed to be received.	32.1 Method of service	Same
32.2. Notices to families	Clarifies that a notice is deemed to be given to all members of a Family Unit if it is addressed to just one of them except where a request is made for individual notices	32.2 Notices to families	Same
32.3. Information posted on Website or otherwise	Allows for information on Website deemed to be notice to Members	32.3 Information posted on Website or otherwise	Same
33. Winding up or cancellation	Requires the assets of BYS, upon winding up, not to be transferred to Members but to be transferred to an	33. Winding up or cancellation	Same

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
	institution promoting objects similar to BYS and not permitting under its constitution to distribute assets to its members, as determined by Ordinary Resolution and requiring funds derived from tax deductible donations to be given to a similarly qualifying institution and otherwise complying with the Act		
34. Visitors			
34.1. Introduction of visitors	Permits a Member to introduce a visitor to BYS, subject to by-laws or policies. Entitles a visitor to use the facilities of BYS. Requires a register of visitors to be maintained	34.1 Introduction of visitors	Same
34.2. Visitor racing payment	Allows a Member to invite a visitor to participate in racing upon payment of a prescribed fee	34.2 Visitor racing payment	Same
35. Indemnity of Flag Officers and Executive Committee	Requires the Flag Officers, Executive Committee, sub-committee members volunteers and other persons to exercise due care in the discharge of duties. If acting bona fide, those persons will be indemnified out of the funds of BYS against actions, proceedings, costs or damages incurred by them in consequence of the discharge of duties	35. Indemnity of Officers and General Committee	Same
36. Participation to be at own risk	States that participants in BYS yacht races and other events do so at their own risk.	36. Participation to be at own risk	Same
37. Supply of liquor			
37.1. Commission sales prohibited	Prohibits a Flag Officer, Executive Committee or sub-committee member or employee from selling liquor for commission or allowance from receipts or	37.1 Commission sales prohibited	Same in principle but prohibition now also extends to sub-committee members

<i>New BYS Rule</i>	<i>Status of new Rule</i>	<i>Old Rule equivalent</i>	<i>Comparison of new Rule with old Rule</i>
	sale of liquor		
37.2. Visitors	Prohibits a visitor from being supplied liquor unless they are a guest in the company of a Member.	37.2 Visitors	Same
37.3. Betting and Gaming	BYS does not admit visitors for the purposes of betting and gaming	37.3 Betting and Gaming	Same
37.4. Admissions	Prohibits the admission of honorary or temporary members or exemption from payment of subscriptions unless the admission or exemption is in accordance with the Rules	37.4 Admissions	Same
37.5. Visitors' Book	Requires the Manager to keep of records of visitors and guests.	37.5 Visitors' Book	Same
37.6. Executive Committee not to delegate	Provides that the Executive Committee cannot delegate its control of the sale of liquor	37.6 General Committee not to delegate	Same
38. Insurance	Provides that the property of BYS and the insurable interests of the Flag Officers, Executive Committee, sub-committee members, volunteers and persons assisting them in the discharge of duties may be insured by and in the name of BYS	38. Insurance	Same
39. BYS premises and property	Provides for the BYS premises to be open to Members in accordance with the determination of the Executive Committee. Entitles Members to use facilities in common with other Members. Gives priority to Members' sailing yachts in the use of the yard and slipway facilities.		Same