



Royal Queensland Yacht Squadron

DRAFT -BY-LAWS

Updated: 4 May 2022

By-Laws passed by the Board of the Royal Queensland Yacht Squadron Limited ACN 053 989 272 (**Squadron**) on #[insert date] in accordance with rule 20 of the constitution of the Squadron (**Constitution**).

Background

These By-Laws are to be read in conjunction with the Constitution of the Royal Queensland Yacht Squadron and shall be adhered to by all Members and any persons attending the Squadron's Premises or making use of facilities provided by the Squadron.

The purpose of these By-Laws is to supplement and support the Constitution to ensure the rules and regulations of the Squadron meet the expectations of Members. The Constitution will always remain the prevailing authority, but is equally strengthened and supported by these By-Laws.

Part A General

1. General

1.1 Definitions and interpretation

- (a) Unless the context requires otherwise, words and expressions defined in the Constitution to have a particular meaning, shall have the same meaning in these By-Laws.
- (b) The provisions in rule 1 of the Constitution relating to interpretation, shall apply to these By-Laws.

1.2 Review and Assessment

- (a) The Board shall assess periodically the effectiveness of these By-Laws with a view to amending these By-Laws if necessary, to ensure that it meets best practice standards, complies with corporate governance principles and meets the needs of the Squadron and the Committee.
- (b) These By-Laws may be amended, modified or varied upon approval by a majority vote of the Board. The Board may consult with Committee Members prior to making such amendment.

1.3 Disclosure of By-Laws

The By-Laws of the Squadron may be amended from time to time by resolution of the Board and such amendments shall be notified to Members in the Squadron Newsletter, website or upon the Squadron Notice Board.

Part B Members

2. Communications with Members

2.1 Notices to Members

- (a) For the purposes of rule 27 of the Constitution, the Board (or its delegates) will, to the extent permitted communicate notices to Members by electronic means, including by way of:
 - (i) sending emails to Members to the email address nominated by the Member for that purpose;
 - (ii) sending a physical or electronic notice to Members advising that information is available electronically on the Squadron website.
- (b) The Board (or its delegates) will also communicate general information about the Squadron to Members in the following formats:
 - (i) a publication issued periodically to Members in print or digital form for the purposes of communicating information about the Squadron, including the newsletters titled '*In the Wind*' and '*Mainsheet*' (**Squadron Newsletter**); and
 - (ii) publishing a physical notice on the notice board located in the Miller Gallery foyer and to the entrance of the Marina and Sailing Office (**Squadron Notice Board**).

2.2 Notice Boards

Members are not permitted to post notices on the Squadron Notice Board without the prior approval of the CEO, the Board or other delegated authority.

3. Guests and Visitors

3.1 Guests

All Members (excluding Junior Members) are entitled to introduce guests to the Squadron subject to the following conditions:

- (a) Guests may be admitted to the Squadron's Premises only if accompanied by a Member (**Host Member**).
- (b) Upon arrival of the guest at the Squadron's Premises, the Host Member must:
 - (i) if during business hours, sign in and provide the name and address of the guest at Squadron Reception; or
 - (ii) if outside business hours, provide the name and address of the guest to Squadron Reception via email.
- (c) Guests must leave the Squadron's Premises with, or before the Host Member.

- (d) Guest vehicles are not permitted through the internal security gates of the Squadron's Premises.
- (e) The Host Member is responsible for the conduct of their guests and must ensure that their guests comply with these By-Laws, the Squadron House Rules & Policy and any other regulations or policies of the Squadron.
- (f) Any employee of the CEO or designated authority shall have the right to refuse or revoke the admission of any guest or visitor to the Squadron's Premises or any function or event conducted by the Squadron at any time and for any reason.

3.2 **Visitors**

- (a) Any visitor who attends the Squadron's Premises or any function or event conducted by the Squadron must sign in and provide their name and address at Squadron Reception upon arrival.
- (b) All visitors must comply with these By-Laws, the Squadron's House Rules & Policy and any other regulations of the Squadron as notified from time to time.
- (c) The CEO (or its delegate) or any person employed in a managerial role within the Squadron (**Squadron Management**) shall have the right to refuse or revoke the admission of any guest or visitor to the Squadron's Premises or any function or event conducted by the Squadron at any time and for any reason.

3.3 **Dress guidelines at the Squadron's Premises**

When attending the Squadron's Premises, all Members, visitors and guests must be dressed in accordance with the guidelines set out in the House Rules & Policy and any other such standards determined by the Board (or its delegate) as notified from time to time.

4. **Reciprocal Clubs and Members**

4.1 **Reciprocal Clubs**

- (a) The Board (or its delegate) may from time to time grant reciprocal rights to other clubs whom it has deemed to operate with similar objectives to the Squadron (**Reciprocal Clubs**).
- (b) A register of Reciprocal Clubs shall be maintained by the Squadron Administration Office and kept at the Squadron's Premises and also made available on the Squadrons' website.

4.2 **Reciprocal Members**

- (a) Members of Reciprocal Clubs (**Reciprocal Members**) may be admitted to the Squadron premises by signing in and providing their name, address and the name of their Reciprocal Club at Squadron reception upon arrival.
- (b) Reciprocal Members are not permitted to rent a Marina Berth/s unless express permission is granted by the Marina Manager, CEO or designated authority.

- (c) All Reciprocal Members must comply with these By-Laws, the House Rules & Policy and any other regulations of the Squadron.
- (d) The CEO or designated authority shall have the right to refuse or revoke the admission of any Reciprocal Member to the Squadron's Premises at any time and for any reason.

5. Conduct of Members

5.1 Squadron employees

Employees of the Squadron may be identified by wearing of uniforms at the direction of the CEO (or its delegate). No Member shall:

- (a) give any money or gratuity to any employee of the Squadron unless authorised by the CEO
- (b) personally reprimand or give direction to any employee of the Squadron, but shall, if they have any complaint to make against any employee, lodge the same without delay with the CEO (or its delegate).

5.2 Prohibition on commercial activities

- (a) No Member shall carry on their profession or business at the Squadron's Premises or use or appoint the Squadron by advertisement or otherwise as a business medium or location unless express permission is granted by the CEO or designated authority.
- (b) No pamphlet, advertisement or notice of any kind shall be placed or posted in the Premises or on the Squadron Noticeboard without the approval of the CEO or designated authority.
- (c) Commercial charters are not permitted to operate from the Premises. The Squadron Burgee must not be flown by a vessel engaged in commercial operations.
- (d) The filming of commercials or photographic sessions in the Squadron's Premises is not permitted unless the prior approval of the CEO or designated authority is granted. If approval is granted, a fee may apply as determined by the CEO or designated authority
- (e) Members or their guests must not invite any media (relevant to mainstream or online news reporting), onto any of the Squadron's premises without express written permission from the CEO (or their delegate).

5.3 Member account facilities

- (a) Any Member (including Junior Members with written permission from a parent or guardian) may, at the discretion of the CEO or the Finance Manager, establish an account facility with the Squadron for use at the Premises by completing an application form and authorise appropriate direct debit arrangements.

- (b) If a Member fails to pay any amount of their account facility within thirty (30) days from when the amount is due and payable or otherwise breaches the terms of the account facility (**Account Breach**), the Member may, at the discretion of the Board (or its delegate):
 - (i) have their account facility suspended for a period of three months (90 days); and
 - (ii) have their Members Card cancelled and their access to the Premises removed; and
- (c) If a Member fails to remedy an Account Breach within three months (90 days) and/or commits a subsequent Account Breach, the Member may, at the discretion of the Board (or its delegate):
 - (i) have their account facility suspended indefinitely or revoked;
 - (ii) have their Members Card cancelled and their access to the Premises removed; and
 - (iii) have their Membership suspended or terminated on the terms and conditions set out in rule 13 of the Constitution.
- (d) Any Voting Category Member who has been suspended in accordance with rule [13 of the Constitution for failing to pay the Squadron Fees shall not be eligible for an account facility.

5.4 **Squadron Fees in Arrears**

Any Member whose Squadron Fees or other indebtedness (including any Member account facilities), is in arrears for a period of three (3) months' notice in writing requiring payment of same will be treated as a suspended Member in accordance with rule 11 of the Constitution and will:

- (a) not be eligible to hold any office of the Squadron, as a Board Member or Committee Member;
- (b) not be permitted to propose or second an Applicant for Membership of the Squadron;
- (c) attend any meeting, or vote at any meeting, or sign any resolution under the Constitution or these By-Laws;
- (d) be excluded from the privileges of the Squadron (including the right to have Yacht registered on the Yacht Register or to attend the Squadron Premises),

until the Squadron Fees or other indebtedness has been paid, or they are struck of the Members Register whereupon they shall cease to be a Member, and their right to enjoy or participate in the privileges of the Squadron shall be absolutely forfeited.

5.5 **Fuel Account Activation**

Any Voting Category Member may establish a Fuel account in order to make use of the Squadrons' fuel system located on Squadron's Premises. upon application (including appropriate direct debit arrangement) to the Squadron Main Administration Office.

5.6 Compliments & Complaints

All suggestions, compliments and complaints regarding Squadron activities shall be made in writing (email or letter) to the CEO, and actioned or escalated as appropriate. Feedback delivered by text or anonymously will be disregarded. Flag Officers and Committee members would also welcome feedback as appropriate from the wider membership base.

5.7 Disciplinary Action

Members who breach these By-Laws may be referred to disciplinary action in accordance with rule 10 of the Constitution.

6. Squadron Uniforms

6.1 Squadron Uniform

- (a) The following Squadron Uniforms shall only be worn at the direction of the Commodore.
- (b) The Squadron button shall bear a crown and fowl anchor.
- (c) The Squadron uniform shall consist of a dark blue double-breasted coat with black buttons, one single 6 mm black silk braid around the cuffs and two small black Squadron buttons on each cuff, to be worn with:
 - (i) the Squadron necktie;
 - (ii) cream or white trousers and white shoes or grey trousers and black shoes;
 - (iii) a blue yachting cap with or without a white cover with an oak leaf silk braid 32 mm wide;
 - (iv) Squadron buttons; and
 - (v) the Squadron badge.

6.2 Flag Officer Uniform

The uniform worn by each Flag Officer shall be the Squadron Uniform provided in rule 6.1 except the coat shall differ as follows:

- (a) Commodore – four black Squadron buttons on each cuff and three additional rows of black braid around the cuffs;
- (b) Vice Commodore – three black buttons on each cuff and two additional rows of braid around the cuffs;
- (c) Rear Commodore – two black buttons on each cuff and one additional row of braid around the cuffs; and
- (d) Past Commodore/s – four black buttons on each cuff and an additional 38 mm black silk braid around the cuffs.

6.3 Squadron summer uniform

- (a) In summer the Squadron Uniform shall consist of a white short sleeved open necked shirt worn with:
 - (i) either white long trousers or white shorts with white socks;
 - (ii) white or blue shoes of leather or canvas; and
 - (iii) the Squadron Cap and Badge.
- (b) The Squadron Summer Uniform worn by each Flag Officer shall be the same as that provided in rule 6.3 (a) except black naval-type epaulettes shall be worn on each shoulder as follows:
 - (i) Commodore – four 6 mm bands of gold braid;
 - (ii) Vice Commodore – three 6 mm bands of gold braid;
 - (iii) Rear Commodore – two 6 mm bands of gold braid; and
 - (iv) Past Commodore/s – one 25 mm band of gold braid.

6.4 Squadron Full-Dress Uniform

- (a) The Squadron full-dress uniform shall consist of an evening dress coat with a gold crown and fowl anchor on each lapel, a white dress vest with gold Squadron buttons, black trousers and a black tie.
- (b) The Squadron full-dress uniform of each Flag Officer shall be the same as that described in rule 6.4 (a) except plain shoulder straps shall be worn on the left shoulder as follows:
 - (i) Commodore – 25 mm gold lace;
 - (ii) Vice Commodore – 13 mm gold lace; and
 - (iii) Rear Commodore – 6 mm gold lace.

7. Squadron Flags, Badges, Sail Numbers

7.1 Flags and Ensigns

- (a) The Squadron Burgee shall be a pennant the body of which shall be white and the fly blue bearing a crown on the white body in the centre (**Squadron Burgee**).
- (b) The Life Members Burgee shall be the Squadron Burgee with a white ball on the blue fly.
- (c) Subject to paragraph 7.1(d), all Yachts shall wear the Australian Red Ensign carried in conjunction with the Squadron Burgee.

- (d) In accordance with and subject to *Shipping Registration Act 1981* (Cth) as amended, the Australian Blue Ensign may only be worn by Yachts holding an admiralty warrant and the Squadron Burgee shall always be carried in conjunction with it.

7.2 Flag Officer's Flags

- (a) The Commodore's flag shall be the Squadron Burgee swallow-tailed.
- (b) The Vice Commodore's flag shall be the Squadron Burgee swallow-tailed with a red ball in the lower canton.
- (c) The Rear Commodore's flag shall be the Squadron Burgee swallow-tailed with a blue ball in the lower canton.
- (d) A Past Commodore's flag shall be the Squadron Burgee squared with a gold star in the lower canton.

7.3 Flag Etiquette

Members are required to observe all protocols relating to flags and ensigns flown from yachts of the Squadron, the Royal Australian Navy, the Royal Navy, foreign going yachts and any further Guidelines set out by the Australian Government. Full details of correct flag etiquette can be found from: The Department of Minister and Cabinet (available at <https://www.pmc.gov.au/resource-centre/government/australian-flags-booklet/part-2/flying-australian-national-flag-and-red-ensign-ships>) and the Maritime Safety Authority (available at <https://www.amsa.gov.au/vessels-operators/ship-registration/flag-colours>).

7.4 Squadron Badge

The Squadron Badge shall be a crown and foul anchor with appropriate Squadron identification.

7.5 RQ Sail Numbers

- (a) Any Voting Category Member (including Junior Members) may be allocated a unique vessel identifier (**RQ Sail Number**) on request by contacting the Squadron Sailing Office.
- (b) All RQ Sail Numbers between 2 and 50 are reserved and may not be allocated without the prior approval of the Board (or its delegate, the Sailing Committee).
- (c) The RQ Sail Number 1 is reserved for the surviving past Commodore whose term as Commodore is most senior.
- (d) RQ Sail Numbers (51 and above) may not be transferred without the prior approval of the Board (or its delegate, the Sailing Committee).
- (e) An allocated RQ Sail Number shall become available for reallocation if the Member to whom it was allocated ceases to become a Member or sells the vessel for which the RQ Sail Number was allocated.

Part C Squadron Facilities

8. Squadron Facilities & Operating Hours

8.1 Clubhouse, Canaipa and Specific facilities

- (a) Unless otherwise notified by the Board (or its delegate) or Squadron Management, the Manly Clubhouse (consisting of the ground and first floors situated at 574 Royal Esplanade, Manly) shall be open every day except Good Friday and Christmas Day; and
- (b) The opening hours of the Manly Clubhouse and the facilities at Canaipa shall be as notified by Squadron Management from time to time (subject to the provisions of the *Liquor Act 1992* (Qld) as amended).
- (c) Any changes to the opening days or hours of the Manly Clubhouse and the facilities at Canaipa may be notified in the Squadron Newsletter, on the Squadron Notice Board, the Squadron website or by any other physical means at the Squadron's Premises (subject to rule of the House Rules & Policy available on the Squadron website).

8.2 Access

Subject to the Squadrons' Constitution:

- (a) Voting Category Members and Junior Members shall have access to all Squadron facilities (including both Manly and Canaipa).
- (b) Crew Members shall not be entitled to have access to or make use of the Squadrons' Premises located at Canaipa unless accompanied by a Voting Category Member.
- (c) Social Members shall not be entitled to have access to or use of the Marina, or access to or use of the Squadron premises located at Canaipa unless accompanied by a Voting Category Member as their guest.
- (d) Non-Voting Category Members will have access to the Manly Clubhouse.

8.3 General restrictions

- (a) Vessels must not be hosed down on any lawn areas of the Squadron's Premises.
- (b) Glass must not be taken into the children's playground area.
- (c) All rubbish must be placed in the bins provided at the Premises.
- (d) The use of bicycles, skateboards, scooters or roller-skates is not permitted or to be used inside Squadron buildings. They are permitted to be used elsewhere on the Squadron premises, provided that they give way to pedestrian and vehicular traffic and observe the Squadrons ten (10) kilometre per hour speed limit and other restrictions that may apply from time to time. Use of this equipment on jetties is at person's own risk.

- (e) Dogs must be kept on a leash at all times whilst visiting the Squadron Premises. Limited dog access is permitted as per the Domestic Animal Policy available on the Squadrons' website.
- (f) Owners are responsible for their animals and abide by any other conditions set out in the Domestic Animal Policy.

9. Maintenance of Yachts

9.1 Yacht Register

- (a) Any Voting Category Member or a Junior Member who is an owner of a Yacht (**Yacht Owner**) is entitled to apply for registration as a Yacht Owner upon application to the Squadron to have their vessel registered on the Squadron's Yacht Register.
- (b) Yachts receiving the approval of the Board (or its delegate) will be registered in the Yacht Register in the format and manner as determined by the relevant committee from time to time which may include the following information:
 - (i) the details of the owner of the Yacht, including any relevant registration information;
 - (ii) the particulars of the Yacht including the name, design, model and length, depth (draft) and beam of the Yacht; and
 - (iii) any other information the Board (or its delegate) may reasonably require to make a determination to include the Member (or the Related Body Corporate of that Member) in the Yacht Register.
- (c) The Squadron Management will be responsible for maintaining and updating the Yacht Register. The Yacht Owner must notify the Squadron of any alteration in the particulars of the yacht required to be recorded in the Yacht Register.
- (d) If a Yacht Owner ceases to own the yacht recorded in the Yacht Register, the owner shall notify Squadron Management of any alteration in the particulars of the yacht required to be shown in the Yacht Register and should any yacht be sold, the owner shall notify Squadron Management for the Yacht to be deregistered and complete the relevant paperwork within thirty (30) days of the cessation of ownership.
- (e) Any Yacht belonging to more than one owner shall be placed on the Yacht Register and each and every owner of such yacht be a Member of the Squadron.
- (f) The Board (or its delegate) shall have the power to place a yacht on the Yacht Register where such yacht is owned jointly by a member and his or her spouse, direct family member, lawful de-facto or in such other circumstances which may be decided.

- (g) Applications shall be lodged with Squadron Management at the Squadron Administration Office (or such other address notified by Squadron Management) and will be submitted to the Board (or its delegate) for approval. The Board (or its delegate) may at any time, refuse to register any Yacht and withhold their reason for doing so, or may explain their reason to refuse to register any yacht due to the following:
- (i) the Yacht is unfit or otherwise undesirable;
 - (ii) the Yacht is legally owned by more than one Yacht Owner or by a Related Body Corporate, unless:
 - (A) each and every Yacht Owner is a Member of the Squadron and entitled to be registered in the Yacht Register;
 - (B) the Yacht Owners are the lawful de-facto, spouse or immediate family member of the Member; or
 - (C) the Related Body Corporate is, in the reasonable opinion of the Board (or its delegate) sufficiently controlled by the Member.
 - (iii) the Yacht is used as a working boat or commercial charter, unless the Board (or its delegate) is satisfied that:
 - (A) the Yacht is a fit and proper vessel to be included in the Yacht Register; and
 - (A) assurances are received from the Yacht Owner that commercial activities will not be conducted at the Premises or such commercial activities are otherwise approved by the Board (or its delegate).

9.2 Dry/ Hardstand Yacht Storage

- (a) Any Voting Category Member or Junior Member may store a Yacht at the Squadron's Premises upon application to the Marina Office.
- (b) Acceptance of an application shall be subject to:
 - (i) the availability of storage and marina facilities;
 - (ii) execution of an appropriate form by the Member; and
 - (iii) payment by the Member of the prescribed rental fees.

9.3 Tradespersons

- (a) Any Yacht Owner who wishes to direct a tradesperson to the Squadron's Premises to attend to a Yacht must give prior notice to the Squadron Administration Office.
- (b) Upon arrival at the Squadron's Premises, the tradesperson must sign in and obtain a trade permit/ Card/ PIN Access from Squadron reception and complete a tradesperson induction.

- (c) In all instances, the Member who directed the tradesperson to the Squadron's Premises is responsible for the tradesperson's conduct.

10. Squadron Functions

10.1 Sale, Supply and Consumption of Liquor

- (a) No liquor shall be sold or supplied to any person under 18 years of age.
- (b) A guest shall not be supplied with liquor in the Squadron's Premises unless in the company of a Member (subject to the provisions of the *Liquor Act 1992* (Qld) as amended). An Honorary Member shall not be deemed a guest within the meaning of this By-Law.
- (c) No liquor shall be sold or supplied for consumption to any person outside of the Squadron's Premises or outside of the hours permitted by the liquor licence held by the Squadron.
- (d) Under the Squadron's Club Liquor Licence, no "BYO" alcohol is permitted to be consumed within licensed areas of the Premises during the Squadron's trading hours.
- (e) Squadron employees are expressly forbidden to supply refreshments to any person other than to a person who they are permitted to supply, or are not prohibited from supplying, by the provisions of the *Liquor Act 1992* (Qld) (as amended).

10.2 Private functions at the Clubhouse

Any Member or Affiliate Club may hold private functions at the Clubhouse upon application to the CEO (or its delegate) provided such functions do not exclude Members from the use of the Squadron facilities. Any private function held at the Clubhouse must abide by the hours permitted and any other conditions imposed by the Squadron's liquor licence.

10.3 Social Events

Squadron social events will be notified in the Squadron Newsletter, website or on the Squadron Notice Board from time to time.

11. Access, Vehicles & Parking

11.1 Member Cards

- (a) All Members shall be issued one member card that facilitates access to parking facilities located at the Squadron's Premises
- (b) Loss of or damage of a Member Card will incur a replacement fee of \$20 or an amount determined from time to time by the Squadron Management.

11.2 Visitor/ Guest Access Cards/ PIN Access

- (a) Access Cards/ PIN Access may be issued to guests, tradespersons and visitors or any other person upon request to and at the discretion of the Squadron Management and subject to the payment of a prescribed and refundable deposit of \$50 if applicable.
- (b) Loss of or damage of an access card will incur a replacement fee of \$20 or an amount determined from time to time by the Squadron Management.

11.3 Vehicle Access & Parking

- (a) Vehicles may enter the Squadron's Premises using an access pass/ PIN number. Each access pass/ PIN Number permits the entry of one vehicle only.
- (b) Vehicles must enter the Squadron's Premises via the 'In' gate and exit via the 'Out' gate unless otherwise directed by Squadron Management.
- (c) All vehicles parked on the Squadron's Premises:
 - (i) remain the sole responsibility of the vehicle's owner;
 - (ii) must clearly display a Squadron vehicle identification sticker or parking permit] at all times.
- (d) All trailers and cradles parked on the Squadron's Premises must be clearly identified with the owner's details (including name and contact number).
- (e) Employees of the Squadron may, at the discretion of the CEO, be permitted to park in those areas of the Squadron's Premises designated by the CEO from time to time as 'staff parking zones.'
- (f) Any Member wishing to park a vehicle or trailer at the Squadron's Premises for longer than seven days must notify the Marina Manager and may incur a fee as determined by the CEO (or their delegate).
- (g) Advertising on vehicles or trailers parked at the Squadron's Premises is prohibited without permission of the Marina Manager. Where permission is granted, a charge may apply as determined by the CEO or their delegate
- (h) Members wishing to park their car on Squadron grounds for longer than seven days, must contact Squadron management and notify them of their intentions. Members are asked to utilise the long-term parking areas designated by Squadron Management and a fee may be applicable, subject to the Parking Policy available on the Squadron website.
- (i) Visitors may access the Squadrons carpark adjacent to the Marina for the purposes of loading and unloading provisions. Visitors who wish to park their vehicles on Squadron grounds must do so within the designated visitors parking areas.
- (j) Vehicles are not permitted at any time to park on grassed areas.

- (k) Any unauthorised or unidentifiable vehicle or trailer parked at the Squadron's Premises may be removed from the Premises at the owner's risk and expense. In such instance, the Squadron will not be liable for any damage howsoever caused to the vehicle during removal.
- (l) The speed limit, applicable to all vehicles including bikes, scooters etc.at the Squadron's Premises is ten (10) kilometres per hour.
- (m) Parking within any area designated as a 'loading zone' is restricted to 15 minutes unless otherwise agreed to by the CEO or their designated delegate.
- (n) Parking in the:
 - (i) vehicle/trailer boat hardstand temporary parking area is prohibited except for the owner of a vessel while it is being launched.
 - (ii) marina slipway yard hardstand concrete areas are prohibited unless authorised by the Marina Manager or their delegate.
- (o) Clear access must be left to the pillar slewing crane, the slipway winch, travel lift jetty and the launching ramps at all times.
- (p) The directions on all signs within the Premises must be observed at all times.

11.4 Disposal of belongings

- (a) From time to time, property of Members is left abandoned at the Premises.
- (b) If the owner of the property is identified, the Squadron will make reasonable attempts to contact the Member at the contact details recorded for that Member in the Member Register. If the Squadron is unable to contact the Member and the property has been left at the Squadron for a period of three (3) months or more:
 - (i) without payment, and
 - (ii) after being advertised in three consecutive editions of the Squadron Newsletter or notified on the Squadron Notice Board for a period of three (3) months or more,

then the Squadron may take steps to dispose of the property in exercise of any statutory and other legal rights available to it and monies received from the disposal will be offset against any debt owed by the Member.

- (c) If after making reasonable enquiries, the owner of the property is not identified, the Squadron will advertise the abandoned property in a local newspaper and in the Squadron Newsletter and if the property remains unclaimed after three (3) months the Squadron may dispose of the property in accordance with any statutory and other rights available to it in respect of that property.

Part D Committee Terms of Reference

12. Role & Authority of the Board & Committees

12.1 Establishment

- (a) The primary focus of the Board is to deal with the financial and administrative side of the Squadron's operations and allow the Committees to focus on Member engagement and related activities.
- (b) The Board of the Squadron in accordance with rule 18 of its Constitution has established each of the sub-committees set out in Appendix A (Committees) to:
 - (i) assist with the facilitation of events and the operation of the Squadron facilities for the benefit of Members;
 - (ii) provide advice on services rendered or projects and matters undertaken by the Squadron from time to time; and
 - (iii) to assist the Board in fulfilling its responsibilities to the Members of the Squadron.

12.2 Duties & Responsibilities of the Committees

- (a) The role of each Committee is to provide non-binding advice and general independent guidance (including relevant risk management matters) to the Board. Members of the Committees are not, by virtue of their being members of the Committees, Directors of the Squadron.
- (b) Each Committee is subject to the Board's policies and any directions for engaging or seeking advice from financial and legal advisers and no external advisors may be engaged unless otherwise approved by the Board.
- (c) The duties and responsibilities of the Committee are set out in **Appendix A**. The existence of a Committee does not imply the fragmentation or diminution of the role of the Board.

12.3 Authority of the Committees

- (a) Unless the Board determines otherwise, the Committees have no decision making power in respect of the Squadron or the management of its business. Such decision making powers are reserved to the Board. The Committees are in place to make recommendations to support the decisions of the Board.
- (b) Subject to the prior approval of the Board, a Committee will investigate any matter, initiative or activity that aligns with the duties and responsibilities of that Committee in the furtherance of the Squadron's strategic purpose and objectives.
- (c) Each Committee must refer all recommendations, initiatives and decisions to the Board (in the manner and at the times determined by the Board, and obtain specific written authority from the Board of the Squadron before:
 - (i) incurring any cost or liability;

- (ii) referring any matter, initiative or activity to any person outside the Board or outside the Squadron;
 - (iii) any commitment is made to any person;
 - (iv) legally binding the Squadron or its Board in any way.
- (d) All Committee Members must perform and discharge their responsibilities in accordance with rule 17 of the Constitution.

13. Committee Selection and Composition

13.1 Selection of Committee Members

- (a) Every one (1) year (or as positions expire/become available through other means) the Board (or its delegate) will give notice calling for expressions of interest from Voting Category Members of the Squadron to participate in each Committee (other than the General Committee) and the application process for appointment to each Committee.
- (b) Any Voting Category Member eligible to be appointed to a Committee of the Squadron in accordance with rule 15 of the Constitution may nominate themselves for appointment to a Committee.
- (c) Each Committee (other than the General Committee) will consist of:
 - (i) Voting Category Members elected at the annual general meeting in accordance with rule 15 of the Constitution;
 - (ii) the Flag Officers as ex-officio Members of the Committee; and
 - (iii) the CEO (or its delegate) who will act as secretary to each Committee (**Committee Secretary**), unless otherwise determined by the Committee.

13.2 Committee Chair

- (a) At the first Committee meeting following the annual general meeting, each Committee (other than the Finance & Risk Committee and General Committee) will cause, by simple majority vote, one of their number (who must not be a Flag Officer) to be appointed to the role of chairperson (**Committee Chair**).
- (b) If the Committee cannot agree on who will be appointed to the role of Committee Chair in accordance with rule , the Flag Officers will select the Committee Member to be appointed as the Committee Chair.
- (c) If the Committee Chair is absent:
 - (i) for the General Committee meeting, then the Vice Commodore will be appointed as Committee Chair or if the Commodore and Vice Commodore are not present, the Rear Commodore will be appointed as Committee Chair; and

- (ii) for all Committees (other than the General Committee) the Committee Chairperson of the relevant to that Committee shall elect one of the Committee Members present to chair the meeting on his or her behalf. Failing the above, the Committee Chair will be elected from the remaining Members present.

13.3 Composition of the Committees

Each Committee will be comprised as follows:

- (a) **(Membership Committee):** The Membership Committee will consist of five (5) Committee Members, at least three (3) of whom shall be Yacht Owners.
- (b) **(Finance & Risk Committee):** The Finance & Risk Committee shall consist of:
 - (i) the Ordinary Board Member appointed to the role of Treasurer whom must be appointed as the Committee Chair; and
 - (ii) four (4) Voting Category Members,

one of whom must be a Qualified Accountant (as that term is defined in section 88B of the Corporations Act) or otherwise holds a current accounting qualification (such as CA or CPA) which the Board determines to be suitable having regard to the requirements of the Finance Committee.
- (c) **(Sailing Committee):** The Sailing Committee shall consist of five (5) Committee Members, at least three (3) of whom shall be Yacht Owners.
- (d) **(Power Boat & Sail Cruising Committee):** The Power Boat & Cruising Committee shall consist of five (5) Committee Members, at least three (3) of whom shall be Yacht Owners.
- (e) **(House & Entertainment Committee):** The House & Entertainment Committee consist of five (5) Committee Members.
- (f) **(Works & Capital Planning Committee):** The Works & Capital Planning Committee shall consist of five (5) Committee Members.
- (g) **(General Committee) -** The General Committee will be comprised of the Flag Officers and the person appointed as Committee Chair of each of the Committees. The Commodore will be appointed as the Committee Chair.

13.4 Casual Vacancy

The Board (in consultation with the relevant Committee) may appoint any Voting Category Member to be a Committee Member to fill a vacancy or as an addition to the existing Committee Members of a particular Committee, provided that the Voting Category Member gives the Board a signed consent accepting the appointment as Committee Member. The Committee Member appointed will hold the position until the next annual general meeting.

14. Committee Meetings and Procedures

14.1 Convening Committee meetings

- (a) The Committee Chair shall be responsible for calling each Committee meeting chairing Committee Meetings and setting the agenda for each Committee meeting.
- (b) Any Committee Member may at any time request an urgent meeting of the relevant Committee be held to discuss an urgent matter or emergency concerning or related to the Squadron. The Committee Chair may arrange for the Committee to meet to discuss the urgent matter or emergency or add the item to the agenda of the next scheduled Committee meeting.
- (c) The Committee Chair call for each Committee meeting and give notice of the date, time and place of the Committee meeting. Committee meetings must be held:
 - (i) by the General Committee, at least eight (8) times per year and such meeting must be convened at least one (1) week prior to each Board meeting; and
 - (ii) by all other Committees, at least six (6) times per year and as often as required for that Committee to perform its duties.
- (d) Committee meetings may be held using any means of audio or audio-visual communication by which each Committee Member participating may hear and be heard by each other Committee Member, as the Committee Chair determines appropriate from time to time. Committee Chairs are encouraged to test any audio or audio-visual technology prior to the formal commencement of their meetings.

14.2 Quorum and voting

- (a) The quorum for any Committee meeting will be one half of the number of Committee Members appointed to the Committee. The Finance & Governance Committee must have a voting quorum consisting of half of the number of Committee Members appointed to the Committee, plus one which must include the chair or Director.
- (b) Questions arising at any Committee meeting must be determined by a majority of votes of the Committee Members present and, in the case of an equality of votes, the questions must be deemed to be decided in the negative.
- (c) The Committee Members (excluding the Finance & Risk Committee) may pass a motion without a Committee meeting being held if, at least 75 percent of the Committee Members appointed to that Committee entitled to vote on the motion sign a document (in physical or electronic form) containing a statement that they are in favour of the motion set out in the document, provided that all Committee Members to which the motion relates are given a copy of the motion. Separate copies of a document may be used for signing by a Committee Member if the wording of the resolution and statement is identical in each copy.

- (d) The Finance & Risk Committee may pass a motion by email or digital correspondence without a meeting being held if all of the Committee Members appointed to the Finance & Risk Committee are given a copy of the motion and those entitled to vote on the motion sign a document (in physical or electronic form) containing a statement that they are in favour of the motion set out in the document. Separate copies of a document may be used for signing by a Committee Member if the wording of the resolution and statement is identical in each copy.

14.3 Records of Minutes

- (a) The Committee Chair shall circulate the minutes of the meetings of the Committee to all members of the Committee for comment within 7 days after each meeting before being signed by the Committee Chair at the commencement of the following meeting subject to any feedback received.
- (b) For each Committee (other than the General Committee), the Committee Chair will report the minutes to the General Committee (and to the Board if so requested) at the General Committee meeting following the Committee meeting along with any recommendations of that Committee.
- (c) The Committee Chair of the General Committee will report the minutes of the General Committee meeting to the Board at the Board meeting following the General Committee meeting along with any recommendations of the General Committee.

14.4 Reporting to the Board

- (a) Each Committee will respond to any request by the Board for information as and when requested. At all other times the Committees will report to the Board as follows:
 - (i) the Committee Chairs of the Membership Committee, Finance & Risk Committee, the Sailing Committee, the Power Boat & Sail Cruising Committee, the House & Entertainment Committee and the Works & Capital Planning Committee will report to the General Committee; and
 - (ii) the General Committee will meet and consider the reports of each other Committee and will prepare and issue to the Board prior to the Board meeting following the General Committee meeting, a consolidated report of all matters notified by each of the Committees which require the consideration or approval of the Board (along with a copy of the General Committee minutes).
- (b) At least three times per year
 - (i) the Committee Chairs of the Membership Committee, Finance & Risk Committee, the Sailing Committee, the Power Boat & Sail Cruising Committee, the House & Entertainment Committee and the Works & Capital Planning Committee will report to the General Committee; and

- (ii) the General Committee will meet and consider the reports of each other Committee and will prepare and issue to the Board prior to the Board meeting following the General Committee meeting, a consolidated report of all matters notified by each of the Committees which require the consideration or approval of the Board (along with a copy of the General Committee minutes).
- (c) Committee Chairs may also be invited by the Board to attend a Board meetings to report to the Board directly on a schedule determined by the Board.
- (d) The Board may prepare a structured reporting format which all Committees must adhere to in order to ensure a good flow of information is maintained between the Committees.

Date of resolution of the Board of Directors to approve these By-Laws: #[insert]

Date of next review of these By-Laws: #[insert]

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Appendix A - Committee Responsibilities

Committee	Responsibilities
1. General Committee	<p>The General Committee will be responsible for strengthening the communication and collaboration between each of the Committees and the Board. The duties of the General Committee will be to:</p> <ul style="list-style-type: none">(a) report to the Board on all Squadron matters and request approval for any matters which require approval by a Committee;(b) consolidate the minutes and reports of each other Committee for presentation at the next Board meeting;(c) ensure each other Committee operates effectively and in accordance with these By-Laws and the Constitution;(d) cause the Committees to undertake such actions and conduct such other activities as may be directed by the Board from time to time.(e) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs.
2. Membership Committee	<p>The Membership Committee will consider matters pertaining to Membership of the Squadron and will undertake the following duties:</p> <ul style="list-style-type: none">(a) make detailed enquiries into all Membership Applications and submit their findings and recommendations to the Board for determination;(b) advise the Board on Membership numbers, proposed Entrance and Subscription fees as well as matters pertaining to the Categories and Class of Membership within the Squadron;(c) advise the Board on matters of conduct of any Squadron Member in such manner and form as may be requested by the Board from time to time;(d) periodically conduct survey and engagement activities with Members to ensure the Squadron is providing benefit and meeting the general expectations of Members;(e) investigate practical means for the marketing, promotion and development of Membership the Squadron;(f) assist with the preparation and dissemination of information on Membership of the Squadron and other relevant material;(g) assist, as required by the General Committee, with any disciplinary proceedings commenced in respect of a Member in accordance with rule 10 of the Constitution,

including the appointment of Membership Committee Members to the Disciplinary Committee;

- (h) conduct such other activities as may be directed by the Board or the General Committee from time to time; and
- (i) submit written reports of its activities to the General Committee in a form that can be disseminated to the Board.
- (j) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs.

3. Finance & Risk Committee

The Finance & Risk Committee shall be responsible for assessing the financial position of the Squadron. It shall be the duty of the Finance Committee to:

- (a) monitor the finances of the Squadron, supervise the Squadron's investments and make recommendations to the Board with regard to the financial position of the Squadron;
- (b) cause a budget to be prepared for the forthcoming financial year (including recommended depreciations, and other such budgets as the Board may require from time to time) and submitted to the Board for approval by no later than 1 March of each calendar year;
- (c) submit or cause to be submitted a written financial statement to be disseminated to the Board, in advance of each Board meeting, which accurately shows the state of the Squadron's financial affairs and in such format and timeframe as may be directed by the Board from time to time;
- (d) Consider appropriate risk management practices (with a focus on financial/operational risk (e.g. insurance)) and make appropriate recommendations to the Board.
- (e) conduct such other activities or prepare such written reports as may be required by the Board from time to time; and
- (f) submit written reports of its activities to the General Committee in a form that can be disseminated to the Board.
- (g) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs.

4. Sailing Committee

The Sailing Committee will be responsible for the administration, engagement (participation) and planning of the Squadron's sailing activities and competitions as well as the promotion of yachting and sail training programs for all ages and in all forms, from beginner to elite. This Committee will undertake the following duties:

- (a) Submit to the Board for approval a budget and a programme of sailing races and regattas for the Membership Year including a schedule of prizes and trophies to be awarded;
- (b) administer the Squadron sailing races and regattas in accordance with the budget approved by the Board;
- (c) annually appoint class delegates and nominate official course starters;
- (d) co-operate with other relevant committees in all respects in regard to the conduct of the Squadron aquatic events;
- (e) submit written reports of its activities to the General Committee on an agreed schedule and in a form that can be disseminated to the Board; and
- (f) conduct such other activities or prepare such written reports as may be required by the Board from time to time; and
- (g) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs.

5. Power Boat & Sail Cruising Committee

The Power Boat & Sail Cruising Committee shall be responsible for the general conduct, administration, engagement (Participation) and planning of the Squadron's power boat and sail cruising activities as well as the promotion of powerboating and cruising programs in all forms and experience levels. This Committee will undertake the following duties:

- (a) submit to the Board for approval a budget and a programme of power boat and sail cruising events, navigation and log events, cruising rallies, and social events for the Membership Year, including a schedule of prizes and trophies to be awarded
- (b) administer the programme of events in accordance with the budget approved by the Board;
- (c) annually appoint class delegates and nominate official course starters; and
- (d) co-operate with other relevant committees in all respects in regard to the conduct of the Squadron aquatic events;
- (e) submit written reports of its activities to the General Committee on an agreed schedule and in a form that can be disseminated to the Board; and
- (f) conduct such other activities or prepare such written reports as may be required by the Board from time to time; and
- (g) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs.

6. House & Entertainment Committee

The House & Entertainment Committee will be responsible for ensuring that the services offered by the Squadron align with the expectations of Membership and shall undertake to:

- (a) Monitor and measure (benchmark) the service to, and comfort of, the Members, including supervision of the bar and catering facilities and the standard of the Squadron Premises;
- (b) prepare a social programme and a proposed budget for all social events for the Membership Year for submission to the General Committee and the Board for approval;
- (c) administer the social programme in accordance with the budget approved by the Board and supervise all social functions of the Squadron;
- (d) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee thinks fit for the proper operation of the Squadron's domestic affairs;
- (e) report any matter which in their opinion is of such urgency as to require prompt action by the CEO;
- (f) submit written reports of its activities to the General Committee on an agreed schedule and in a form that can be disseminated to the Board; and
- (g) conduct such other activities or prepare such written reports as may be required by the Board from time to time.

7. Works & Capital Planning Committee

The Works & Capital Planning Committee shall be responsible for the preparation of proposed budgets for capital expenditure on the Squadron facilities and undertakes to:

- (a) prepare budgets for proposed capital expenditure at the Squadron's Premises for the Membership Year and submit the budget to the Board for approval annually and as required throughout the Membership Year;
- (b) supervise capital works and maintenance within the Premises to ensure that such works are conducted in accordance with the approved budget;
- (c) ensure the Premises is maintained for safe, orderly and beneficial use by the Members and to coordinate the preservation and beautification of the Premises and improvements and alterations thereto in accordance with the budget approved by the Board;
- (d) make recommendations to the Board of proposed By-Laws (which are not inconsistent with the Constitution) which the Committee considers necessary to carry out its objectives;
- (e) if any matter arises which the Committee considers urgent to require prompt action and such action is not within the

budgets approved by the Board, then the Committee may request urgent approval from the CEO.

- (f) submit written reports of its activities to the General Committee on an agreed schedule and in a form that can be disseminated to the Board; and
- (g) conduct such other activities or prepare such written reports as may be required by the Board from time to time.

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