



## Memorandum

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**To: Members**

**From: FSC Board**

**Topic: Constitutional Update Phase One – Draft Explanatory Memorandum**

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## Summary

Phase one will address immediate changes required to reflect several current operating practises with the focus on committee structures, membership categories and the member election process. This would involve minimal changes to the 2018 Constitution which are detailed in the following memo. It is proposed that this be discussed with members at a Town Hall on 21<sup>st</sup> September 2023, reviewed again by Board for finalisation at September Board meeting and notice of motion issued in October for the November Annual General Meeting.

## Membership Categories

The club has instituted a trail of several new membership categories to address changing demographics in the community aimed at increasing numbers of people participating in Sections activities and improving turnover through House facilities. The following changes are required in the Constitution to reflect these and provide the flexibility going forward to further change some of these categories through the Rules with the intent of increasing membership.

- Clause 5 (b) (i) 7 (vi) Change Junior Member to Youth with age under 24.
  - Historically most Junior Members are not continuing their membership when they obtain the age of 18 due to the steep increase in the cost of other membership options. To address this the club has trialled a category of “Intermediate Senior”, which allows for a gradual transition from Junior to General or Senior from age 18 to 24. To formalise this, it is proposed that the Junior membership category is changes to Youth aged under 24 and that this then incorporates both Junior and Intermediate Seniors.
  
- Clause 6 (e) (vii) is added This allows for the privileges of a Youth over the age of 18 to be defined in the Rules.
  - These will reflect current requirements for an Intermediate Senior. Incorporation in the Rules allows flexibility to vary this to ensure FSC remains relevant and affordable to this important section of our community.



- Clause 5 (b) (viii) “Affiliate Member” is added with definition in the rules.
  - The club has been trialling several affiliate membership types to increase participation in Section Activities and improve income in the House facilities, these include.
    - *Crew membership* which was introduced following a change in Australian Sailing Regulations requiring every person crewing during a yacht race to be a member of a club.
    - *Dinghy Parent Volunteer* which was introduced to encourage parents of Dinghy sailors to help with this Section activities and also use the House facilities.
    - *Local Membership* which allows anybody in the Fremantle electorate to use the House facilities. An affordable category that has increased utilisation of House facilities and improves connection with the local community.
  - The details of the privileges of this membership category are to be defined in the Rules to provide flexibility to trial different options in this area to continue to increase participation in the club from all sections of our community.

### **Membership Election**

As we seek to increase the number of Affiliate Members in the club it is apparent that the current requirement to have a Senior Member as proposer and another as seconder is a barrier to many people taking up this category, particularly for Local and Junior Members. It is proposed to update the nomination requirements to be based on the different membership categories. A clear set of principles will be established in the Rules so that the Club Management can administer most of this process. The key requirement that the Board approve election of members to all categories remains in the Constitution.

- Clause 7 (a) & (b) Delete these clauses and replace with new clauses
  - The requirement for election as a member to any category to be approved by Board is retained in the Constitution along with the requirement for nominations for new members to be displayed on the Notice Board.
  - Move definition of process for nomination of members to the Rules and establish clear guidelines that can be administered by the Membership Coordinator.
- Clause 11 (b) Add requirement for Youth to apply for Senior Membership



## **Activity and Auxiliary Committees**

The formation of the new Keelboat Racing Section by combining the Inshore and Offshore section should be reflected into the Constitution. Combined with other requirements in the Constitution relating to quorums, membership of committees and requirements for section captains that are outdated highlight the requirement to update this section. It is recommended to move all of the current requirements on Sections to the Rules so that it can be maintained in a timely fashion to reflect how Sections are run now and in the future. This will help remove ambiguity over how Sections run, who can be on a Section committee and who can stand for Section Captain. It will also allow for the formation, amalgamation and disbandment of sections as required.

- Clases 22, 23 & 24 are moved to the Rules and general provision relating to Sections are added that move definition of their constitution and operation to the Rules.
  - Allows flexibility to change and create Sections without changing the Constitution, eg the new Keelboat Racing Section
  - Allows flexibility to define who can be part of a Section Committee including holding the role of Section Captain
  - In particular Clause 24 (c) (i) does cause some lack of clarity on whether a General Member can be a Section Captain, even though it is stated as one of their privileges. Moving this clause to the Rules will allow the Board to consider some flexibility in this space particularly as it becomes more difficult to get people to take on leadership of Section Committees.
- Clause 20 (a) (iv) duties of Flag Officers to be moved to the Rules
  - Consistent with moving the details of Activity & Auxiliary Sections to the Rules, this then allows changes to which Flag Officers are responsible for which Sections if they vary.

## **Administrative Committees**

Clause 25 relating to Administrative Committees is ambiguous as in the first paragraph it states that a specific list of Administrative Committees “shall” be maintained. It then states that the Board can arrange for the formation, amalgamation, or disbandment of such other administrative committees as may be desirable.

It is proposed to clean up the inconsistency in this clause so that the Board can expand, and contract committees based on the work required whilst also



recognising the decreasing number of volunteers putting their hand up for these roles, e.g., combine Maintenance with Harbour and Safety.

- Clause 25 Remove mandatory requirements for Administrative Committees
  - Replace the word shall with should and vary clause so that the areas that needs to be covered by administrative committees are defined as opposed to making it mandatory to have a specific list of committees.

### **Notification to Members**

There are a number of areas in the Constitution which specify communication methods to members which are not reflective of current technology and frequency of publications, e.g. Blue Water Bulletin.

- Clause 19 Remove requirement to put notices in the Blue Water Bulletin and allow notices to be posted on Web Page and Notice Board.
- Clause 31 “Rules” Add requirement to notify members of changes to the Rules via Club Web site as well as Notice Board.
  - With the move of several clauses from the Constitution to the Rules it is recommended that notification to the members of changes to the Rules is via the Web Page as well as the Notice Board to improve transparency of changes.
- Clause 37 Remove requirement to provide paper copy of Constitution and Rules to members and provide via website.
  - This ensures members have access to the most up to date document and reduces cost and environmental impact of producing paper copies of the club Constitution & Rules.

### **Incorporation of CEO and CFO**

In line with shifting market expectations the title of the General Manager has been changed to CEO and the senior financial officer in the club to CFO. This has been implemented to attract and retain the right level of person to these key roles in the club. Following changes are required in the Constitution to reflect this.

- Throughout Document & Clause 21 Change General Manager to Chief Executive Officer
- Clause 27 (b) Add CFO to this clause.