



**Fremantle Sailing Club (Inc)**

# CONSTITUTION

**Complete Revise – July 2009  
Amended 26 March 2015  
Amended 25 June 2015  
Amended 10 December 2018**

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## **CONSTITUTION OF FREMANTLE SAILING CLUB (Inc)**

### **1. NAME**

The name of the Club is "FREMANTLE SAILING CLUB (Inc)".

### **2. OBJECTS**

The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects, which are:

- (a) The encouragement of shared participation in sailing, power boating, and other aquatic sports, both competitive and recreational.
- (b) The encouragement of the study of seamanship, pilotage, and navigation, and the improvement in design of cruising and racing yachts, both power and sail.
- (c) The encouragement of blue-water cruising under sail or power by members and by people from other clubs, states, and countries.
- (d) The holding and arrangement of matches, races, regattas, and competitions in yachting and other aquatic sports, pastimes and games, and the offering and granting of contributions towards the provision of prizes, awards and distinctions.
- (e) Affiliation with other kindred sporting associations.
- (f) To endeavour to ensure that all members of the Club comply with this Constitution and the Rules as determined, in both the letter and the spirit, and maintain the highest ethical standards at all times and on all occasions.

### **3. INSIGNIA**

- (a) The Club colours shall be Navy Blue Pantone 2758 CVC (colour of the Australian National Flag), and white.
- (b) The Club burgee shall be a white ball on a Navy Blue Pantone 2758 CVC triangle.
- (c) The Club badge shall be the Club burgee entwined with a silver anchor within a gold naval type wreath and surmounted by a gold mural crown.

#### 4. POWERS

The Club shall have all the powers of an incorporated association necessary or convenient for the carrying out of its Objects and purposes including the following powers:

- (a) To purchase, take on lease, exchange, hire or otherwise acquire and maintain real or personal property of any kind.
- (b) To erect, add to, improve, maintain, repair, pull down and rebuild buildings, groynes, jetties and other structures or facilities.
- (c) To sell, exchange, lease, mortgage, hire, dispose of, or otherwise deal with all or any part of the real and personal property of the Club.
- (d) To accept donations whether of real or personal estate and devises and bequests.
- (e) To borrow or raise or secure the payment of money in such manner as the Club thinks fit, with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal both present and future of the Club, and to redeem or pay off any existing or future security.
- (f) To invest and deal with the moneys of the Club not immediately required for the purposes of the Club in such a manner as may from time to time be determined.
- (g) To hold any property on any trusts.
- (h) To make gifts to any charitable cause in accordance with the law of the State, or for any other purposes approved by law.
- (i) To amalgamate, co-operate or affiliate with any other club or society having objects wholly or in part similar to those of the Club.
- (j) To appoint and pay employees, and to dismiss or suspend any employee.
- (k) To apply for and obtain and renew from time to time any licence or licences issued under or required by statutory authority (including, without limitation, any licences for the sale or consumption of alcohol) as is consistent with the activities of the Club from time to time.
- (l) To sue and be sued and to obtain professional opinion including legal advice for Officers in the pursuit of their duties.
- (m) To make, amend, add to, or repeal by-laws, rules and regulations for the proper operation, maintenance and management of the Club,

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including the rights and obligations of persons employed by the Club and the rights and obligations of members of the Club.

- (n) To arrange directors and officers liability insurance cover for the Officers, Board Members, Trustees, and the ~~General Manager~~ CEO of the Club for up to seven years after their period of duty.
- (o) To do all such other lawful acts, matters, and things as may be incidental to or be deemed to be conducive to the attainment of or execution of the foregoing Objects and Powers or any of them generally and/or otherwise to manage the Club.

## 5. MEMBERSHIP

### (a) Register of Members

The Club shall keep and maintain in an up to date state a Register of Members, including their postal and residential or email addresses, and upon the request of a member the Club shall make the register available for inspection and a member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

### (b) Categories

#### (i) Senior Members

Members over the age of 18 years who enjoy all of the privileges and obligations of full membership, including members who have purchased Permanent Financial Membership and have no further membership subscription obligations.

A Senior Membership carries with it the right of the member's family also to be members.

The Member's family is defined to include:

His or her spouse or bona fide partner who will be a General Member and will be exempt from annual fees.

His or her dependent children or grandchildren under the age of ~~24~~18 who will be Youth ~~Junior~~ Members and have a 20% discount from their annual fees.

#### (ii) Probationary Senior Members

New Senior Members over the age of 18 years whose membership is still subject to probation pursuant to Clauses 6(b) and 11(a).

Former Senior members re-joining the Club may be exempted from probation by the Board of Management (the Board) upon recommendation of the Membership Committee.

#### (iii) Life Members

Members who have rendered exceptional services to the Club and who are elected as Life Members pursuant to Clause 8. A Life Member is exempt from the payment of annual subscriptions, and shall enjoy all of the rights of a Senior Member.

(iv) **Outport Members**

Senior Members who because of residential location are in the opinion of the Board deprived of the regular use of the Club's facilities. The Board will ordinarily be of that opinion if the Member's usual place of residence is more than 100 kilometres from the Fremantle Clubhouse.

(v) **General Members**

Members who are over the age of 18 years and are not Senior Members.

(vi) **Youth Junior Members**

Members who are less than ~~24~~18 years of age.:-

(vii) **Honorary Members**

Persons possessing the qualifications set out in Clause 9 of this Constitution and elected in accordance with this Constitution.

(viii) **Affiliated Members**

Persons who become members of the club for a specific purpose and enjoy restricted privileges, as provided for in the Rules

## 6. MEMBERSHIP PRIVILEGES

(a) **Senior Members and Life Members**

May:

- (i) Make full use and enjoyment of the Clubhouse and other facilities.
- (ii) Participate in any Club activity as a skipper or crew member on any boat on the Club's register.
- (iii) Use Dinghy-launching ramps.:-
- (iv) Lease or occupy facilities that are under control of the Dinghy Racing Section, provided such usage is for sailing dinghy related activities.
- (v) Have a boat on the Dinghy Racing Section Register.

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- (vi) Be a member of any Activity Section or Administrative Committee.
- (vii) Hold the position of Section Captain, if so endorsed by the Board (Constitution 24c refers).
- (viii) Have a boat on the Club Register.
- (ix) Sub-lease or rent facilities (pens, hardstand, garages, etc) made available by the Club from time to time.
- (x) Use launching ramps, hard standing, fuelling facilities, and service areas. (Subject to payment of any additional charges.
- (xi) Vote at General Meetings and for the election of members of the Board of Management.
- (xii) Propose or second new members or candidates for Board of Management.
- (xiii) Purchase the lease of a Pen or Garage or Hardstand Bay from the Club.

(b) **Probationary Senior Members**

Shall meet such requirements as determined by the Board from time to time on the recommendation of the Membership Committee, and before transmission to Senior Membership:

May:

- (i) Make full use and enjoyment of the Clubhouse and other facilities.
- (ii) Participate in any Club activity as a skipper or crew member on any boat on the Club's register.
- (iii) Use dinghy-launching ramps.
- (iv) Lease or occupy facilities that are under control of the Dinghy Racing Section, provided such usage is for sailing dinghy related activities.
- (v) Have a boat on the Dinghy Racing Section Register.
- (vi) Be a member of any Activity Section or Administrative Committee.
- (vii) Hold the position of Section Captain, if so endorsed by the Board (Constitution 24c refers).
- (viii) Have a boat on the Club Register.



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- (ix) Sub-lease or rent facilities (pens, hardstand, garages, etc) made available by the Club from time to time.
- (x) Use launching ramps, hard standing, fuelling facilities, and service areas. (Subject to payment of any additional charges).
- (xi) Vote at General Meetings and for the election of members of the Board of Management.

(c) **Outport Members**

- (i) When paying annual subscriptions, Outport Members shall also provide the ~~General Manager~~CEO with proof of their usual place of residence.
- (ii) Outport Members will revert to full Senior Member status by ceasing to be eligible for Outport membership.
- (iii) Outport Members may:
  1. Make full use and enjoyment of the Clubhouse and other facilities.
  2. Have a boat on the Dinghy Racing Section Register.
  3. Have a boat on the Club Register.
  4. Use launching ramps, hard standing, fuelling facilities, and service areas. (Subject to the payment of any additional charges).

(d) **General Members**

May:

- (i) Make full use and enjoyment of the Clubhouse and other facilities.
- (ii) Participate in any Club activity as a skipper or crew member on any boat on the Club's register.
- (iii) Use Dinghy-launching ramps, for the purpose of launching sailing dinghies only.
- (iv) Lease or occupy facilities that are under control of the Dinghy Racing Section, provided such usage is for sailing dinghy related activities.
- (v) Have a boat on the Dinghy Racing Section Register.
- (vi) Be a member of any Activity Section or Administrative Committee other than the Protocol Committee, Membership Committee or the Finance Committee.

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- (vii) Hold the position of Section Captain, if so endorsed by the Board ~~(Constitution 24c refers)~~.
- (viii) Continue to be a General member following the death of the related Senior member, but with a continuing annual fee exemption only for such period as the Board in its discretion may determine.
- (ix) That a General member may be the part owner of a boat where the General Member is the spouse or bona fide partner of the Senior member who is the other part owner.

(e) **Youth Junior Members**

May:

- (i) Make full use and enjoyment of the Clubhouse and other facilities.
- (ii) Participate in any Club activity as a skipper or crew member on any boat on the Club's register.
- (iii) Use Dinghy-launching ramps.
- (iv) Lease or occupy facilities that are under control of the Dinghy Racing Section, provided such usage is for sailing dinghy related activities.
- (v) Have a boat on the Dinghy Racing Section Register.

(vi) Be a member of Dinghy Section Committee.

~~(vi)~~(vii) Upon turning 18 enjoy further privileges as provided for in the Rules

(f) **Suspended Members**

A member of any category, suspended in accordance with Clause 15, is denied access to the premises of the Club for the term of that suspension save as may be prescribed by the Protocol Committee for the purpose of access for essential maintenance of that member's vessel and or property.

(g) **Rejoining Members**

Members who have previously resigned from the Club and wish to rejoin shall pay the nomination fee determined by Rule 6.3.

## 7. ELECTION OF MEMBERS

(a) New members shall be elected by the Board and the Board shall ensure that each candidate for membership:

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- i. Fulfils all eligibility criteria prescribed by the Constitution, for the class of membership to which that person is to be admitted;
- ii. Agrees to be bound by this Constitution and the Rules; and
- iii. Pays the entrance fee and subscription fees (if any) prescribed for that class of membership as determined by the Board.

(b) The procedure for the election of members will be determined by the Board and prescribed in the Rules.

~~(a) A person shall be elected a member of the Club by ballot of the Board, and a vote of any two Board Members against the candidate shall exclude their election.~~

~~(b) In addition to any other provisions of this Constitution, a person shall not be eligible for election as a member unless:~~

~~(i) the nominee completes and signs an application for membership in such form as the Board may from time to time determine; and~~

~~(ii) the nomination for membership is proposed by a Senior member eligible to do so, and is also seconded by another such member.~~

(c) All applications shall be posted on the noticeboard of the Club for a period not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election.

## 8. LIFE MEMBERS

(a) Any member, section, or committee, may nominate for Life Membership any member who has rendered exceptional service to the Club over a significant period of time.

(b) Such nomination shall be assessed by a panel comprised of five former Commodores and chaired by the most Immediate Past Commodore, who shall forward any recommendations to the Board for consideration not later than April of each year.

(c) The Board may nominate no more than two members for Life Membership in any one year, and a vote of any two Board Members against the candidate shall exclude him or her from nomination.

(d) Notice of such nomination shall be conspicuously displayed on the Club premises for at least 14 days prior to the Annual General Meeting.

(e) Such member/s shall become a Life Member upon resolution to that effect being carried by four-fifths of the members present and entitled to vote at the Annual General Meeting.

## 9. HONORARY MEMBERSHIP: QUALIFICATIONS FOR

- (a) Persons who at no cost to the Club have rendered significant service or assistance to the Club.
- (b) Persons who for the time being hold the following offices shall be eligible for election as Honorary Members without any further qualification being required:
  - (i) The Governor General of Australia, and the Governor of Western Australia;
  - (ii) Members of the Senate, House of Representatives, Legislative Council or Legislative Assembly;
  - (iii) The Officers in Charge of each of the Navy, Army or Air Force in Western Australia;
  - (iv) The Mayor and Councillors of the City of Fremantle;
  - (v) The Under Secretary or Officer in Charge of any State or Federal Department or Instrumentality;
  - (vi) Flag Officers, Presidents, and General Managers / Secretaries of other yachting, boating or aquatic clubs or associations.
- (c) Persons visiting the Club for short periods including:
  - (i) members of any other yacht or sailing clubs, or associations participating in inter-state or overseas cruising or racing;
  - (ii) persons of distinguished or public position visiting the Club including ministers of religion, and
  - (iii) officers and senior personnel of the Navy, Army or Air Force of Australia or any country visiting the Club.

## 10. HONORARY MEMBERSHIP: ELECTION OF

- (a) Honorary Members may be elected by ballot of the Board, and the vote of any two Board Members against the candidate shall exclude him/her from election.
- (b) The period of a person's Honorary Membership shall be 12 months unless the Board specifies otherwise.

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- (c) Honorary Members possessing the qualifications set out in Sub-clauses 9(a) and (b) need not be nominated before election.
- (d) Persons possessing the qualifications set out in Sub-clause 9(c) may be elected Honorary Members for a period not exceeding one month, and renewed for not more than three consecutive periods, by the ~~General Manager~~CEO.
- (e) The Board may revoke the membership of any Honorary Member without notice and without that person having any right of appeal.
- (f) Nothing in this Constitution shall prevent a person who visits the Club for participation in a pre-arranged sporting event from becoming an Honorary Member for the duration of the event.

## 11. TRANSMISSION OF MEMBERS

- (a) **Probationary Senior to Senior**  
A Probationary Senior Member shall be transferred to a Senior Member on completion of the requirements determined in accordance with Clause 6(b).
- (b) **JuniorYouth to Senior**  
A ~~JuniorYouth~~ Member attaining the age of ~~24~~18 years ~~may apply to be~~ ~~shall be~~ elected a Senior Member in accordance with Clause 7 except that no such ~~JuniorYouth~~ Member need be nominated and payment of a nomination fee shall not be required if in the opinion of the Board the member has been an active member for at least two years.
- (c) **Outport to Senior**  
A member whose place of residence is in the opinion of the Board no longer depriving the member of the regular use of the Club's facilities shall be required to transmit back to Senior Membership.
- (d) **General Member to Senior Member**  
A General Member elected as a Senior Member who has been a member of the Club for at least 3 years may be granted a reduction in the Nomination Fee at the rate of 5% for each year of continuous membership up to a maximum of 10 years.
- (e) **Senior to Outport**  
Senior Members who comply with Clause 5(b)(iv) may apply for transmission to Outport status.
- (f) **Senior to other categories**  
A Senior Member may at that member's request be elected to another category. No nomination fee refund is applicable.

## **12. NOMINATION FEE AND SUBSCRIPTIONS**

- (a) Members shall pay such nomination fee and subscriptions to the Club as shall be determined by the Board from time to time provided that subscriptions shall not be increased in any one year by more than the rate of the Consumer Price Index without the approval of a General Meeting.
- (b) The Board may reduce any individual's nomination fee or subscription.

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**(c) Discounted Subscriptions****(i) Concessional Discount**

A member who has been a financial Senior Member of the Club for a minimum period of fifteen years continuously and has attained the age of 65 years, may, if approved by the Board on application, pay a subscription at half the annual subscription rate prescribed for Senior Members.

**(ii) Study Discount**

Members engaged in full-time educational courses or vocational training that precludes them from earning a regular income, shall, upon application duly approved by the Board, pay a subscription at half the annual subscription rate for the period so engaged.

**(iii) Hardship Discount**

A member who has been a financial Senior Member of the Club for a minimum period of ten years continuously, may, if the Board considers that member's financial and/or physical circumstances so warrant, upon application, pay a reduced subscription as decided by the Board.

**(d) Life Members and Honorary Members**

Shall not be required to make payment of any annual subscriptions.

**13. METHOD OF PAYMENT OF FEES AND SUBSCRIPTIONS**

- (a) The nomination fee, first subscription, and any other fees and charges due upon election to Membership, shall be paid when the nomination is lodged with the ~~General Manager~~ CEO.
- (b) The first subscription shall be set pro-rata with respect to the number of whole months remaining from the date of nomination to the end of the membership year on 30 June.
- (c) A defined annual, half yearly, quarterly or monthly subscription fee shall be paid in advance.

**14. CESSATION OF MEMBERSHIP**

A member shall cease to be a member of the Club in the event that any of the following occurs:

- (a) On the member's written resignation; death; being an enemy alien in time of war; or at the discretion of the Board (upon a recommendation from the Protocol Committee following a conviction for any indictable criminal offence).
- (b) A resolution of the Board that a member is:

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- (i) in default of payment of money due and owing to the Club;  
and
  - (ii) that the money has been owing for a period in excess of 90 days, and a notice of default has been served on the member by registered mail or personal service.
- (c) Upon a General Meeting resolving pursuant to Clause 15 that the member be expelled.
- (d) Upon a resolution of the Board to cease a Probationary Senior Membership following a recommendation from the Membership Committee where a review in accordance with Clause 11(a) of that Probationary Senior Member's performance determined that the member has not satisfied the requirements specified in accordance with Clause 6(b).

## 15. CONDUCT OF MEMBERS

Members are obliged at all times to conduct themselves in a courteous and responsible manner towards other members, guests, and staff, and shall avoid all actions which may be prejudicial to the interests of the Club.

Upon receipt of a report that a member is in breach of the above, the following procedures may apply:

- (a) **Mediation**
- (i) A meeting shall be arranged between the member(s), a member of the Protocol Committee, and the ~~General Manager~~CEO, within five days in an attempt to resolve the matter.
  - (ii) Should such a meeting not produce a satisfactory outcome, the matter shall be referred to the Protocol Committee.
- (b) **Protocol Committee**
- (i) Subject to the procedures set out in this sub paragraph (b), the Protocol Committee may at its absolute discretion, reprimand, fine, suspend, or recommend expulsion of a member if that member fails to comply with the Constitution or Rules of the Club.
  - (ii) The member shall be given at least 10 days written notice of the complaint by Registered Mail or the current equivalent, and shall have the opportunity of making an oral or written explanation to the Protocol Committee.
  - (iii) The Protocol Committee may in its discretion from time to time prescribe:



1. a scale of fixed monetary penalties to be imposed on members found guilty of minor infringements of the Constitution or Rules;
  2. the means whereby such penalties shall be enforced; and
  3. the manner in which, and the time within which a member objecting to the imposition of such penalty may appeal to the Protocol Committee.
- (iv) Any member who is reprimanded, fined, suspended or recommended for expulsion by the decision of the Protocol Committee shall be given written notice of such decision within seven days.
- (c) **Appeal**
- (i) Any member who is aggrieved by a decision of the Protocol Committee to impose a reprimand, fine or suspension on him/her, may appeal to a General Meeting, provided that written notice of such appeal shall be given to the ~~General Manager~~ CEO within 21 days of receipt of the letter advising of the decision by the Protocol Committee.
  - (i) The appeal shall be placed on the agenda of the first General Meeting held after receipt of such notice, or alternatively at an earlier Special General Meeting called by the Commodore to consider such appeal.
  - (iii) The General Meeting considering an appeal may resolve either to uphold the decision of the Protocol Committee; to revoke the same; or to impose a greater or lesser penalty in lieu thereof.
  - (iv) A member appealing against any suspension shall pending such appeal, enjoy only such rights as the Protocol Committee in each instance shall determine.
- (d) **Expulsion**  
When the Protocol Committee recommends expulsion of a member:
- (i) such recommendation shall be considered at the next General Meeting of the Club or at an earlier Special General Meeting called for that purpose;
  - (ii) the General Meeting may resolve either to expel the member or to impose such other penalty as it thinks fit, and
  - (iii) pending a resolution by the General Meeting the member shall be suspended from the Club.
- (e) **Immediate Suspension**

Where an incident or member's behaviour is so serious as to be detrimental to the proper conduct and operations of the Club, the Board may suspend a member immediately for a period of not more than 60 days pending a protocol hearing.

Note. Counting of days includes the days Monday to Friday excluding gazetted public holidays.

## 16. GENERAL MEETINGS

All General Meetings shall be held on the Club premises.

### (a) **An Annual General Meeting**

Shall be convened on such day in June or July in each year as the Board shall determine to consider the following business:

- (i) To confirm the minutes of the previous Annual General Meeting and the minutes of the previous General Meeting.
- (ii) To receive reports and balance sheets made up to 31st March in each year and certified by the auditor for that year.
- (iii) Election of Patron, Vice-Patrons, and declaration of election of Officers and the Board.
- (iv) Appointment of a Board of Trustees pursuant to Clause 29(a).
- (v) Appointment of an auditor for the following year.
- (vi) Special Business. (Motions for which notice has been given).
- (vii) General Business.

### (b) **Other General Meetings**

Shall be convened in March and November to consider the following business:

- (i) Special Business. (Motions for which notice has been given).
- (ii) General Business.

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(c) **Special General Meetings**

Shall be convened within 28 days of the ~~General Manager~~CEO receiving a requisition signed by not less than 4% of the members specifying a proposed motion or motions, or by the Commodore in accordance with Clause 20(a)(i), and shall consider such motion or motions only.

(d) The ~~General Manager~~CEO shall ensure that all members receive at least seven days' notice of the date and time of each General Meeting and of the business to be considered, but an accidental omission to give such notice to a particular member or members shall not invalidate the meeting.

(e) **General Meeting Procedures**

(i) The chairperson shall be the Commodore or in the Commodore's absence, the Vice Commodore, or a Rear Commodore.

(ii) A quorum shall be 50 members entitled to vote.

(iii) In the event of failure of a quorum a Special General Meeting shall lapse, but any other General Meeting shall be adjourned to such date and time after seven days as the chairperson shall think fit, and the members present at the adjourned meeting shall then constitute a quorum.

(iv) The only Special Business considered shall be that in respect of which 28 days' notice has been given to the ~~General Manager~~CEO and seven days' notice to all members.

(v) Unless otherwise provided in this Constitution any resolution shall be carried by a simple majority of those present and entitled to vote.

(vi) The meeting shall be conducted in accordance with the principles outlined in the most recent edition of Joske, "The Law and Procedure of Meetings".

(vii) The chairperson may impose reasonable time limits on the speakers on any motion.

(f) Motions for consideration by a General Meeting calling for the payment of additional moneys by lessees of Club facilities shall be determined in accordance with the provisions of Clause 32(a).

(g) The Board shall be bound to comply with the requirements of any special resolution passed at a General Meeting.

## **17. OFFICERS**

The Officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore Sail, Rear Commodore Power, Rear Commodore Fishing and Dive (hereinafter referred to as "Flag Officers"), and a Treasurer.

Any financial Senior or Life Member may nominate or be nominated for the position of Flag Officer provided that in the case of Commodore or Vice Commodore that person has served at least 12 months on the Board during the three years immediately prior to the date of the election for which that person is nominated and, in the case of all Flag Officers, is the owner of not less than one half interest in a boat on the Boat Register.

## **18. BOARD OF MANAGEMENT (the Board)**

- (a) The sole management of the Club shall be in the hands of the Board which shall consist of the Officers and eight additional Board Members to be elected at an Annual General Meeting.
- (b) The Immediate Past Commodore shall be entitled to sit on and vote at the Board for a period of one year.
- (c) The Board shall manage the affairs of the Club in accordance with the Constitution and the Rules of the Club, and shall have the power to do all legal acts, matters, and things, necessary, desirable, or required for the furtherance of the Objects of the Club in accordance with the powers as expressed in Clause 4 of this Constitution.
- (d) The Board may from time to time determine on a code of conduct for Board Members which provides guidelines for identifying and responding to potential conflicts of interest.
- (e) The Board shall meet at least once every calendar month and may act notwithstanding any vacancy on the Board at the time. Minutes of all resolutions and proceedings thereof shall be entered in a book to be provided for that purpose.
- (f) A quorum shall be seven of whom two are Officers.
- (g) If any member of the Board shall fail to attend three consecutive meetings of the Board without leave of absence, that member's seat may be declared vacant, and upon the happening of such event he/she shall be notified accordingly.
- (h) The Board shall have the power to fill any vacancy that might occur on the Board due to resignation, death, suspension, expulsion as a member of the Club, the imposition of any penalty by the Protocol Committee, or in the case of an officer, not holding an interest in a boat in accordance of Clause 17, provided that any such

appointment shall not continue beyond the next following General Meeting unless ratified by that General Meeting.

- (i) A member of the Board who holds a material personal interest in any matter being considered by the Board shall declare the interest forthwith, and the Minute Secretary shall record such declaration in the minutes of the meeting. The nature and extent of the interest must also be disclosed at the next General Meeting. The member of the Board must not be present for the discussion of the matter and may not vote on that matter.
- (j) Any decision by the Board to either expend more than \$75,000 on a capital purchase, or sell a capital item having a value of more than \$75,000 shall be referred to and not be effective unless approved by a General Meeting of members.
- (k) Special Board Meetings shall be convened within seven days of the Commodore receiving a requisition signed by not less than 50 percent of Board Members specifying the reason or reasons for the meeting, and shall consider such reason or reasons only.
- (l) If at any time so many vacancies occur on the Board as to render it incapable of forming a quorum, the ~~General Manager~~ CEO shall:
  - (i) immediately arrange for an election to be held to fill such vacancies, the procedures for such elections to be as closely in accordance with Clause 19 as is reasonably possible;
  - (ii) give notice to all members and convene a Special General Meeting for the purpose of declaring the persons so elected, and
  - (iii) fill and exercise the duties of each and every such vacant position pending the elections being held.

## **19. ELECTION OF THE BOARD, PATRON AND VICE PATRON**

- (a) A Patron and Vice Patrons (recommended by the Board) not exceeding five in number, may be elected at each Annual General Meeting by a show of hands and shall hold office until the next succeeding Annual General Meeting, but shall be eligible for re-election. No notice of nomination shall be required.
- (b) (i) The Officers shall be elected in the manner herein provided and shall hold office for a period of one year, but shall be eligible for re-election. The Commodore may be re-elected for only one additional one-year term after serving the first one-year term.

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- (ii) Except as hereinafter provided, the eight other members of the Board shall hold office for a period of two years with four retiring each year by rotation.
- (c) All Senior and Life Members, having been members of the Club for at least two years, are eligible for office, save that no unfinancial member shall be eligible for office or be permitted to nominate any office bearer or to vote at any election.
- (d) The ~~General Manager~~CEO shall, not less than 42 days prior to the Annual General Meeting in each year, advertise ~~in the~~on the Club Website and the Club Notice Board.~~Blue Water Bulletin and by email,~~notice of the date, time, and place, at which an Annual General Meeting is to be held, and giving particulars of the Officers and Board Members retiring and the vacancies to be filled and calling for nominations for such vacancies.
- (e) Nominations shall be in writing and signed by the candidate, and shall also be signed by two members of the Club as proposer and seconder respectively, and entitled to do so.
- (f) Nominations shall be forwarded so as to reach the ~~General Manager~~CEO not later than the close of business 28 days prior to the Annual General Meeting.
- (g) Immediately after receipt thereof, the ~~General Manager~~CEO shall place on the notice board in the Club premises, a list of names of the persons so nominated with the names of their respective proposers and seconders, and such list shall remain posted until and inclusive of the day of such Annual General Meeting. Failure to post and keep posted any such notification shall not invalidate any nominations.
- (h) The Board shall at least 28 days prior to the Annual General Meeting appoint a member to act as Returning Officer and two other members to act as Assistant Returning Officers.
- (i) All candidates for election shall have access to the Register of Members (the Register). (Section 54 of the Associations Incorporations Act 2015).
- (j) Any member whether a candidate or not, may canvass for votes for any candidate.
- (k) **Candidates Statements**
  - (i) Any candidate may prepare a written election statement of not more than 500 words, which shall be provided to the General Manager not less than 28 days prior the Annual General Meeting. The statement should include the candidate's background and objectives.

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- (ii) The candidate shall ensure that the contents of the statement are true and correct and do not refer directly or indirectly to any other candidate except to state that such person has nominated and/or seconded such candidate.
- (iii) All such written election statements shall be referred by the General Manager to the Returning Officer for approval. If in the Returning Officer's opinion, any such statements do not meet the requirements of this sub-clause, the Returning Officer shall invite the candidate to amend the statement. In the event of continuing disagreement the statement shall be referred to the General Manager for adjudication and such decision will be final. The General Manager's decision will be reported to the Board at its next meeting.
- (l) Each candidate for election may appoint a scrutineer, who shall be entitled to be present during the procedures stipulated in Sub-clauses 19(p)(vi) and (vii).
- (m) If no more than the required number is nominated for any one position the person or persons so nominated shall be declared elected for the ensuing term. If more nominations are received than the number of candidates required then an election shall be by ballot as hereinafter provided.
- (n) Immediately after the close of nominations the ~~General Manager~~CEO shall conduct a public draw in the Club bar and in the presence of members present and the first candidates name drawn shall be given the first place on the ballot paper and so on until all candidates' names have been drawn.
- (o) The General Manager shall, not less than 14 days prior to the Annual General Meeting, supply the Returning Officer with the following:
  - (i) A copy of the Register on which shall appear the name of every member who is entitled to vote.
  - (ii) The number of ballot papers sufficient to post to all members on the Register, which ballot papers shall include particulars of each position to be filled and the names of the candidates for such position.
  - (iii) Envelopes individually addressed to each member on the Register and of sufficiently large size to contain all of the materials required by this sub-clause to be posted to members.

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- (iv) Reply-paid envelopes addressed to the Club, which envelopes shall be individually numbered with the membership number of each member on the Register.
- (v) Sufficient copies of candidates' statements to enable posting to all the members on the Register.

(p) **Voting Process**

- (i) The Returning Officer shall not less than 14 days prior to the Annual General Meeting cause to be posted to each member on the master roll, a ballot paper, the reply-paid envelope with that member's number, and a copy of the candidates statements.
- (ii) Upon posting such materials to each member, the Returning Officer shall cause the name of such member to be marked off the master roll.
- (iii) A member shall vote by marking a cross on the ballot paper against the name of the candidate whom that member wishes to fill each position.  
When in any category there is more than one position to be filled the member shall mark the number of crosses equal to the number of vacancies.  
Any ballot paper that does not so comply shall be invalid except that a tick will be accepted in lieu of a cross.
- (iv) A member so voting shall then return the ballot paper to the Club sealed inside the reply-paid envelope. The ballot paper may be returned either by post or in person so that the Returning Officer receives it no later than the close of voting at 5.00 pm on the day before the Annual General Meeting.
- (v) The Returning Officer shall cause to be recorded the receipt of each such reply-paid envelope against the membership number on the Register, and the sealed envelope placed inside a locked ballot box.
- (vi) Upon the close of voting the Returning Officer, in the company of the Assistant Returning Officers, shall open the ballot box and cause all of the ballot papers to be separated from the envelopes prior to the commencement of counting.
- (vii) To determine which candidate or candidates shall fill any position for which a ballot has taken place, the Returning Officer shall add together the total number of crosses against each candidate's name on all of the ballot papers. The candidate whose aggregate number of crosses is the highest shall be the first elected and so on as the case may be until all vacancies are filled.



(viii) The order of election shall be:

Commodore  
 Vice Commodore  
 Rear Commodores  
 Treasurer  
 Board Members

~~(ix)~~—Should a member be a candidate for more than one vacancy and the member has been elected to the first of such vacancies in order of election as set out in sub-clause 19(p)(viii), then he/she shall be deemed not to be a candidate for any other vacancy.

~~(x)~~(ix) The Returning Officer shall report in writing to the Chairperson of the Annual General Meeting the details of voting and the names of the candidates elected, and the Chairperson shall declare them duly elected and cause a report to be published in on the Club Website and the Club Notice Board, ~~the next edition of the Blue Water Bulletin.~~

~~(xi)~~(x) Prior to the close of the poll the Returning Officer shall call for a casting vote from the Chairperson of the Annual General Meeting for each of the positions being contested. In the case of a tie the candidate to be elected shall be determined by the casting vote of the Chairperson of the Annual General Meeting which casting vote shall be marked preferentially.

~~(xii)~~(xi) The Chairperson shall place his/her casting vote for each position in a sealed envelope marked clearly on the face indicating which positions the casting vote refers to and the ~~General Manager~~CEO shall, prior to the close of the ballot, deposit these votes with the Returning Officer who shall, if they are not required, destroy the envelopes unopened.

(q) At the conclusion of the ballot the Returning Officer shall hand all ballot papers to the ~~General Manager~~CEO who shall retain them in safe keeping for not less than 14 days.

**20. DUTIES AND POWERS OF OFFICERS**

**(a) Flag Officers**

**(i) Commodore**

The Commodore shall exercise a general supervision over all affairs of the Club, and shall when present preside at all meetings of the Club. The Commodore shall have the power at any time to instruct the ~~General Manager~~CEO to call a Special General Meeting of members. The Commodore shall also have the power at any time to call a Special Meeting of the Board.

**(ii) Vice Commodore**

It shall be the duty of the Vice Commodore to assist the Commodore, and in the absence of the latter, to officiate in the Commodore's stead.

**(iii) Rear Commodores**

It shall be the duty of each Rear Commodore to assist the Commodore and Vice Commodore, and in their absence, a Rear Commodore may officiate in their stead.

**(iv) Flag Officers**

Will be responsible for overseeing the Activity and Auxiliary Sections and chairing their Annual General Meetings in accordance with the Rules., as follows:

<del>Inshore Racing Section</del>	<del>Rear Commodore Sail</del>
<del>Offshore Racing Section</del>	<del>Rear Commodore Sail</del>
<del>Dinghy Racing Section</del>	<del>Rear Commodore Sail</del>
<del>Cruising Section</del>	<del>Rear Commodore Sail</del>
<del>Power Section</del>	<del>Rear Commodore Power</del>
<del>Angling Section</del>	<del>Rear Commodore Fishing &amp; Dive</del>
<del>Game Fishing Section</del>	<del>Rear Commodore Fishing &amp; Dive</del>
<del>Dive Section</del>	<del>Rear Commodore Fishing &amp; Dive</del>
<del>Pipes and Drums Section</del>	<del>Vice Commodore or as nominated by the Commodore</del>
<del>Bosuns Section</del>	<del>Rear Commodore as nominated by the Commodore</del>
<del>Duty Officers Section</del>	<del>Vice Commodore</del>

**(b) Treasurer**

It shall be the duty of the Treasurer:

- (i) To ensure proper books of accounts are kept by the ~~General Manager~~CEO, which may be submitted for examination by the auditor at any time, but in any event in sufficient time to ensure that the auditor can produce an audit report for consideration at an Annual General Meeting in accordance with Clause 16(a).

All books and statement of accounts shall be open to inspection at any time by the members of the Board.

- (ii) To present to each meeting of the Board correct detailed statements of accounts showing the conditions of the Club's funds and property to date.
- (iii) To prepare and produce at the Annual General Meeting, financial statements in accordance with current accounting standards and regulations.
- (iv) To exercise a watchful supervision over all the financial transactions of the Club.

## 21. CHIEF EXECUTIVE OFFICER (CEO)~~GENERAL MANAGER~~

- (a) The Board shall have the power to:
  - (i) appoint a CEO~~General Manager~~ on terms and conditions as the Board considers fit;
  - (ii) review the performance of the CEO~~General Manager~~, and
  - (iii) terminate the appointment of the CEO~~General Manager~~.
- (b) The CEO~~General Manager~~ shall:
  - (i) exercise the day to day management of the Club premises and property, and control the staff employed by the Club; and
  - (ii) be responsible for the custody of the records, books, documents and securities of the Club.

## 22. ACTIVITY AND AUXILIARY SECTIONS

- (a) Special interest groups may, with the approval of the Board, form and operate as activity/auxiliary sections within the Club. These sections are identified in the Rules
- (b) Sections report to the Board through the appropriate Flag Officer as nominated in the Rules.
- (c) The details of the composition, objectives, duties, responsibilities, and regulations of the Sections and their functional Committees will be set out in the Rules.
- (d) The procedures for election of Committees for each Section will be set out in the rules.

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(e) The Board may establish other sections as required from time to time and suspend the operation of any section.

~~(a) Special interest groups may, with the approval of the Board, form and operate as activity/auxiliary sections within the Club and include:~~

~~(i) Activity Sections (that is those sections involving aquatic activity):~~

- ~~• Inshore racing~~
- ~~• Offshore racing~~
- ~~• Dinghy racing~~
- ~~• Cruising~~
- ~~• Power boating~~
- ~~• Angling~~
- ~~• Game fishing~~
- ~~• Dive~~

~~(ii) Auxiliary Sections (that is those sections providing support to, or enhancement of Club activities):~~

- ~~• Duty Officers~~
- ~~• Pipe Band~~
- ~~• Bosuns~~

~~(b) Each section will be run by a committee. The composition of each committee will be as determined by the Board from time to time (see Rule 4). Members of each committee shall be elected in accordance with Clauses 24 and 26 at each section's Annual General Meeting.~~

~~(c) Sections may hold section meetings of members involved in the activities of that section. Such meetings shall be convened and chaired by the captain (or chairperson) of the section and six members who are active in the section shall be a quorum.~~

~~(d) Any financial member is entitled to attend a section meeting and may, with the approval of the chairperson, speak at such meeting.~~

~~(e) Secretaries shall keep full and accurate minutes of each section meeting and a copy of the same, signed by the chairperson, shall be routinely provided to the General Manager for posting on the relevant notice board and distribution as directed by the Board.~~

~~(f) Committees shall meet as required, but not less frequently than once every three months. The Section Captain shall act as chairperson.~~

~~(g) Sections report to the Board through the appropriate Flag Officer.  
(See Clause 20(a)(iv).)~~

### ~~23 SECTION COMMITTEES: OBJECTIVES~~

#### ~~(a) Activity Sections~~

~~The objectives of each of the Inshore, Offshore, Dinghy, Cruising, Power, Angling, Game Fishing, and Dive Sections shall be to:~~

- ~~(i) encourage members to participate in the activities of the section;~~
- ~~(ii) promote improved skills in all aspects of the section's activities;~~
- ~~(iii) oversee the implementation of appropriate safety standards;~~
- ~~(iv) prepare a programme of events;~~
- ~~(v) ensure the safe, orderly and efficient conduct of all section events;~~
- ~~(vi) prepare a budget of income and expenditure;~~
- ~~(vii) encourage the strongest possible Club representation in any interclub, interstate or international events or regattas that have been endorsed by Sailing Committee or the Board, and~~
- ~~(viii) develop a succession plan for the committee positions.~~

#### ~~(b) Auxiliary Sections~~

~~The objectives of the Duty Officers, Bosuns, and the Pipes and Drums Committees will be as determined by the Board from time to time. (See Rule 4)~~

### ~~24. SECTION COMMITTEES: ELECTIONS~~

~~(a) The Annual General Meeting of each Activity Section shall be held within 30 days following the Annual General Meeting of the Club and shall be convened, and the elections supervised, by the responsible Flag Officer. (Clause 20 (a)(iv).)~~

~~(b) The responsible Flag Officer will ensure that:~~

- ~~(i) Section captains, chairpersons, secretaries and other committee members (except for representatives of each Division or Class) are elected only by financial members present who actively participate in the section; and~~
- ~~(ii) representatives of each Division or Class are elected only by those financial members present who actively participate in that Division or Class.~~

~~(c) Unless otherwise endorsed by the Board:~~

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- ~~(i) Section captains must be either Senior or Life Members of the Club; and~~
- ~~(ii) all other persons elected to any committee shall be financial members of the Club.~~

**235. ADMINISTRATIVE COMMITTEES**

~~The following~~ Administrative Committees covering the following areas of the club should~~shall~~ be maintained:

- Protocol ~~Committee~~
- Membership ~~Committee~~
- House ~~Committee~~
- Finance ~~Committee~~
- Sailing ~~Committee~~
- Harbour and Safety ~~Committee~~
- Planning ~~Committee~~
- Maintenance ~~Committee~~

The Board shall arrange for the formation, amalgamation, or disbandment of such ~~other~~ administrative committees as may be desirable from time to time.

The details of the composition, objectives, duties, responsibilities, and regulations of the Administrative Committees will be set out in the Rules.

**246. COMMITTEES: GENERAL PROVISIONS**

- (a) The Board shall approve the Section captain or chairperson and all members of each committee at the first or second Board meeting following the Club's Annual General Meeting.
- (b) Each committee shall be subject to the direction and control of the Board and the Board may remove and/or add members on any committee at any time.
- (c) The Commodore shall be an *ex-officio* member of all committees and entitled to vote.
- (d) Secretaries shall keep full and accurate minutes of each meeting and a copy of the same, signed by the chairperson, shall be routinely provided to the ~~General Manager~~CEO for posting on the relevant notice-board and distribution as directed by the Board.
- (e) Any committee may, with the approval of the Board, nominate a member as a delegate to any meeting of an association or body with which the Club is affiliated.
- (f) No committee or delegate shall commit the Club to any financial liability without the prior approval of the ~~General Manager~~CEO, (if within his delegated authority), or the Board.
- (g) The Board may establish other sections as required from time to time, and suspend the operation of any section.

**257. FINANCE: GENERAL**

The Club's financial affairs shall be arranged so that:

- (a) After providing for all expenses and payments considered by the Board to be necessary or desirable, the balance of the funds of the Club may be utilised or dealt with in such manner as the Board may determine for furtherance of the Objects of the Club.
- (b) Accounts with financial institutions shall be in the name of Fremantle Sailing Club (Inc.) and all drawings shall be signed by two officials, either:
  - (i) the ~~General Manager~~CEO, CFO and the Accountant; or
  - (ii) an Officer of the Club and either the ~~General Manager~~CEO, CFO or the Accountant; or
  - (iii) the ~~General Manager~~CEO, CFO or Accountant and a Senior Member who has been approved by the Board.
- (c) No goods shall be procured nor any liability incurred, except upon an order signed by an officer or employee of the Club authorised to do so by the Board. No member of the Club shall pledge its credit in any way whatsoever other than in strict conformity with this sub-clause, and if any member contravenes such rule, that member shall be solely responsible for the liability so incurred.
- (d) No payments may be made to a Board Member out of the funds of the Club (with the exception of out-of-pocket expenses for travel and accommodation in connection with the performance of the Board Member's functions) unless such payment is authorised by a resolution of a General Meeting.

**268. FINANCE: TRUST FUND**

- (a) The Club shall maintain a Club Trust Fund for the purpose of providing for the future replacement and refurbishment of items of the Club property in accordance with the schedule referred to in Sub-clause 28(e).
- (b) It shall be the duty of the Board of Trustees (the Trustees) to administer and invest the funds of the Club Trust Fund.
- (c) Expenditure on all items of refurbishment or replacement not provided for in the said schedule, and on all items of maintenance, shall be the responsibility of the Board.



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- (d) It shall be the duty of the Board in the first month of the Club's financial year (which commences on 1 April each year) to pay into the Club Trust Fund such sum as in the bona fide opinion of the Board will make adequate provision for the purposes of the Fund.
- (e) Expenditure from the Club Trust Fund shall only be for the purposes as aforesaid and, with the exception of fees paid by the Trustees for professional advice, shall be approved by a General Meeting. The Board shall administer all expenditure of moneys withdrawn from the Club Trust Fund pursuant to a resolution of a General Meeting.
- (f) It shall be the joint duty of the Board and the Trustees to prepare, to amend when necessary, and to maintain, a schedule of future replacement and refurbishment of the Club's assets that shall include the following details:
  - (i) All items of Club property that are to be the subject of future provision from the Club Trust Fund.
  - (ii) The quantum of the future provision made in respect of each such item.
  - (iii) The year when it is proposed to make expenditure from the Club Trust Fund in respect of each such item.
- (g) In the event that the Board and the Trustees cannot agree on any of the contents of the said schedule, or the amount to be paid pursuant to Sub-clause 28(d), then they shall refer the item or items in issue to a General Meeting for determination.

## **279. BOARD OF TRUSTEES (the Trustees)**

- (a) The members at each Annual General Meeting shall elect, on an individual basis, a minimum of three and up to five Trustees each of whom shall be a Senior, or Life Member who is nominated for the position by the Board and is not a member of the Board during the coming year.
- (b) A General Meeting may by way of Special Business resolve to remove, or replace a Trustee.
- (c) It shall be the duty of the Trustees to administer and invest the funds of the Club Trust Fund.

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- (d) The funds held in the Club Trust Fund shall be invested by the Trustees in investments as are allowed by the Trustees Act 1962 as amended. The Trustees shall also have the power, subject to the approval of the Board, to borrow against the security of any real property purchased with Club Trust Funds for the purpose of providing additional funds for investment in real property.
- (e) For the purpose of facilitating any or all of the investments contemplated by Sub-clause 29(d), the Club shall form a company to be known as FSC Nominees Pty Ltd. The memorandum and articles of FSC Nominees Pty Ltd shall provide that:
  - (i) the directors of the company shall be the Trustees;
  - (ii) the secretary of the company shall be the ~~General Manager~~CEO;
  - (iii) all of the assets of the company shall be held under a bare trust for the benefit of the Club, and
  - (iv) the company shall not trade or conduct any business in its own right, but shall act solely as a nominee company for the Club.
- (f) The Trustees may call upon the Treasurer to assist them with their duties and may also obtain professional advice as and when they think fit.
- (g) The Trustees shall make a report to each Annual General Meeting on the investments under their control, and on the items of replacement and refurbishment being provided for under the schedule referred to in Sub-clause 28(f).
- (h) The Trustees shall provide audited accounts of the funds under their control to each Annual General Meeting.
- (i) The Treasurer shall be an *ex-officio* member of the Board of Trustees and entitled to vote.

### 28~~30~~. COMMON SEAL

- (a) The Board shall have power to provide a Common Seal for the purposes of the Club and from time to time destroy the same and substitute a new seal in lieu thereof.
- (b) The Common Seal shall be kept in the custody of the ~~General Manager~~CEO.

~~(b)~~(c) The Common Seal shall be used only by the authority of a resolution of the Board and shall be affixed to all necessary deeds, instruments, mortgages, contracts, and other documents in the presence of any two of the Flag Officers and the ~~General Manager~~CEO.

### 2931. RULES

- (a) Subject to Clause 32(b) The Rules of the Club shall be as determined from time from time to time by the Board.
- (b) The Rules of the Club are to be published for members information. Upon any variation of the Rules the ~~General Manager~~CEO will ensure that the membership is advised by notice on the Club Website and on the Club Notice Board.
- (c) The members present at any General Meeting may, by ordinary resolution of which at least 14 days' notice has been given to all members, revoke or vary the Rules.

### 3032. LEASES AND LESSEES

- (a) Whenever any motion before a General Meeting requires payment of moneys over and above the once per year payment of annual maintenance fees by pen, hardstanding bay, and/or garage lessees only, the chairperson shall conduct a poll. The only members entitled to vote on such a poll shall be those who are registered at the Club as a lessee or the first named lessee of a pen, hardstanding bay, or garage. In the event that at least 50 such members participate in the poll, then their majority vote shall determine the fate of the motion.
- ~~(c)~~(d) Any of the four Schedules to the Rules setting out respectively the terms of Pen Lease Agreement – Part 1 Leases, Pen Lease Agreement – Part 2 Leases, Hardstanding Leases, and Garage Leases, shall not be amended other than at a meeting of the Club of members holding such respective leases (and at which meeting a quorum shall comprise 50% of the members holding such respective leases) of which at least 14 days' notice has been given, and provided that such resolution for amendment is carried by a majority of not less than two-thirds of members present holding such respective leases and notwithstanding Clause 36 of the Constitution, this Clause shall only be amended in respect of any of the leases in like manner.

**313. COMPLIANCE WITH LIQUOR LICENSING REQUIREMENTS**

The Board shall ensure that there is compliance by the Club with the requirements from time to time of the governmental authority administering liquor licensing in the State of Western Australia. See Rule 10.7.

**324. APPEAL TO LAW**

- (a) Members shall be held to consent to and be bound by this Constitution and the Rules of the Club.
- (b) The Board's interpretation of this Constitution and the Rules shall be final with the exception of the competition rules, the interpretation of which shall be made by the appropriate controlling authority in accordance with the rules governing that competition. See Rule 19.

**335. PREVIOUS CONSTITUTION**

All previous acts and appointments legal and valid under a former Constitution and Rules shall, subject to this Constitution and the Rules, remain legal and valid.

**346. CHANGES TO CONSTITUTION**

- (a) This Constitution may be altered or repealed or a new Constitution may be made only by Special Resolution at any General Meeting or at a Special General Meeting summoned for the purpose subject to compliance with Clauses 33 and 38 as the case may be except that the Special Resolution shall be carried if not less than three-quarters of the members present at the meeting and entitled to vote, vote in favour of such resolution.
- (b) As soon as is practicable after the making of any proposal for a change to the Constitution of the Club, the ~~General Manager~~ CEO shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.

**357. COPY OF CONSTITUTION AND RULES**

The current Constitution and Rules shall be freely available to members as an electronic document via the Club website.

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~~Members shall be provided with a copy of the Constitution and of the Rules of the Club upon the payment of such sum as determined by the Board from time to time.~~

**368. DISSOLUTION**

- (a) On application made in writing to the Board by not less than fifty Senior Members signifying their desire that the Club should be dissolved, a Special General Meeting shall be called to consider the question. At such a meeting, votes of at least three-quarters of the financial Senior Members present and entitled to vote will be necessary to carry the proposition for dissolution. Voting shall be by ballot.
- (b) If after the dissolution of the Club there remains, after the satisfaction of all its debts, liabilities, and debentures, any property whatsoever, the same shall not be paid to or distributed among members of the Club but shall be given or transferred to another association incorporated under the Act which has objects similar wholly or in part to the objects of the Club and which prohibits a distribution of its income and property among its members. Which association shall be determined by the members of the Club at or before the time of dissolution and in default thereof, or if insofar as effect cannot be given to such determination, then such payment or distribution shall be determined by a judge of the Supreme Court of Western Australia.

**379. DISPUTES AND MEDIATION**

- (a) The dispute resolution procedure set out in this Clause applies to disputes under this Constitution between:
  - (i) a member and another member; or
  - (ii) a member and the Club; or
  - (iii) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or

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- (ii) in the absence of agreement:
  - 1. in the case of a dispute between a member and another member, a person appointed by the Board;
  - 2. in the case of a dispute between a member or relevant non-member (as defined by clause 39(a)(iii)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A member of the Club can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 2015 or otherwise at law.

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