

THE ROYAL PERTH YACHT CLUB OF WESTERN AUSTRALIA (INC.)



CONSTITUTION 2019
Amended at the Annual General Meeting
on 29 July 2019

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OF WESTERN AUSTRALIA (INC) 2019

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Copy of Royal Warrant.

By The Office Administering, the Government of Western Australia

I have the honour to acquaint you that on the recommendation of Sir F. N. Broome I have been enabled to obtain the Queen's gracious permission that the Western Australia Agricultural Society and the Perth Yacht Club should both be allowed to assume the title of "Royal".

Downing Street
20th May 1890

Copy of Admiralty Warrant.

By the Commissioners for executing the Office of Lord High Admiral of the United Kingdom of Great Britain and Ireland, etc., etc.

Whereas we deem it expedient that the Members of the Royal Perth Yacht Club, being natural born or naturalised British Subjects, should be permitted to wear on board their respective vessels the Blue Ensign of His Majesty's Fleet, on the following conditions:

We do, therefore, by virtue of the power and authority vested in Us, under the provisions of the 73rd Section of the Merchant Shipping Act, 1894, hereby Warrant and Authorise the Blue Ensign of His Majesty's Fleet to be worn on board the respective vessels belonging to the Royal Perth Yacht Club, and to Members of such Yacht Club, being natural born or naturalised British Subjects, accordingly, subject to the following conditions:—

1. Every vessel belonging to the Royal Perth Yacht Club, in order to be eligible to wear the Ensign authorised by this Warrant, shall have been registered as a British Vessel in accordance with the Merchant Shipping Act, 1894.
2. The Ensign shall not, without our Authority in writing, be worn on board any vessel belonging to the Royal Perth Yacht Club, while such vessel is lent, on hire or otherwise, to any person not being a Member of the Club, or who, being a Member of the Club, is not a natural born or naturalised British Subject.

Given under Our Hands and the
Seal of the Office of Admiralty J.A. FISHER
this Twenty-eighth day of March, J. DURNFORD
1903.

By Command of their Lordships,
EVAN MacGREGOR.

Western Australia.

In the matter of "The Associations Incorporation Act, 1895."

(59 Vic, No 20)

These are to certify that THE ROYAL PERTH YACHT CLUB OF
WESTERN AUSTRALIA

is registered under the provisions of "The Associations Incorporation Act,
1895" .

Dated thisTwenty sixth ... day Of May 1953

Acting Master of the Supreme Court.

**CONSTITUTION OF
THE ROYAL PERTH YACHT CLUB OF
WESTERN AUSTRALIA (INC)
2019**

1. TITLE:

The name of the club is "The Royal Perth Yacht Club Of Western Australia (Inc.)"

2. OBJECT:

The Objective of the Club is to encourage our members to participate in the sport of boating.

3. DEFINITIONS:

In this Constitution and in any By-Laws made pursuant thereto, unless there is something in the subject or the context inconsistent therewith:

"Act" means the Associations Incorporation Act 2015 (WA) as amended from time to time.

"Club" means The Royal Perth Yacht Club of Western Australia (Inc.) being the Club referred to in a warrant dated 28th April 1890 of Her Late Majesty Queen Victoria as "The Royal Perth Yacht Club of Western Australia".

"Patron" The Governor of the State of Western Australia shall be invited to be the patron of the Club.

"Constitution" means the Constitution adopted by members of the Club at a General Meeting convened in accordance with the then Constitution or Rules of the Club and includes any subsequent amendments to such Constitution in effect from time to time.

"General Meeting" means a meeting of the Club that all members are entitled to receive notice of and to attend.

"General Committee" means the General Committee of the Club as formed pursuant to clause 25 of the Constitution.

"Liquor Act" means the Liquor Control Act 1988 of the State of Western Australia and the corresponding regulations and includes any amendment thereto or substitution thereof for the time being in force and applicable to the Club.

"Financial Year" means each period of 12 months beginning at midnight on 1 June and ending at 11.59 pm on the immediately following 31 May.

"Full Member" as defined by clause 6 of this Constitution also means "Ordinary Member" within the meaning of the Liquor Act.

"Yacht" or "boat" includes both sailing and power vessels.

Words importing the singular and plural number shall include the plural or singular number respectively and words importing the masculine gender shall include the feminine gender and vice versa unless the context clearly and expressly requires otherwise.

4. CLASS OF MEMBERSHIP:

- (1) The Club shall consist of members divided into the following classes:
 - (a) Honorary Life Members

- (b) Full Members
 - (c) Family Members
 - (d) Centreboard Members
 - (e) Junior Members
 - (f) Social Members
 - (g) Crew Members
 - (h) Outport Members
 - (i) Reciprocal Members
- (2) The combined total number of Honorary Life Members and Full Members shall not exceed 1300.

5. HONORARY LIFE MEMBERS:

- (1) Upon the nomination of a majority of the General Committee of the Club for outstanding services rendered to the Club a member may be elected as an Honorary Life Member by a majority of at least two thirds of the Members present and eligible to vote at a General Meeting.
- (2) An election pursuant to clause 5(1) of the Constitution shall be by way of secret ballot.
- (3) An Honorary Life Member shall have the same rights and privileges as those conferred upon Full Members by this Constitution.

6. FULL MEMBERS:

- (1) "Full Member" means a person over the age of 30 years who has been elected as a Full Member in accordance with the provisions of this Constitution.
- (2) Without limiting the rights conferred on a Full Member elsewhere in this Constitution, a Full Member:
 - (a) may attend and vote at General Meetings.
 - (b) may nominate for any office in the Club.
 - (c) may nominate or second any candidate for any class of membership of the Club.
 - (d) may nominate or second any member for any office of the Club.
 - (e) may use any facilities of the Club unless otherwise restricted by the Constitution, By-Laws or other proclaimed procedures or practices of the Club.
 - (f) may register a boat on the Club's Vessel Register.
 - (g) in the absence of a Full Member at a General Meeting, the Full Member may appoint, by proxy, his/her spouse or partner if they are a Family Member.
- (3) "Full Member Under 30" means a person between the age of 18 and 29 inclusive who has been elected as a Full Member in accordance with the provisions of this Constitution.

Without limiting the rights conferred on a Full Member elsewhere in this Constitution, a Full Member Under 30 shall be entitled to a reduced annual subscription.

7. FAMILY MEMBERSHIP:

- (1) "Family Membership" means a family group, all of whom shall reside at the same address and shall include a Full Member, Family Member (a spouse or partner) and Junior Members (children under the age of 18).

8. FAMILY MEMBERS:

- (1) A "Family Member", shall be the spouse or partner of a Full Member residing at the same address, and shall be entitled to exercise all the rights and privileges of a Full Member of the Club except that a Family Member:
 - (a) may attend as a guest, however, may not vote at any General Meeting of the Club, except as specified in clause 6, sub-clause 2(g).
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
 - (d) may not nominate or second any member for any office of the Club.
- (2) A Family Member (formerly Associate Member) shall be entitled to remain a Family Member in the event of the death of their spouse or partner who was a Full Member.

9. CENTREBOARD MEMBERS:

- (1) 'Centreboard Membership', once granted, is a concessional Membership that shall be renewed on an annual basis by application to Regatta Committee. In addition to meeting the normal criteria for Membership as defined in clause 15, the applicant shall satisfy the requirements of this clause 9.
- (2) A Centreboard Member shall own or part own a centreboard dinghy of an eligible class which shall appear on the Club's Vessel Register. Regatta Committee shall maintain a list of eligible classes of dinghies.
- (3) A Centreboard Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (4) A Centreboard Member shall be entitled to exercise all the rights and privileges of a Full Member of the Club except that a Centreboard Member:
 - (a) may not vote at any General Meeting of the Club.
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not register a boat on the Club's Vessel Register other than an approved Centreboard dinghy referred to in clause 9(2).
 - (d) shall cease to be a Centreboard Member upon failure to satisfy the requirements of clause 9(2).

10. JUNIOR MEMBERS:

- (1) "Junior Member" means a person under the age of 18 years who has been elected as a Junior Member in accordance with the provisions of this Constitution.

- (2) A Junior Member may register a boat on the Club's Vessel Register and skipper a boat in any programmed Club race.
- (2A) A Junior Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (3) A Junior Member:
 - (a) may not vote at any General Meeting of the Club
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
 - (d) may not nominate or second any member for any office of the Club.
- (4) A Junior Member shall cease to be a Junior Member three months after the date on which he/she attained the age of 18 years provided that where within the said period of three months a nomination to become a Full Member, Outport Member or Social Member has been lodged by the Junior Member in due form, the Junior Member shall remain a Junior Member until:
 - (a) election as a Full Member, Outport Member or Social Member; or
 - (b) election as a Full Member, Outport Member or Social Member is declined.

11. SOCIAL MEMBERS:

- (1) "Social Member" means a person over the age of 18 years who has been elected as a Social Member in accordance with the provisions of this Constitution.
- (1A) A Social Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (2) A Social Member shall be entitled to exercise all the rights and privileges of a Full Member of the Club except that a Social Member:
 - (a) may not vote at any General Meeting of the Club
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
 - (d) may not nominate or second any member for any office of the Club.
 - (e) may not register a boat on the Club's Vessel Register.
 - (f) may not cause a boat to occupy either pen or hardstanding facilities.

12. CREW MEMBERS:

- (1) "Crew Member" means a person who has been elected as a Crew Member in accordance with the provisions of this Constitution.
- (2) A Crew Member must be nominated by the current skipper of the boat on which the person crews or must be nominated by a Flag Officer.

- (2A) A Crew Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (3) A Crew Member shall be entitled to exercise all the rights and privileges of a Full Member of the Club except that a Crew Member:
 - (a) may not vote at any General Meeting of the Club
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
 - (d) may not nominate or second any member for any office of the Club.
 - (e) may not register a boat on the Club's Vessel Register.
 - (f) may not cause a boat to occupy either pen or hardstanding facilities.

13. OUTPORT MEMBERS:

- (1) "Outport Member" means any person who would otherwise be eligible for election as a Full Member whose usual place of residence is situated outside a 100 kilometre radius of the Crawley Clubhouse.
- (2) Together with the payment of their Annual Subscription, Outport Members shall each year provide to the General Manager proof of their usual place of residence.
- (3) An Outport Member may become a Full Member or Social Member by ceasing to be eligible for Outport Membership.
- (4) An Outport Member may request designation as a Full Member notwithstanding continuing eligibility as an Outport Member.
- (4A) A Outport Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (5) An Outport Member shall be entitled to exercise all of the rights and privileges of a Full Member except that an Outport Member:
 - (a) may not vote at any General Meeting of the Club.
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any member for any office of the Club.
 - (d) may not cause a boat to occupy either pen or hardstanding facilities.

14. RECIPROCAL MEMBERS:

- (1) "Reciprocal Member" means a person who has been elected as a Reciprocal Member in accordance with the provisions of this Constitution.
- (2) A person shall not be eligible for Reciprocal Membership unless that person is a member of a Reciprocal Yacht Club as defined within this Constitution or the By-Laws of the Club.
- (3) A Reciprocal Member shall cease to be a Reciprocal Member of the Club upon ceasing to be a member of a Reciprocal Yacht Club.
- (4) A person may not be elected to Reciprocal Membership unless that person has by way of letter or certificate signed by a proper officer of a Reciprocal Yacht Club or otherwise satisfied the General Committee:

- (a) that the person is currently a financial member of a Reciprocal Yacht Club.
- (b) of the type or class of membership of that person in a Reciprocal Yacht Club.
- (5) Together with the payment of their annual subscription, Reciprocal Members shall each year provide to the General Manager proof of their continued membership of a Reciprocal Club.
- (5A) A Reciprocal Member shall be entitled to receive notice of, and may attend, any General Meeting of the Club.
- (6) A Reciprocal Member shall be entitled to exercise all the rights and privileges of a Full Member except that a Reciprocal Member:
 - (a) may not vote at any General Meeting of the Club.
 - (b) shall be ineligible for election to the General Committee of the Club.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
 - (d) may not nominate or second any member for any office of the Club.
 - (e) may not register a boat on the Club's Vessel Register.

15. ELECTION OF FULL MEMBERS, FAMILY MEMBERS, CENTREBOARD MEMBERS, JUNIOR MEMBERS, SOCIAL MEMBERS, CREW MEMBERS, OUTPORT MEMBERS AND RECIPROCAL MEMBERS:

- (1) This clause applies to the election of Full Members, Family Members, Centreboard Members, Junior Members, Social Members, Crew Members, Outport Members and Reciprocal Members.
- (2) A reference in this clause to "member" includes "Full Member", "Family Member", "Centreboard Member", "Junior Member", "Social Member", "Crew Member", "Outport Member" and "Reciprocal Member".
- (3) In addition to any other provisions of this Constitution a person shall not be eligible for election as a member unless:
 - (a) the candidate for election has been nominated for membership by an Honorary Life Member, Full Member, Centreboard Member, or Outport Member and that nomination is seconded by an Honorary Life Member, Full Member, Centreboard Member, or Outport Member.
 - (b) the nomination is in writing specifying the class or type of membership for which the candidate is nominated.
 - (c) the candidate is personally known to both the Member nominating and the Member seconding the nomination.
 - (d) the name of each of the Member nominating and the Member seconding the nomination is printed thereon and is signed by each of them.
 - (e) the nomination sets out in the handwriting of the candidate the name, address and occupation of the candidate and is signed by the candidate.
 - (f) the candidate declares upon the written nomination that he or she agrees upon election to be bound by the provisions of this Constitution and any By-Laws made thereunder as respectively in force at the time of such nomination and as may be thereafter added to, altered or varied from time to time.

- (4) Nominations shall be in such form or forms as the General Committee may from time-to-time determine.
- (5) Each nomination for membership shall be sent to the Commodore or General Manager and shall be accompanied by all or such portion of the entrance fee (if any), then payable for the class or type of membership the subject of a nomination, that the General Committee from time to time determines.
- (6) An entrance fee paid to the Club in respect of a nomination shall be returned to the person by whom the fee was paid if the candidate is not elected to membership.
- (7) All applications shall be posted on the notice board of the Club for a period of not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election. The applications must set out:
 - (a) the name of the candidate.
 - (b) the name of each of the nominator and seconder.
 - (c) the class of membership for which the candidate has been nominated.
- (8) No candidate for election shall be declared elected except by ballot of the General Committee and the vote of two members of the General Committee against the election shall exclude the candidate from election.
- (9) Following a vote upon a nomination for membership the General Manager shall retain the nomination form.

16. HONORARY MEMBERS:

- (1) The following persons shall be eligible for election as Honorary Members of the Club.
 - (a) the Governor and/or Lieutenant-Governor of the State for the time being and their respective aides.
 - (b) the Premier, the Leader of the Opposition and Ministers of the Crown.
 - (c) officers of the Australian Armed Forces holding senior appointments in the State.
 - (d) visiting officers of the Royal Australian Navy and of all other navies visiting Western Australia on service.
 - (e) the Commodore of other Yacht Clubs.
 - (f) persons who in the opinion of the General Committee occupy distinguished or public positions and may wish to visit the Club.
- (2) A person referred to in sub-clause (1) may be elected by the General Committee of its own motion and without nomination.
- (3) A person referred to in sub-clause (1) who has been elected as an Honorary Member by the General Committee shall cease to be an Honorary Member at the end of such period of Honorary Membership as has been determined by the General Committee or upon ceasing to hold or occupy the position or office which had given rise to such eligibility, whichever event shall first occur.
- (4) No person shall be eligible for election as an Honorary Member pursuant to any provisions of the Constitution unless that person has attained the age of 18 years.
- (5) Honorary Members may exercise the rights and privileges of a Full Member of the Club except that an Honorary Member:

- (a) shall be ineligible for election to the General Committee of the Club.
 - (b) may not vote at any General Meeting.
 - (c) may not nominate or second any candidate for any class of membership in the Club.
- (6) The Commodore may deem a person visiting the Club on a particular day an Honorary Member, providing the period of Honorary membership does not exceed 14 days.

17. MEMBERS' GUESTS:

- (1) The maximum number of guests that a member may introduce to the licensed area of the Club per day for the purposes of Section 48 (4) (b) of the Liquor Control Act is five (5) otherwise than if it is ancillary to a meal, or for the purposes of a function.
- (2) A guest or visitor shall not be supplied with liquor on Club licensed premises unless on the invitation of and in the company of a member.
- (3) A member may not introduce as a guest of the Club pursuant to sub-clause (1), any person whom the General Committee has determined at any time or from time-to-time may determine, is not eligible for introduction as a guest of the Club.

18. WHEN MEMBERSHIP CEASES:

- (1) A person ceases to be a member when any of the following takes place:
 - (a) the Member dies;
 - (b) the Member resigns from the Club; and
 - (c) the Member is expelled from the Club,
- (2) The General Manager must keep a record, for at least one year after a Member ceases to be a member, of:
 - (a) the date on which the Member ceased to be a member; and
 - (b) the reason why the Member ceased to be a member.

19. RESIGNATIONS:

- (1) Any member wishing to resign from the Club shall give notice in writing to the Commodore or General Manager to that effect and upon giving the said notice the member shall cease to be a member but without relieving him from any liability to the Club incurred prior to the giving of such notice.

20. EXPULSION, CENSURE AND SUSPENSION:

- (1) If any member fails to comply with the provisions of this Constitution or the By-Laws made pursuant thereto or engages in conduct which in the opinion of the General Committee is prejudicial to or unbecoming of a member of the Club, the General Committee may by notice in writing to the member require him to show cause why he should not be expelled, suspended or censured as the General Committee may think fit.

- (2) Such notice shall specify the nature of the failure to comply with the Constitution or By-Laws or the conduct which the General Committee considers to be prejudicial to or unbecoming of a member of the Club and shall further state that the member shall be required on a date to be specified in the notice to appear before the Flag Officers of the Club and to offer such explanation or defence as the member thinks fit. The member may at his discretion and within a period of one month from the date of service of the notice elect to submit his explanation or defence in writing to the Flag Officers in lieu of personal appearance.
- (3) After hearing the member if he elects to appear or after considering his written explanation or defence or if after the expiration of one month from the date of service of the notice the member has failed to appear or give written explanation or defence the Flag Officers shall report their findings to the General Committee which may exonerate or expel, suspend or censure the member as it sees fit.
- (4) Any member who is expelled or suspended pursuant to this clause 20 and who may feel aggrieved by that decision of the General Committee may, by notice in writing to the Commodore or General Manager within one month of the date of the decision, appeal against such a decision. Such notice shall state the grounds of appeal and such appeal shall be heard at a duly convened meeting of the General Committee following the expiration of one month from the date of lodgement of the Notice of Appeal. Until the hearing of any such appeal the appellant shall remain suspended from all privileges of membership.
- (5) Notwithstanding any other provision of this Constitution, a quorum of the General Committee for purposes of expulsion of a member shall be the whole of General Committee save those granted Leave of Absence and a motion to expel a member shall require a ballot of the members of the General Committee.
- (6) A ballot for the expulsion of a member shall not be declared should the vote of two members of General Committee be against the motion.

21. REGISTER OF MEMBERS AND OFFICE HOLDERS

- (1) The General Manager, or another person authorised by the General Committee, is responsible for maintaining the Register of Members and record in that register any change in the membership of the Club.
- (2) The Register of Members and Register of Office Holders must be kept under the General Manager's control or custody or otherwise determined by the General Committee.
- (3) A member who wishes to inspect the Register of Members, Register of Office Holders or to inspect any other records of the Club must contact the General Manager to make the necessary arrangements.
- (4) If:
 - (a) a member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register; or
 - (b) a member makes a written request to be provided with a copy of the Register of Members,

the General Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.
- (5) A member has no right to remove the Register of Members or the Register of Office Holders.

22. MEETINGS OF MEMBERS:

ANNUAL GENERAL MEETING:

- (1) The General Meeting of the Club to be known as the "Annual General Meeting" shall be held prior to the 31st July in each year at such time as the General Committee may prescribe.
- (2) The purpose of and order of business of an Annual General Meeting shall be:
 - (a) to receive and if thought fit to adopt the report of the General Committee.
 - (b) to receive and if thought fit adopt the Balance Sheet, Income and Expenditure Statement and Statement of Cash Flows for the Club's financial year ending on the preceding 31st May.
 - (c) to receive, and if thought fit, adopt the Treasurer's Report and Auditor's Report.
 - (d) to elect Flag Officers and further Officers of the Club for the following year.
 - (e) to transact such other business as is brought forward and of which notice shall have been given in accordance with the Constitution.
 - (f) A notice of motion for any business to be brought forward at the Annual General Meeting must be in writing and lodged with the General Manager not later than 1700 hours on the 15th of June.
 - (g) Any notice of motion lodged in accordance with sub-clause (f) must be endorsed by a nominator, seconder and five other members, each of whom must be either Honorary Life Members or Full Members of the Club.
 - (h) to receive and consider any other financial statements or report for the preceding year presented under Part 5 of the Act.
 - (i) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act.

OTHER GENERAL MEETINGS:

- (3)
 - (a) A General Meeting other than the Annual General Meeting may be called at any time by the Commodore, or by the General Manager upon the direction of the Commodore or General Committee, or upon the request in writing of 2.5% of the Honorary Life Members and/or Full Members of the Club (or such lesser number that is more than 20 of the members who may call the General Meeting) specifying the business to be discussed at that meeting.
 - (b) Any request in writing received pursuant to sub-clause (a) shall be forthwith posted on the Club Notice board by the Commodore or General Manager.
 - (c) Notwithstanding any other General meetings called pursuant to clauses 22(3)(a) or 22(3)(b), a midyear General Meeting may be called each year in January or February to provide a review of the Club's performance and conduct any other business detailed in a notice of meeting.
 - (d) 50 members eligible to vote at a Annual General Meeting of the Club shall constitute a quorum for any General Meeting called in accordance with clause 22(3)(a) above.

TIME AND PLACE OF OTHER GENERAL MEETINGS:

- (4) A General Meeting called or convened pursuant to sub-clause (3) shall be held not earlier than 14 days nor later than 45 days after such meeting has been requested or called.
- (5) All General Meetings shall be held at the Crawley Clubhouse.

NOTICES OF MEETINGS:

- (6) The Commodore or General Manager shall cause to be posted upon the Club notice board and to all members eligible to attend such meetings at least 14 days before such meeting is to be held a Notice of Meeting specifying the business to be discussed at such meeting.

BUSINESS TO BE DEALT WITH:

- (7) A General Meeting called or convened pursuant to sub-clause (3) may deal with only such business as has been specified and referred to in the Notice of Meeting.

QUORUM:

- (8) Fifty members eligible to attend a General Meeting shall constitute a quorum.

CHAIRMAN:

- (9) At all General Meetings the Chairman shall be the Senior Flag Officer present and in the absence of the Flag Officers the meeting shall elect a Chairman.

LAPSING FOR WANT OF QUORUM:

- (10) If a quorum is not present within 15 minutes of the time appointed for a General Meeting the meeting shall lapse.

VOTING:

- (11) Unless otherwise provided in the Constitution every question submitted to a General Meeting shall be determined by a show of hands unless a ballot is demanded in accordance with this clause or required by the Constitution.

BALLOT:

- (12) At a General Meeting upon the demand by any five members eligible to attend or if otherwise required in accordance with this Constitution, a vote shall be determined by ballot.

CASTING VOTE:

- (13) Upon the equality of votes whether by show of hands or ballot, the Chairman of the meeting is entitled to a casting vote.

PROXIES:

- (14) No voting at any meeting shall be by proxy except at a meeting referred to in clause 41.

23. FLAG AND OTHER CLUB OFFICERS:

- (1) The Club shall elect the following officers of the Club who shall be known as "Flag Officers" and each of whose office shall be known as a "Flag Office":

- ≡ Commodore
- ≡ Vice Commodore

≡ Rear Commodore

each of whom must be the owner or part owner of a boat listed on the Club Register, provided that no termination or cessation of a Flag Officer's ownership or part ownership of a yacht registered on the Club Register shall disqualify that Flag Officer from continuing to hold office for the duration of the term of office for which the Flag Officer has been elected.

(2) The Club shall elect the following further Officers of the Club:

(a) namely:

≡ Captain Sail (who must be the owner or part owner of a boat listed on the Club Register),

≡ Captain Power (who must be the owner or part owner of a boat listed on the Club Register)

≡ Captain Dinghies

≡ Honorary Treasurer

(b) four (4) other members who shall each be known as "a member of the General Committee", two (2) of whom must be an owner or part owner of a boat listed on the Club Register.

24. ELECTION, ETC. TO FLAG AND OTHER OFFICE:

(1) Only Honorary Life Members and Full Members shall be eligible for election as officers of the Club and shall be elected at the Annual General Meeting (subject to the provisions of the Constitution relating to casual vacancies). Officers of the Club shall take office from the close of the Annual General Meeting at which they are respectively elected and shall hold office until the close of the next Annual General Meeting or until otherwise ceasing to be an officer of the Club in accordance with this Constitution.

(2) Nominations for election to an office referred to in this clause 24 shall be:

(a) in writing,

(b) signed by a nominator and a seconder each of whom shall be either an Honorary Life Member or Full Member of the Club,

(c) assented to by the candidate nominated,

(d) lodged with the Commodore or General Manager: (1) on or before 1700 hours on the 1st June in each year in the case of nomination for Flag Office, (2) on or before 1700 hours on the 15th June in each year in the case of nomination for Officers referred to in clause 23(2). Should either the 1st or 15th of June fall on a public holiday or weekend, nominations shall be lodged with the Commodore or General manager by 1700hrs on the last business day before the said date.

(e) posted forthwith upon lodgement on the notice board in the Wardroom,

(f) accompanied by particulars of a candidate's ownership or part ownership of a boat listed on the Club Register.

(3) In the event of there being more candidates for any office than there are vacancies to be filled, the election shall be by secret ballot and in any such ballot where the member has voted for candidates less in number than the number of vacancies to be filled such vote shall be deemed to have been cast informally.

(4) If there are insufficient nominations for any office the Chairman of the Annual General Meeting may accept further nominations from the floor of the meeting and conduct any necessary ballot for such vacancies.

- (5) If following any Annual General Meeting any office is vacant for want of nomination, such office may be filled as if it were a casual vacancy of an office other than Flag Office and notwithstanding that the office remaining vacant immediately following an Annual General Meeting may be a Flag Office.
- (6) A Commodore, Vice Commodore or Rear Commodore may not hold the same office for more than two years consecutively, excluding from such two year period any term of office by way of the filling of a casual vacancy.
- (7) An Office referred to in clause 23 shall become vacant if the Officer:
 - (a) resigns his Office by notice in writing to the Commodore or General Manager or being a resignation by the Commodore by notice in writing to the Vice Commodore or General Manager;
 - (b) ceases to be a member of the Club or is suspended from the Club;
 - (c) fails without leave of absence to attend three consecutive monthly meetings of the General Committee and does not on request furnish an explanation satisfactory to the other members of the General Committee as to the cause of his absence;
 - (d) becomes bankrupt or makes any arrangements or composition with his creditors generally;
 - (e) has a direct or indirect personal interest in any contract with the Club, provided however that an office shall not become vacant by reason of the Officer's personal interest in, or his interest in any company, society, firm or association which he has entered into, any contract with the Club if prior to the entering into of such contract he has declared to the General Committee full particulars of the nature and details of such direct or indirect interest; or
 - (f) is otherwise prohibited under the Act from sitting on a management committee (including the General Committee) of the Club.
- (8) Any casual vacancy of a Flag Office may be filled by election at a General Meeting.
- (9) Any casual vacancy of an Office referred to in clause 23(2) may be filled by the General Committee but the person appointed shall hold such Office only so long as the vacating member would have retained the same if no vacancy had occurred.

25. GENERAL COMMITTEE:

- (1) The business and management of the affairs of the Club shall be under the control of a Committee of Management known as the "General Committee" and shall meet a minimum of 9 times per annum, which shall comprise of the following officers:
 - = Commodore;
 - = Vice Commodore;
 - = Rear Commodore;
 - = Captain Sail;
 - = Captain Power;
 - = Captain Dinghies;
 - = Honorary Treasurer;
 - = The Four Members of the Committee; and
 - = The General Manager (without voting rights).
- (2) The General Committee may act notwithstanding the vacancy of any Office comprising the General Committee.

- (3) The General Committee may appoint up to five non-voting members to the General Committee for special tasks and for specified periods.
- (4) No member may be a member of the General Committee (or a member of any management committee of the Club) if they are prohibited to be on a management committee or be an officer under the Act.
- (5) The term of a member of the General Committee is when they are appointed from the close of the Annual General Meeting or from the time they are appointed to the close of the next Annual General Meeting.

26. POWERS AND DUTIES OF THE GENERAL COMMITTEE:

The General Committee may exercise all the powers of the Club except any power which this Constitution or a law requires the Club to exercise in General Meeting. The General Committee shall ensure the proper and efficient functioning and administration of the Club. Without limiting the power conferred on the General Committee by this Constitution, the General Committee has the powers from time to time:

- (1) To appoint a person to the office of General Manager of the club in accordance with clause 27.
- (2) To appoint, and delegate powers to, a committee or committees in accordance with clause 28.
- (3) To provide policy within which the administration and all other activities of the Club shall be conducted
- (4) To provide a policy for the investment of Club funds.
- (5) To lease, mortgage or charge any of the property or rights of the Club.
- (6) To determine who may sign bills of exchange, receipts, endorsements, cheques, releases, contracts and documents on behalf of the Club.
- (7) To purchase or otherwise acquire for the Club any property, rights or privileges and to sell or dispose of such property, rights or privileges at such price (if any) and upon such other terms as it thinks fit.
- (8) To pay for any right or property acquired or any service rendered to the Club either wholly or partly in cash, or in debentures or securities charged upon all or part of the present or future property of the Club.
- (9) To institute, conduct, defend, compound or abandon any legal action (including a complaint or other proceeding under the Liquor Control Act) by or against the Club or otherwise concerning the affairs of the Club and allow time for payment or satisfaction of any debt due and of any claim or demand by or against the Club.
- (10) To refer any claim or demand by or against the Club to arbitration and perform and observe any award following such arbitration.
- (11) To ensure that an accurate minute record is kept of every General Committee meeting.
- (12) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be within the powers exercisable by the General Committee (other than its power of delegation) as it thinks fit.
- (13) To elect, censure, suspend or expel members in accordance with the provisions of this constitution.
- (14) To nominate a person from time to time to be the manager of licensed premises on behalf of

the Club.

- (15) To make By-Laws from time to time being not inconsistent with this Constitution and at any time repeal or amend such By-Laws and any such By-Laws made and in force shall be binding on all members of the Club.
- (16) Without limiting the generality of the power to make By-Laws, to make By-Laws in relation to:
- (a) the use of the Club and its premises (subject always to the Liquor Act and this Constitution) by members and their guests.
 - (b) the conduct and management of the Club and its premises.
 - (c) the constitution, powers and functions of any committee.
 - (d) the designation of Reciprocal Yacht Clubs for the purposes of this Constitution and withdrawal of that status at any time. Unless otherwise designated or determined by the General Committee, the clubs specified in the Club By-Laws shall be Reciprocal Yacht Clubs for the purposes of this Constitution.
 - (e) Such register or registers of sailing boats, power boats or tenders and the determination of conditions upon which such vessels shall be entered in and removed from such register or registers.
 - (f) Club uniforms and dress.
 - (g) ensigns, flags and burgees of the Club (subject always to the Admiralty Warrant granted to the Club on 28 March 1903).
 - (h) the use and occupation of Club jetties, moorings, pens, hardstanding bays and other facilities.
 - (i) To do all things necessary to comply with the Liquor Control Act.

PROVIDED ALWAYS that the members of the club in General Meeting may amend, alter, revoke, vary or discharge any By-Law so made. In the case of any By-Law or regulation relating to entrance fees, subscriptions, calls or levies any such amendment, alteration, revocation, variation or discharge shall take effect from any date or dates (not being a date earlier than the commencement of the financial year current at the date of the General Meeting) as the General Meeting may determine; whereas in the case of any other By-Law such amendment, alteration, revocation, variation or discharge shall take effect from any date or dates (not being a date earlier than the date of the General Meeting) as the General Meeting may determine.

- (17) To do all other such acts, matters and things as are incidental to or conducive to the object and activities of the Club.

27. GENERAL MANAGER:

- (1) The General Committee may from time to time appoint a person to the position of General Manager of the Club for such period and on such terms as the General Committee thinks fit, and, subject to the terms of any agreement entered into with that person, the General Committee may suspend or revoke any such appointment.
- (2) The General Manager shall, subject to the terms of any agreement with that person, receive such remuneration as the General Committee determines.
- (3) The General Committee may upon such terms and conditions and with such restrictions as the General Committee sees fit, confer on the General Manager any of the powers exercisable by the General Committee:
 - (a) Any such powers so conferred may be concurrent with, or be to the exclusion of,

the General Committee's powers; and the General Committee may at any time withdraw or vary any of the powers so conferred on the General Manager.

- (4) The General Manager is responsible for the day to day administration of the Club, within the provisions of this Constitution, Club By-Laws and the policies set by General Committee.
- (5) In addition to such other duties as may be determined by the General Committee, it shall be the duty of the General Manager:
 - (a) to appoint and remove or suspend other managers, agents and employees for permanent, temporary or special services.
 - (b) to keep a true record of all General Meetings of the Club and meetings of the General Committee.
 - (c) to maintain an up to date register of members in respect of each class of membership. This register shall be continually available for inspection at the Club premises, subject to the terms set out in clause 21 of this Constitution.
 - (d) to maintain such register or registers of boats as the General Committee may from time to time determine.
 - (e) to notify all candidates for membership of their election or otherwise.
 - (f) to exercise general supervision of the Club premises and property.
 - (g) to maintain on behalf of the Club a record of all officers and members of committees and other persons otherwise to act on behalf of the Club with those records to be kept in his custody or control, unless otherwise determined by the General Committee.

If a person appointed as General Manager is also a member of the Club, his membership shall be suspended for such a period as he holds the appointment of General Manager, without payment of subscription pro rata for such period as he holds such appointment, and without detriment to his qualifying period of membership to be eligible for the benefits listed in the Club By-Laws.

The General Manager (whether or not a person whose membership is suspended pursuant to sub-clause (5) shall be entitled to all the privileges of an Honorary Member during such time as he holds the appointment of General Manager.

28. COMMITTEES:

- (1) The General Committee shall make By-Laws which provide for:
 - (a) the appointment of a House, Regatta and Finance Committee and such other committees consisting of the members of the General Committee and other persons as the General Committee thinks fit;
 - (b) the delegation of the General Committee's powers to such a committee;
 - (c) the quorum for such a committee;
 - (d) the appointment of a chairman to such a committee;
 - (e) the determination of questions arising at meetings of such a committee;
 - (f) otherwise as to the conduct of such a committee; and
 - (g) and at any time may vary, supplement or repeal such By-Laws.

A committee appointed under sub-clause (1) shall exercise the powers delegated by the General

Committee and conduct itself in accordance with the relevant By-Laws and any direction of the General Committee which is consistent with those By-Laws and this Constitution and a power so exercised is deemed to have been exercised by the General Committee.

29. PROCEDURES AND ORDER OF BUSINESS

- (1) Notice of meeting to each General Committee meeting must be given to each member at least 5 days before the meeting.
- (2) The General Committee will otherwise determine and otherwise conduct its meeting procedures and order of business in accordance and consistent with the Club's Governance Manual, which may be amended from time to time by a majority decision of the General Committee.
- (3) The Chairman or in the Chairman's absence, the deputy Chairman must preside at each meeting.
- (4) Six elected members of the General Committee shall constitute a quorum for meetings, at least one of whom shall be a Flag Officer, the most senior of whom shall be Chairman. A member may attend a meeting by simultaneously being in contact by telephone or other means of instantaneous communication and vote as if that person was attending in person at the meeting.
- (5) If the quorum is not present within 30 minutes after the notified commencement time of the meeting, the meeting lapses.
- (6) Each member of the General Committee has one vote on any question arising at the meeting.
- (7) A motion is carried if a majority of members of the General Committee present at the meeting vote in favour of the motion. Where there is a deadlock, the Chairman has a second or casting vote.
- (8) The General Committee must ensure that minutes are taken and kept at each meeting, with the minutes to be entered into the Club's minute book within 30 days after the meeting is held.
- (9) The minutes must record the names of all members of the General Committee present at the meeting, any business considered at the meeting and any motion on which a vote is taken at the meeting and the result of the vote.
- (10) The Chairman must ensure that the minutes of meeting are reviewed and signed as correct by him or her at the next meeting or by the chairperson at the next meeting.
- (11) When the minutes of the meeting have been signed as correct, they are, until the contrary is proved, evidence that the meeting to which the minutes relate was duly convened and held; the matters recorded as having taken place at the meeting took place as recorded and any appointment purportedly made at the meeting was validly made.

30. ENTRANCE FEES & SUBSCRIPTIONS:

- (1) **ENTRANCE FEES**
Members shall pay in advance such entrance fees as specified in the By Laws of the Club.
- (2) **SUBSCRIPTIONS**
Members shall pay in advance such subscriptions as specified in the By-Laws of the Club. Annual subscriptions may only be altered, added to, amended, rescinded or revoked at any General Meeting, properly called or convened in accordance with provisions of the Constitution.

31. NON-PAYMENT OF ANNUAL SUBSCRIPTION:

- (1) Where a member's subscription (or portion thereof as determined by the General Committee) remains unpaid for two calendar months from the date the amount became payable, that member shall be informed in writing of his default and shall be advised that he may be posted as a defaulter if the appropriate subscription or portion thereof is not paid within one calendar month of the date of the advice to such member.
- (2) Any member who has not complied with the requirements of such foregoing paragraph may have his name exhibited in the Club room as a defaulter and shall be suspended from the privileges of the Club until his subscription (or portion thereof as determined by the General Committee) is paid, and no person who is posted as a defaulter shall be introduced into the Club as a guest nor shall any yacht owned or partly owned by him be entered for any race held by the Club until such subscription or part thereof as determined by the General Committee has been paid by him.
- (3) Once a member becomes a defaulter the General Committee may at any time thereafter by certified mail notify the defaulter that if the monies by reason of which the member has become a defaulter are not paid to the Club within 14 days after posting of the said notice then he shall cease to be a member of the Club. Notwithstanding the provisions of clause 20, if the defaulter fails to pay the said monies within the time aforesaid the defaulter shall be removed from the Membership List of the Club and cease to be a member of the Club.
- (4) A newly elected member shall pay his subscription (or portion thereof as determined by the General Committee) within one month after election, otherwise such election shall be void, provided that the General Committee shall have the power upon a satisfactory explanation being given, to receive such subscription or portion thereof as may be determined by the General Committee after the expiration of the month and declare the election valid.
- (5) For the purpose of sub-clause (6), "Unfinancial Member" means any member who after 45 days from the due date for payment has not paid his annual subscription or any instalment thereof, or any call or levy pursuant to clause 32 or any other amount due to the Club by that member.
- (6) An unfinancial member shall not:
 - (a) hold any office or be elected to hold any office whether upon the General Committee or otherwise.
 - (b) vote at any General Meeting.

32. CALLS AND LEVIES:

- (1) Calls and levies may from time to time be imposed upon and shall be payable by members of the Club provided that:
 - (a) no call or levy shall be payable by an Honorary Life Member or Honorary Member.
 - (b) the amount and terms of payment and the class or classes of member liable to pay any such call or levy have been approved by a General Meeting.

33. PAYMENT OF MONEYS DUE:

- (1) Members must pay all moneys due from them to the Club, within 30 days of issue of the Club's Invoice/Statement.
- (2) No member who has been notified by the Commodore or General Manager in writing that the member is indebted to the Club may increase his debt.

- (3) To any debt in respect of which a Club Invoice/Statement has been issued and which remains unpaid for more than 30 days thereafter a penalty at the rate set down in Club By-Laws for each month or portion of a month calculated from the expiration of such 30 days until payment may be added and shall be payable at the discretion of the General Committee without prejudice to the provisions of the next sub-clause.
- (4) If a member fails for 60 days to pay any money due from his to the club the General Committee may by notice in writing request him to pay such money together with any fine, within one calendar month from the date of such request. If such notice is not complied with the member may at the discretion of General Committee be liable to the same provisions as if he were a defaulter in respect of payment of annual subscription or any part thereof.
- (5) Nothing in this clause contained shall preclude the Club from recovering any debt or fine from a member or former member by appropriate legal proceedings.

34. DUTIES OF HONORARY TREASURER:

- (1) All moneys due to the Club are recovered and paid into such bank account of the Club as the General Committee may nominate and pay out all moneys approved for payment by the General Committee or as required and necessary for the normal day to day management of the Club. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by people authorised by the General Committee.
- (2) It shall be the duty of the Honorary Treasurer:
 - (a) to see that adequate accounts and books are kept showing the financial affairs of the Club and the particulars usually shown on books of like nature.
 - (b) to report at each meeting of the General Committee upon the Club's financial position and to advise at such meeting of default in payment of moneys to the Club being moneys due by way of annual subscription or otherwise.
 - (c) to produce to each Annual General Meeting financial accounts for the financial year last past such financial accounts having been duly audited.

35. AUDITOR AND AUDIT:

- (1) An auditor of the Club shall be appointed by the General Committee. As a condition of eligibility for appointment the auditor must be permitted by law to be appointed as auditor of a public company.
- (2) The remuneration of the auditor shall be fixed by the General Committee.
- (3) No person who has been appointed as auditor may be a candidate for election to the General Committee nor remain a member of the General Committee nor be appointed to fill any vacancy thereon.
- (4) It shall be the duty of the auditor:
 - (a) to audit the books and accounts of the Club in accordance with Australian Accounting Standards.
 - (b) to report to the General Committee such matters as the auditor is required to report in accordance with Australian Auditing Standards.
 - (c) to report on the financial affairs of the Club after the completion of each Annual Audit.

36. RESERVED:

- (1) Reserved.

37. COMMON SEAL:

- (1) The Common Seal of the Club shall be kept in the custody of the General Manager.
- (2) The Common Seal may only be affixed to any writing or document pursuant to a resolution of the General Committee and in the presence of any two Flag Officers of the Club who shall each sign the writing or document.
- (3) The General Manager shall keep a proper and correct record of all such instrumental deeds and mortgages, contracts and other documents to which the seal is affixed.

38. PROPERTY:

- (1) The income and property of the Club shall be applied solely towards its object and no part thereof shall be paid or transferred indirectly or by way of dividend, bonus or otherwise by way of pecuniary profit to any member provided that reasonable remuneration may be paid in good faith to officers, members and employees of the Club (provided that where a payment has been made to a member of the General Committee the member's interest has been declared as required by this Constitution) in return for services actually rendered or goods supplied, leased or hired. Where the payment is made to a member of the General Committee (or any management committee of the Club), the payment must be authorised by resolution of the Club.

39. CUSTODY OF BOOKS AND SECURITIES

- (1) Unless specified in this Constitution or determined otherwise by the General Committee, all books and securities of the Club must be kept in the General Manager's custody and control at a place determined by the General Committee.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Honorary Treasurer's custody or control at a place determined by the General Committee.
- (3) The books of the Club must be retained for at least 7 years.

40. ALTERATION TO CONSTITUTION:

- (1) This Constitution may be altered, added to, amended, rescinded or revoked at any General Meeting, properly called or convened in accordance with the provisions of the Constitution provided that no such alteration, addition, amendment, rescission or revocation shall be deemed to have been carried unless approved by a Special Resolution for the purposes of section 51 of the Act.
- (2) Within 30 days of the passing of a Special Resolution amending or altering the Constitution, the General Manager shall lodge certified copies of such resolutions and such other documents as required at law (and otherwise complying with Part 3 Division 2 of the Act) with:
 - (a) the Western Australian Department of Commerce;
 - (b) the Director of Liquor Licensing in Western Australia.

- (3) No amendment of or alteration to the Constitution shall take effect until written approval has been received from the Director of Liquor Licensing in Western Australia.

41. DISSOLUTION OF THE CLUB:

- (1) On application made in writing to the General Committee by not less than any combination of fifty Honorary Life Members and Full Members signifying their desire that the Club should be dissolved a General Meeting shall be called to consider the question.
- (2) Notice of such meeting specifying the purpose for which it is called and identifying that the resolution for dissolution of the Club is a special resolution, shall be posted on the Notice Board in the Club House and sent to every Honorary Life Member and Full Member not less than one calendar month before the day fixed for the General Meeting.
- (3) At such General Meeting, votes by proxy will be received and no resolution to dissolve the Club shall be deemed to be carried except upon the vote for such special resolution of not less than three-fourths of the total number of Honorary Life Members and Full Members, both present and voting or who have voted by proxy.
- (4) In the event of a Dissolution of the Club, the assets of the Club shall be realised and any balance remaining after satisfaction of all debts and liabilities of the Club and all costs, charges and expenses of the dissolution shall be distributed to any incorporated association or for charitable purposes all as approved by the Commissioner for the Department of Commerce (or its successor) including, without prejudice to the generality, any sporting club or association involved in the sport of yachting, dinghy sailing or power boating that meets the requirements of section 24(1) of the Act.

42. RACING:

- (1) The racing rules for sailing yachts in the Club are those of the Australian Sailing for the time being and such other rules as the Regatta Committee may adopt and issue in Sailing Instructions.
- (2) The rules of the Club for events for power yachts are those of the Power Yacht Committee of Australian Sailing for the time being and such other rules as the Regatta Committee may adopt and issue in Sailing Instructions.
- (3) Except in programmed invitation races, every yacht competing in any race or participating in any event must be under the control of and be the direct responsibility of a member of the club.

43. TRANSITIONAL:

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

44. INDEMNITY AND EXCLUSION OF LIABILITY:

- (1) Every officer or servant of the Club acting in performance or intended performance of their duties as an officer or servant of the Club shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as officer or servant in defending any proceedings whether civil or criminal.
- (2) The Club and/or its officers or servants acting in performance or intended performance of their duties as an officer or servant of the Club shall not be liable nor shall action at the instance of any member of the Club lie against the Club and/or any officer or servant of the

Club in respect of any actions, claims, demands of any kind on account of anything done or omitted to be done resulting in any injury, loss or damage to any person or property howsoever and wheresoever arising notwithstanding that such injury, loss or damage may have been caused by the negligence or wrongful act or default of the Club and/or its officers or servants.

45 DISPUTE RESOLUTION

TERMS USED

In this division of the Constitution:

“grievance procedure” means the procedures set out in this division;

“party to a dispute” includes a person:

- (a) who is a party to the dispute: and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

APPLICATION OF DIVISION

- (1) The procedure set out in this division (the grievance procedure) applies to disputes:
 - (a) between members; or
 - (b) between one or more members of the Club.

PARTIES TO ATTEMPT TO RESOLVE DISPUTE

- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

HOW GRIEVANCE PROCEDURE IS STARTED

- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 45(2), any party to the dispute may start the grievance procedure by giving written notice to the General Manager of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 60 days after the General Manager is given the notice, a General Committee meeting must be convened to consider and determine the dispute.
- (5) The General Manager must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the committee meeting is held.
- (6) The notice given to each party to the dispute must state:
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party’s representative, may attend the committee meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

If:

- (c) the dispute is between one or more members and the Club; and

(d) any party to the dispute gives written notice to the General Manager stating that the party:

- i. does not agree to the dispute being determined by the committee; and
- ii. requests the appointment of a mediator under clause 46,

the committee must not determine the dispute.

DETERMINATION OF DISPUTE BY THE COMMITTEE

- (7) At the committee meeting at which a dispute is to be considered and determined, the committee must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (8) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (9) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub clause 45(7)(c), give written notice to the General Manager requesting the appointment of a mediator under clause 46.
- (10) If notice is given under sub clause 45(9), each party to the dispute is a party to the mediation.

46. MEDIATION

APPLICATION OF DIVISION

- (1) This division applies if written notice has been given to the General Manager requesting the appointment of a mediator by a party to a dispute under clause 45(6)(d)(ii) or 45(9), If this division applies, a mediator must be chosen or appointed under clause 45.

APPOINTMENT OF MEDIATOR

- (2) The mediator must be a person chosen if the appointment of a mediator was requested by a party to a dispute under clause 45(6)(d)(ii) or 45(9), by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of subclause 46(2), then, subject to sub-clauses 46(4) and (5), the committee must appoint the mediator.
- (4) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) a party to a dispute under clause 45(6)(d)(ii); or
 - (b) a party to a dispute under clause 45(9) and the dispute is between one or more members and the Club.

- (5) The person appointed as a mediator by the committee may be a member or former member of the Club but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

MEDIATION PROCESS

- (6) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (7) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (8) In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard;
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (9) The mediator cannot determine the matter that is the subject of the mediation.
- (10) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (11) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

- (12) If as a result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting during the period of suspension or expulsion.

