



**NEWCASTLE CRUISING
YACHT CLUB LIMITED**

By-Laws

These by-laws have been compiled by the Board of Directors of Newcastle Cruising Yacht Club Limited (NCYC) pursuant to Clause 1.2 (h) of NCYC's Constitution and should be read in conjunction with the Constitution of NCYC.

Preliminary

Words and headings in these By-Laws have the same meaning as words and headings of the Constitution of the NCYC.

To the extent an ambiguity exists between these by-laws and the NCYC's Constitution the Constitution will take precedence.

1 Alteration of By-Laws

The Directors reserve the right to alter or amend the By-Laws from time to time. Following an amendment to the By-Laws Members of the Club will be notified.

2 Directors Roles and Responsibilities

The Board comprises seven (7) Directors elected on an annual basis at the Annual General Meeting. The Directors assume the following roles:

2.1 Commodore

The principal "Flag Officer" sets a direction for the Club and is responsible for the organisation, management and delegation of duties of the Club. The Commodore chairs General Meetings.

2.2 Vice Commodore

The second in command "Flag Officer" is responsible for the organisation and management of all the land-based aspects of our Club, maintenance and capital improvements to the Club's Commercial Buildings and surrounds, Clubhouse, Marina and On Water Assets. The Vice Commodore chairs the Assets Committee.

2.3 Rear Commodore

The third in command "Flag Officer" oversees the organisation and management of sailing activities and associated aspects at NCYC. The Rear Commodore chairs the Sailing Committee and delegates chairs for the Sailing Sub-Committees.

2.4 Club Captain

The Club Captain oversees the organisation and management of social activities and events including Cruising Fleet calendar, Club Raffle and Members Draw. The Club Captain chairs the Social and Cruising Fleet Committees.

2.5 Honorary Treasurer

The Honorary Treasurer is a Director and is responsible for all club finances and the submission of any legal documents required by law. The Treasurer keeps the Board apprised of the Club's financial position at each General Meeting.

2.6 Directors

The remaining Directors act as representatives of the membership at large and provide advice and support to the Officers in the management of the Club.

3 Board Committees

Pursuant to Clause 12.7 of the Constitution and as outlined in these by-laws NCYC will have the following Board Committees with the delegated responsibility as outlined below. The purpose of these committees is to assist the Board to carry out the objects of the Club.

3.1 Sailing Committee

The objectives and delegated responsibilities of the Sailing Committee, which will generally be chaired by the Rear Commodore, are:

- To develop and implement NCYC's annual sailing program by preparing a calendar, plan and budget for approval by the Board;
- Following approval, oversee the sailing activities at NCYC and support NCYC's employees and volunteers involved in conducting NCYC's sailing activities;
- Determine strategies for the future growth of sailing at NCYC and provide recommendations for Board approval regarding those strategies and how they will be achieved.

The Sailing Committee may be structured into sub-committees which are delegated with the responsibility of determining and achieving certain Sailing Committee objectives. The organisation of any such sub-committees will rest with the Sailing Committee, comprising:

- She Sails
- Youth Sailing
- Regattas
- Lasers

3.2 Sailing Safety Committee

The objectives and delegated responsibilities of the Sailing Safety Committee, which will generally be chaired by the Rear Commodore and which sits within the Sailing Committee are:

- To carry out annual vessel safety audits and inspections and where appropriate issue safety certificates in compliance with Yachting Australia's Special Regulations in addition to the Racing Rules of Sailing;
- To ensure, as required, that competitors remain compliant with their safety certificates throughout the duration of each sailing season and if not determine the most appropriate action;
- Assist the Sailing Committee to develop a program to increase the awareness of safety issues related to the conduct of sanctioned aquatic activities undertaken by NCYC.
- In addition, the Sailing Safety Committee has the ability to provide advice to the Sailing Committee and, where appropriate directly to the Board, on issues related to safety in respect to all sanctioned aquatic events conducted by NCYC.

3.3 Finance Committee

The objectives and delegated responsibilities of the Finance Committee, which will generally be chaired by the Honorary Treasurer and which another Director will also sit on, are:

- To review and provide recommendations and direction to the Board regarding the management of the Club's financial position;
- Provide review and recommendations regarding the management of the financial risks to which the Club is exposed;
- To review and ensure the internal control systems are adequate;
- To assist with ensuring legal and regulatory compliance;
- To provide a Risk Management overview mechanism for the Club's activities and in particular to respond to requests by the Board to investigate relevant areas of concern;
- To assist with the annual audit process and preparation of the annual financial statements; and
- To carry out other special and strategic projects as directed by the Board from time to time.

3.4 Assets Committee

The objectives and delegated responsibilities of the Assets Committee, which will generally be chaired by the Vice Commodore, are:

- To review and determine maintenance and capital improvements to the Club's Commercial Buildings and surrounds, Clubhouse, Marina and On Water Assets;
- To develop, cost and following Board approval monitor the whole of life maintenance program for the marina structures;
- To develop, cost and monitor, following Board approval, a maintenance program for each building on a rolling 5 year cycle;
- To develop, cost and monitor, following Board approval, a

- repairs and maintenance program for On Water Assets; and
- To recommend, carry out and/or monitor specific capital projects up to and following Board approval of the project.

3.5 Social Committee

The objectives and delegated responsibilities of the Social Committee which will generally be chaired by the Club Captain are:

- To prepare an annual social program covering activities supported by the members for Board approval including the conduct of Club raffles and Members Draw;
- To assist NCYC staff implement the social program;
- To monitor the effectiveness of the Club's social events and with the assistance of the Management advise any actions to improve the offering.

3.6 Cruising Fleet Committee

The objectives and delegated responsibilities of the Cruising Fleet Committee which will generally be chaired by the Club Captain are:

- To prepare a social programme covering activities proposed in the ensuing year;
- To assist NCYC staff implement the Cruising Fleet program;
- To monitor the effectiveness of the Club's Cruising Fleet and with the assistance of the Management advise any actions to improve the offering.

4 Committee Reporting Responsibilities

The Chairman of each Committee is responsible for reporting to the Board on a monthly basis or as necessary regarding recommendations proposed or work carried out by the Committee on behalf of the Board.

5 Direction to NCYC Staff

The Board will exercise its executive authority through the Chief Executive Officer or if unavailable through other senior management staff only. No Director will, except in very exceptional circumstances, give directions to the NCYC employees.

6 Complaints in respect to and discipline of NCYC employees

Any complaint regarding an employee of NCYC shall be made to the CEO or to his/her delegated replacement or Club Manager. No member shall personally reprimand any employee of NCYC.

7 Member complaints and feedback

Any member wishing to make any suggestions as to the conduct of Club affairs or register any complaint regarding the way the Club's affairs are conducted should make such submissions in writing to the Commodore or

CEO of NCYC.

8 Senior Members

Pursuant to Clause 2.5 (b) of the Constitution a Senior Member will automatically hold this status of membership when the Board has been notified of the General Member's request to become a Senior Member.

9 Special Members

Pursuant to Clause 2.6 of the Constitution a General Member (or equivalent) of another Club with which NCYC has a formalised reciprocity arrangement may be admitted as a Special Member for a period not exceeding one (1) month or such extension of time as determined by the board. In order to receive the benefits of Special (Reciprocal Club) Membership the person must show their membership card of their Reciprocal Club and that Club must be identified on NCYC's Reciprocal Clubs Board inside the NCYC clubhouse.

10 Access to Restricted Parts of the Club

No member shall access restricted areas of the Club without good reason and where such a reason exists shall do so in the company of an NCYC employee. Restricted areas include the following:

- The Bar area
- The Dry stores
- The Cool Room
- All NCYC plant rooms and fenced off outdoor areas
- Gardening sheds
- Non-sailing related containers

11 Dress Standard in Clubhouse

Members and Guests are expected to be appropriately dressed as publicised on the Club's Noticeboard.

12 Conduct and Damage to Property

Members, Guests and Visitors upon the Club premises must not engage in conduct which:

- Is prejudicial to the interests of the Club;
- Causes offence to other members, their guests and visitors; and
- Is unbecoming of a member.

Members should at all times be mindful of the beliefs and cultural diversity of other members and their guests and be mindful of the concepts of equal opportunity and anti-discrimination for all.

Any member or any member the guest of whom causes damage to the Club premises or any Club property shall be responsible to the Club for the cost of repairing such damage.

13 Marina and Carpark

NCYC prepares a set of Marina Rules and Carpark Rules in respect to the running of the Marina and Carpark in accordance with Clause 1.2 of the Constitution of NCYC. These rules are subject to change from time to time as agreed by the Board of Directors and are located in Appendix 1 to these by-laws and on the Club Notice Board. The Marina and Carpark Rules apply to all Members of NCYC as well as all boat owners occupying marina or Carpark space at any NCYC site.

14 Use of NCYC's Equipment including On Water Assets

Members must take every care to maintain the good condition of NCYC's equipment. If an item of equipment is damaged while being used by a member, they must as soon as possible notify the:

- Sailing Manager;
- Sailing Academy Manager
- Marina and Assets Manager; or
- Chief Executive Officer.

15 NCYC's On Water Assets

15.1 Authorised Users

Authorisation to use NCYC's On Water Assets may be granted by any one of the following: Rear Commodore; CEO; Sailing Manager; or Sailing Academy Manager.

15.2 Committee Boats

Only members with a valid NSW boat licence and with the approval of NCYC Authorised Users are allowed to drive NCYC's committee boats. Only authorised committee boat crew members are allowed on NCYC's boats.

Following use of any of NCYC committee vessels the vessel's log must be thoroughly completed and if re-fuelling is required the committee vessel crew members must organise for the vessel to be re-fuelled as soon as convenient.

15.3 Club Sailing Boats

Only members with the approval of NCYC Authorised Users may have access to Sailing boats.

The vessel's logbook must be thoroughly completed and filed with a copy of signed authorisation at the Club's premises. A Condition Report must be completed at the beginning and end of each session.