

Kuring-gai Motor Yacht Club



Board Charter

28 April 2025



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1. Introduction

- 1.1 The role of the Board (also known as the General Committee) is to provide strategic guidance for Kuring-gai Motor Yacht Club ("KMYC") and effective oversight of the Flag Officers to protect and enhance the value of KMYC in the interests of the Club and in accordance with the duties and obligations imposed upon it by the Club's constitution and by law, while taking due regard of the member's interests.
- 1.2 In performing its role, the Board aspires to uphold the highest standards of corporate governance in accordance with all relevant legislative and regulatory obligations and good practice guidelines.
- 1.3 This Charter sets out the Board's roles and responsibilities, membership, and terms of operation.

2. Responsibilities of the Board

- 2.1 The Board is responsible for:
 - a. Approving the business strategy and the financial objectives of KMYC, and monitoring the implementation of those strategies and objectives;
 - b. Approving KMYC's annual budgets (and any re-forecasts) and financial statements and monitoring financial performance against forecast and prior periods;
 - c. Overseeing the operational and financial performance of KMYC;
 - d. Considering the social and environmental impact of KMYC's activities and approving KMYC's Environmental and Social Strategy and Policy;
 - e. Overseeing under the guidance of the Vice Commodore the management of material risks consistent with the strategic objectives and Board approved policies, and that sufficient resources are dedicated to risk management
 - f. Overseeing KMYC's processes for making timely and balanced disclosure of all material information concerning KMYC that a reasonable person would expect to have a material effect on the finances or the running of the Club
 - g. Reviewing and approving with the guidance of the Vice Commodore and Honorary Treasurer KMYC's Staff Remuneration and the appointment and replacement of the Member Services & Maintenance Officer (MSMO) and the Club Secretary.
 - h. Monitoring work, health and safety (WHS) matters and approving relevant WHS policies and tracking regulatory changes that impact KMYC.,
 - i. Reviewing, with the guidance of the Honorary Treasurer, the integrity of financial, regulatory
 - j. and other reporting, and reviewing and evaluating the performance and independence of the external auditor;
 - k. Ensure that the Members interests are considered in any decision-making process.
 - l. Approving any other policies required to be approved by the Board and in accordance with KMYC's Policy Governance Framework.

3. Role and responsibilities of the Commodore

- 3.1 The Commodore shall be appointed in accordance with the Constitution.
- 3.2 The role and responsibilities of the Commodore include:
- a. providing leadership to the Board and to KMYC;
 - b. ensuring the efficient organisation and conduct of the Board;
 - c. facilitating Board discussions to ensure that core issues facing KMYC are addressed and to maintain the Board's understanding of KMYC's financial position, strategic performance, operations and affairs generally including any opportunities and challenges;
 - d. maintain effective relationships with key stakeholders (eg. National Parks & Wildlife Services, Maritime and Northern Beaches Council);
 - e. fostering a constructive governance culture and promoting consultative and respectful relations between Board members and
 - f. facilitating effective decision making at Board meetings

4. Responsibilities of Individual Directors

- 4.1 All directors are expected to comply with their legal, statutory and fiduciary duties and obligations when discharging their responsibilities as directors, which include (but are not limited to):
- a. acting in good faith and in the best interests of KMYC as a whole;
 - b. acting with honesty and integrity, and with due skill, care and diligence and in the best interests of KMYC as a whole;
 - c. preventing matters from arising that would adversely affect the prudential standing or prudential reputation of KMYC as a whole;
 - d. challenging constructively;
 - e. participating actively in the decision-making process of the Board;
 - f. providing entrepreneurial leadership within a framework of prudent effective controls;
 - g. satisfying themselves on the integrity of financial information;
 - h. avoiding conflicts of interest wherever possible
 - i. refraining from making improper use of information gained through the position of director and from taking improper advantage of the position of director; and
 - j. continuing to be a fit and proper person.
- 4.2 Directors will keep Board information, discussions, deliberations and decisions, which are not publicly known, confidential.

5. Composition and Membership.

5.1 The Board shall consist of:

- a. the Executive Officers; and
- b. Non-Executive Officers; and
- c. the immediate Past Commodore; and
- d. any temporary or substitute Director appointed by the General Committee in accordance with this Constitution.

The number of Non-Executive Officers shall, unless otherwise determined by the members in a general meeting, shall be not less than three (3) and not more than five (5).

- a. At any time not more than two (2) Full Members, each of whom is an owner or part-owner of a Sail Boat may be members of the General Committee, and not more than one (1) of those may be a Flag Officer.
- b. At any time not more than three (3) Full Members who are owners or part owners of a boat who do not moor or berth their boats on KMYC moorings/berths may be members of the General Committee and not more than one (1) of those may be a Flag Officer.

5.2 The Board will comprise:

- a. directors with an appropriate range of skills and experience;
- b. directors who have a proper understanding of, and competence to deal with, current and emerging issues of the Club and industry; and
- c. directors who can effectively review and constructively challenge the performance of the Flag Officers and exercise independent judgement.

5.3 Directors will be appointed pursuant to formal letters of appointment with a copy of the Board Charter to ensure that all directors clearly understand the expectations of KMYC and the Board.

5.4 The Club Secretary will be responsible for keeping membership records.

6. Board Committees

6.1 The Board may from time to time establish sub-committees of the Board to assist it in carrying out its responsibilities, and/or to consider matters of special importance or to exercise the delegated authority of the Board.

6.2 The Board has established a Social Committee to coordinate the social events throughout the year in more detail.

6.3 The Board will determine the membership and composition of the Committees, having regard to workload, skills and experience.

7. The Board and Management.

- 7.1 The Board has delegated day-to-day management and administration of KMYC to the Flag Officers under the Delegation Authorities below, however the Board is not absolved of the responsibility but remains accountable for the outcome.

Delegation Authority

- a. Each Flag Officer has the authority to approve individual expenditure up to \$5,000 but requires discussion with the Treasurer on state of finances before proceeding. Expenditure over \$5,000 needs to be approved by the Board.
- b. New Members must be interviewed by a Flag Officer before an offer of membership can be made with the subsequent ratification of the applicant agreed to by a Board majority.
- c. All Contracts to be signed by the Commodore after review by Honorary Treasurer and ratified by the Board where the expense level is above \$5,000
- d. The Vice Commodore has authority to authorise the hiring of both permanent and temporary staff after agreeing with the Treasurer the financial impact is not detrimental to the current budget.

8. Meetings

- 8.1 The Board shall meet On a monthly basis, but may may cancel a meeting by circular email and majority vote should a quorum not be available.
- 8.2 A quorum for a meeting shall be five (5) Directors personally or virtually present
- 8.3 The Commodore and the Club Secretary will be responsible for setting the agenda for each meeting subject to input from any Board member. Subject to the Constitution, the Board may regulate its own procedures for meetings.
- 8.4 The Board may request non Board members to attend part, or all of any Board meeting.
- 8.5 A Board meeting may take place using any form of technology that the Chair deems appropriate.
- 8.6 The agenda and supporting documentation will be circulated to the Board members within a reasonable period prior to each meeting.
- 8.7 The Club Secretary will circulate minutes of meetings to members of the Board within a reasonable period following each meeting. The draft minutes shall then be tabled at the next Board meeting for final review, approval and signing by the Chair.
- 8.8 Board members will refer to the General Committee any matters that have come to the attention of that Board member that are relevant for that General Committee's consideration.

9. Voting and Conflicts of Interest

- 9.1 Each member present at a Board meeting, including the Chair, has one vote.
- 9.2 In the event that votes are deadlocked, the Chair has a casting vote.
- 9.3 Any Board member with a real or perceived conflict of interest, must
 - a. disclose to the Board any actual or potential conflicts of interest, which may exist or be thought to exist as soon as they become aware of the issue;
 - b. take any necessary and reasonable measures to try to resolve the conflict; and
 - c. comply with the *Corporations Act 2001* (Cth) regarding the disclosure of conflicts of interests and restrictions on voting.
- 9.4 If a conflict or potential conflict situation exists, it is expected that the conflicted director shall be absent from the meeting whilst the Board discusses the matter and shall not vote on the matter, unless the other directors who do not have a material personal interest in the matter have passed a resolution that states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

10. Access to information and independent advice.

- 10.1 Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision-making. Independent professional advice includes legal advice and the advice of accountants and other professional financial advisors on matters of law, accounting or other regulatory matters, but excludes advice concerning the personal interests of the director concerned (such as service contracts with KMYC or disputes with KMYC).
- 10.2 Independent professional advice shall only be sought with the Chair's consent, which shall not be unreasonably withheld or delayed. Any advice obtained under this procedure will be at KMYC's expense and will be made available to the other members of the Board.

11. Review and publication of Charter.

- 12.1 The Board is responsible for reviewing this Charter, at least every two (2) years, and may make any amendments as it sees fit.
- 12.2 The Charter is available on KMYC's website.

