



# BOARD CHARTER

## 1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities and governance framework for the operation of the Board of the Townsville Motor Boat & Yacht Club Limited ACN 009 782 567 (the Club) and to other internal committees. The Club is subject to the Corporations Act 2001 (Cth) and its Constitution. If there is any conflict between this charter and the Constitution, the Constitution prevails.

## 2. OBJECTIVES

As a formal governing Board, the objectives of the Board are to provide leadership, and to determine and to monitor:

- (a) The general business and affairs of the Club;
- (b) The Club's objectives and its short, medium, and long-term strategic goals in achieving these objectives;
- (c) Policies governing the operations of the Club and the conduct of its members;
- (d) Powers and functions of Board committees, and other committees as may be established from time-to-time; and
- (e) Annual progress and performance of the Club in implementing its strategic goals and objectives.

## 3. RESPONSIBILITIES

- (a) The responsibilities of the Board are to:
  - (i) Make and/or amend from time-to-time, the by-laws that regulate the Board and the Club and its members;
  - (ii) Ensure compliance with the by-laws that regulate the Board and the Club and its members;
  - (iii) Review and approve strategic goals and objectives, budgets, and financial plans;
  - (iv) Oversee and monitor organisational performance and the achievement of strategic goals and objectives;
  - (v) Establish and determine the powers and functions of Board committees, and other committees established by the Board;
  - (vi) Monitor financial performance against forecast and prior periods, including approval of the annual financial report, and the liaison with external auditors and appointment of a registered Club auditor;



- (vii) Appoint and approve, and regularly assess the performance of the Club Manager;
  - (viii) Set the framework for the policy platform, which is the mandate for the operation of the policy committees;
  - (ix) Determine the desired culture for the Club and act as a role model of the desired culture;
  - (x) Enhance and protect the Club's reputation;
  - (xi) Promote the Club's objectives;
  - (xii) Set the Board's risk appetite, ensure risks are identified and appropriate control, monitoring, and reporting mechanisms are in place; and
  - (xiii) Engage with stakeholders including members, clients, employees, industry, government and other interest groups.
- (b) The responsibilities of individual Directors are to:
- (i) Act in good faith and in the best interests of the Club;
  - (ii) Not improperly use their position or misuse the Club's information;
  - (iii) Keep all aspects of Board discussions and the business of the Board confidential unless authorised by the Board to do otherwise;
  - (iv) Declare any conflict of interest;
  - (v) Act with care and diligence; and
  - (vi) Not allow the Club to operate while it is insolvent.

## **4. COMPOSITION AND MEETINGS**

### **4.1 Membership of the Board**

- (a) The Board comprises:
- (i) Not less than 6 and not more than 13 Directors (inclusive of those that are also Flag Officers) and if there are not more than 6 Directors then not less than 4 of those Directors must be Berth Owner Members;
  - (ii) The Flag Officers shall be Directors and shall consist of:
    - Commodore;
    - Vice Commodore;
    - Treasurer;
    - Secretary.
  - (iii) The Commodore on his or her retirement shall become Rear Commodore and will be entitled to attend all Board meetings in an advisory capacity for the year immediately following his or her retirement.



(b) Purpose, role and responsibilities of flag bearers

The following outlines the recommended portfolio responsibilities of each of the flag bearer positions. When a Director is appointed to a flag bearer position they bring with them particular skills and experience. At the Commodore's discretion, he/she may reallocate portfolio responsibilities between flag bearers and/or to other Directors with the appropriate skills and experience. Responsibilities of Flag Bearer positions include:

- i. **Commodore:** The Commodore is the senior flag officer of the Club, responsible for providing overall leadership and direction. They oversee the club's activities, represent it in external engagements, oversee strategic planning and future planning activities, and ensure that its operations align with its strategic plan and values. The Commodore chairs board meetings and works closely with other flag officers and the management team to foster a strong sense of community and encourage participation in club activities. Specific responsibilities include:
  - Understand and propose changes to the club's constitution and governance frameworks (board charter, policies and procedures, risk management, internal controls and performance management)
  - Understand regulations and laws relevant to the operations of the Club and ensure operations are compliant
  - Represent the Club at local, regional, state and national levels
  - May instruct the General Manager of the Club to call special meetings of the Board whenever that is considered appropriate
  - Shall manage Board meetings and set agenda, holding the casting vote at meetings
  - Seek input for agenda items prior to the next committee meeting and ensure that the agenda is circulated 5 days prior to the meeting
  - Ensure all Committee members fulfil their responsibilities to the Club
  - Report activities of the committee and performance against the Strategic Plan to the membership of the Annual General Meeting
  - Ensure that budgeting and planning for the future are carried out effectively and with input from members
  - Understand the association the club has with National/State sporting bodies and other key stakeholders
  - Liaise with stakeholders such as local council and local community groups
  - Liaise with the club's General Manager.
- ii. **Vice Commodore:** The Vice Commodore supports the Commodore and is responsible for managing the Club's marina, fleet and overseeing racing events and regattas. They are responsible for ensuring the fleet are properly maintained, seaworthy, and ready for use in club activities. The Vice Commodore ensures racing activities are well-organised, that safety protocols are followed during events, and that all club vessels are equipped with the necessary safety equipment. They ensure that the marina's infrastructure, including docks, berths, utilities and equipment is properly maintained and safe for use. Additionally, they act as a liaison between the club's members and the board, addressing any marina, fleet or racing related concerns. Specific responsibilities include:



- In the absence of the Commodore, assume the responsibilities of the Commodore as delegated, alongside appointed caretaker/s as deemed appropriate by the Commodore.
- Preside at all meetings of the club in the absence of the Commodore
- Assist the Commodore in ensuring that Committee members and other club support staff are carrying out their duties as required
- Train and mentor, the new incoming Vice-Commodore prior to changeover
- Assume additional club portfolios as required
- Remain a positive example, in both practice and attitude, to all club members.

iii. **Secretary:** Responsible for corporate governance and legal compliance. The Secretary advises the Board in respect of best practise corporate governance, oversee governance frameworks (board charter, policies and procedures, risk management, internal controls, and performance evaluation), club communication, correspondence, board reporting, record keeping and meeting procedures. They ensure the Club complies with relevant laws, regulations, and corporate governance standards, and ensures timely filing of required documents with regulatory bodies. Specific responsibilities include:

- In support of the Club's General Manager act as the point of contact for Club correspondence from outside agencies
- Establish a meeting schedule and schedule of business for executive and sub-committees.
- Maintain the Constitution and ensure an accurate and current copy is available to members
- Provide administrative support to the Committee in ensuring all association/agency responsibilities are dealt with appropriately
- Approve minutes for all General Meetings of the Club and distribute them in accordance with the Constitution.
- Receive all correspondence directed to the club.
- Endorse all correspondence ensuring they are in accordance with the direction of the Commodore and Committee.
- Liaise with key stakeholders including the Townsville Port Authority and Townsville City Council
- Train and mentor, the new incoming Secretary prior to the changeover
- Act as the Public Officer of the club (Incorporated Association)
- Undertake other duties as required.

iv. **Treasurer:** The Treasurer is responsible for managing the Club's finances, including overseeing budgeting, financial reporting, and ensuring fiscal responsibility. They oversee preparation of financial statements, manage club accounts, and monitor expenses to maintain financial health and transparency. The Treasurer plays an important role in advising the board on financial strategies and ensuring compliance with financial regulations. Specific responsibilities include:

- Exercise general supervision over the accounts of the Club including the receipt and dispersal of funds
- Present to the annual meeting of members an audited balance sheet and financial accounts of the Club for the preceding Club year



- Cause to be presented to each meeting of the Board statements of receipts and expenditures and such other reports about the monthly trading results of the Club as the Board may require
- Facilitate and manage the annual audit of the Club's accounts in consultation with the Club's auditors
- To ensure that the Club complies with its obligations at law to prepare and file tax and other revenue returns when due
- Undertake other duties as required.

v. **Rear Commodore:** Supports and advises the Commodore and Vice Commodore.

Specific responsibilities include:

- Represents the Club at Official functions when both the Commodore and Vice Commodore are absent.

(c) Purpose, role and responsibilities of the **General Manager**

While the General Manager is not a flag bearer, the position plays a pivotal role in the success of the club by ensuring that it runs efficiently and continues to meet the needs of its members. This role requires strong leadership, financial acumen, and excellent communication skills. The General Manager is responsible for overseeing the daily operations, administration, and overall management of the Club, and attends all Board meetings. Key responsibilities include:

- **Operational Management:** Oversees the daily operations of the club, including managing staff, maintaining facilities, and ensuring that services provided to members meet high standards.
- **Financial Oversight:** Manages the club's finances, including budgeting, forecasting, and financial reporting. The General Manager works closely with the Treasurer to ensure financial health and long-term sustainability.
- **Member Services:** Ensures that members' needs are met, including overseeing membership services, marina operations, events, and social functions. They play a key role in maintaining high member satisfaction and engagement.
- **Event and Regatta Management:** Coordinates the logistics for club events, regattas, and races, working closely with flag officers and committees to ensure smooth execution.
- **Staff Leadership:** Recruits, trains, and supervises club staff, ensuring they perform to expected standards and comply with club policies and procedures.
- **Compliance and Safety:** Ensures the club complies with all relevant regulations, including safety, environmental, and legal requirements. This includes managing risk and implementing safety protocols across the club's activities and facilities.
- **Liaison with the Board:** Works closely with the Commodore, board of directors, and flag officers to implement strategic plans and report on operational progress, ensuring alignment with the club's goals.

(d) Purpose, role and responsibilities of the **Club Captain:** The Club Captain is a position appointed by the Board. The Club Captain is not automatically a Board Member. The Club Captain is responsible for the sporting and social aspects of the club. They oversee member engagement in sailing activities and communication with sailing members, ensure vessels and equipment are well-maintained, manage the sailing program and sail



training and development. The Club Captain works closely with members to encourage participation in club events and ensures that all sailing activities are conducted safely and in line with club policies. Specific responsibilities include:

- Prepare and manage approval of the Sailing Calendar each year
- Allocate portfolio functions to sailing committee members (eg. Race Director, Handicapper, Training Coordinator, Safety Officer, and Social Coordinator) and oversee activities of those members
- Ensure Start boat is ready and available for each race
- Ensure race management volunteers are available for each race
- Oversee development and implementation of the sail training and development program
- Undertake other duties as required

#### **4.2 Meetings**

- (a) The Board may meet, adjourn and otherwise regulate its meetings as it sees fit, on a least a monthly basis.
- (b) The Commodore shall chair meetings of the Board and may instruct the Secretary or general manager of the Club to call special meetings of the Board whenever that is considered appropriate.
- (c) Meetings may be held using any technology consented to by all Directors.

#### **4.3 Minutes**

The Club Manager or the Secretary of the Club, or another person appointed by the Board, takes minutes of the proceedings of all Board meetings.

#### **4.4 Quorum**

- (a) Where the number of Directors is 6, the quorum for a meeting of the Board is 4, of which 3 must be Berth Owner Members.
- (b) Where the number of Directors is greater than 6 the quorum for a meeting of the Board shall be two thirds (2/3) the number of Directors, rounded up to the next whole number.

#### **4.5 Resolutions**

- (a) The resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) The chair has a casting vote if necessary, in addition to any vote he or she has as a Director.
- (c) A person who is an alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she



represents as an alternate Director at the meeting and who is not present at the meeting.

## **5 POWERS AND DELEGATIONS**

### **5.1 General powers**

- (a) The business of the Club, is to be managed by or under the direction of the Board. The Board's authority to govern the Club is granted under the Constitution.
- (b) Under the Constitution, the Directors may delegate any of their powers to a Board Committee.

### **5.2 Management**

Directors may delegate their powers as they consider appropriate. Management is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board and for all other aspects of the day to day running of the Club. However, ultimate responsibility for strategy and control and oversight of sound and prudent management of the Club rests with the Directors.

### **5.3 Board Committees**

- (a) The Board may establish committees of members that may include a member or members of the Board to represent, promote and manage the sporting and social interest of a group of members of the Club (Club Committees).
- (b) The Board has established the TYC Sailing Committee or TYCSC to assist in fulfilling its duties and responsibilities.

### **5.4 Sub-Committees**

- (a) The Board may approve the establishment of sub-committees from time to time with the purpose of advising the Club on specific developments and issues within their areas of expertise, under the overall strategic direction of the Club as approved by the Board.
- (b) The Board approves, and then periodically reviews, the charter and composition of each sub-committee.

## **6 BOARD EVALUATIONS**

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board and Directors performance. The Board may engage an independent expert to facilitate the process.

## **7 REVIEW OF BOARD CHARTER**



This Charter will be reviewed annually or more frequently by the Board as required.