

BOARD OF DIRECTORS BY-LAWS

1. Purpose

This By-law provides rules for dealing with matters before the Board of Directors of Keppel Bay Sailing Club Limited (The Club). These By-laws should be used in conjunction with the Club's Constitution.

2. Scope

All directors of the Club are bound by the Club's Constitution, By-laws, Code of Conduct, Policies, relevant legislation and Acts.

3. References

Corporations Act 2001

4. Director's Disclose of Interests

4.1. Material personal interest, duty to disclose

A director of the Club who has a material personal interest in a matter that relates to the affairs of the Club must give the other directors notice of the interest.

- a) The notice must give details of:
 - i) the nature and extent of the interest; and
 - ii) the relation of the interest to the affairs of the Club.
- b) The notice is to be given at a Board of Director's meeting as soon as practicable after the director becomes aware of their interest in the matter.
- c) The details must be recorded in the minutes of the meeting.

4.2. Restrictions on voting and being present

A director of the Club who has a material personal interest in a matter that is being considered at a Board of Director's meeting must not:

- a) be present while the matter is being considered at the meeting; or
- b) vote on the matter.

4.3. Participation with approval of other directors

The director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:

- a) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Club; and
- b) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

This approval cannot set aside the Club's Constitution, Clause 9.13 in relation to a director's material interest in any contract or arrangement or proposed contract or arrangement with the Club.

5. Appointed Director

This By-law is to be implemented in conjunction with the Club's Constitution, Clause 9.

5.1. Need for an appointed director

If as a matter of business at a Board meeting the Board of Directors identify a need for the appointment of a director, then the Board must pass an ordinary resolution seeking the appointment of a director. The resolution should contain:

- a) the specific purpose or duties that such an appointment would provide to the Board of Directors and or the Club;
- b) the length of the appointment; and
- c) whether an honorarium is offered.

5.2. Nomination Process

The Board of Directors will determine how a nominee is to be identified.

- a) Nominee/s can be identified by:
 - i) directors; or
 - ii) members; or
 - iii) expressions of interest.
- b) Nominee/s must be proposed and seconded by voting members of the Club; and
- c) The nomination/s prior to being tabled at a Board of Directors meeting must be accepted by the nominee.

5.3. Appointment

The Board of Directors' appointment of an Appointed Director is pursuant to an ordinary resolution of the Board (Rule 9.5(d) in the Club's Constitution). The resolution should contain:

- a) the full name of the nominee;
- b) the specific duties/role the nominee is expected to fulfil as an appointed director of the Club;
- c) the date on which the appointment ceases; and
- d) the amount, terms and conditions of an honorarium if offered.

The inclusion of an honorarium must be pursuant to Rule 9.19(a) in the Club's Constitution.

6. Independent Professional Advice

A director is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Club's expense on any matter connected with the discharge of their responsibilities, in accordance with the procedures and subject to the conditions set out below:

- e) the director must seek the prior approval of the Commodore, or Vice-Commodore or Company Secretary (as appropriate having regard to the relevant circumstances);
- f) in seeking such prior approval, the director must provide details of:
 - i) the nature of and reasons for the independent professional advice to be sought;
 - ii) the likely cost of obtaining the independent professional advice; and
 - iii) details of the independent adviser the director proposes to instruct.
- g) the approval of the Commodore, Vice-Commodore or Company Secretary must not be unreasonably withheld.

7. Meetings

A minimum of 48h notice will be given to Directors for any new Board of Directors meetings.

8. Evaluation and Review

The Board of Directors By-Laws should be reviewed by the Board at least every 2 years to ensure it remains consistent with the Board's objectives and responsibilities.

9. Document Information

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