



**MINUTES SPECIAL GENERAL MEETING OF MEMBERS
Tuesday 28th APRIL, 2026. 7pm at the Clubhouse**

Members Attending

Commodore Peter Demura, Vice Commodore Peter Gebhardt, Rear Commodore Cath Hurley, Club Captain Marnie Irving, Steve Reynolds, Mark Woodland, Betty Ryan, Andy Holmes, John Mooney, Past Commodore Wendy Luck, Peter Austin, Neil Sargeant, Andrew Poulton, Julie McKay, Jan Ferguson, Geoff Dart, David McKenna, Gary Bunyard, Brenton Smith, Lindsay Cormie, Peter Langhorne, Past Commodore Niesje Hees, Ian Pitt, Murray Cowdell, Anthony Garvey, Vanessa Twigg, Dave Gibson, Stephen Gray, Terry Fox, Patrick Purcell, Tony Fenton, Bryan Drummond, Pamela Merritt, Charles Stanton, Past Commodore Paul Woodman, Past Commodore David Bingham, Rod McKenna, Helen White, Susan Leaper, Ron Clarke, Iain McCoy, Matthew Gault, Kim Luck, Murray Erwin, Susan Cassidy, Claire Pritchard, Sergio Giurina, Martin Hutchinson, Bronwyn McIlveen, Past Commodore Paul Jackson, Ken Christensen, Josh Stuchbery, Margo Buckley, Sheree Reynolds, Alex Aver, Ted Masur, Martha Garkel, Philip Sloane, Glenn Norton, Don Richmond, Barbara Richmond, Kenn Williamson, Glenn Ferguson, Past Commodore Alan Woodward, Robina Smith, Mark Burton, Deborah Jonker, Jim Mai, Paul Jenkins, Lou Irving, Betty Ryan, David Hutchings, Libby O'Farrell, Simon Lynch, Jack Mordes, Sam Paynter, Greg Blanch, Keith Badger, John Walker, Chad Humphrey, James Heywood, Dan Lyon, Andrew Brown, Josh Galland, Simon Tedstone, Chris Wellman, Edward Rose, Peter Stubbings, Andrew McCallum, Nola Walch, Adrian Fitzpatrick, Andrew Perkins, Chris Sand, Susan Strain, Alexey Rudakov.

Apologies

Grant Dow, Warsama Bulhan, Gary Tishler, Past Commodore Ron Davies, Karl Fitch, Shirley Qian, Jacqui Bloink, David Jonker, Mary-Alice Tedstone, Past Commodore Peter Strain.

Opening of Meeting

Commodore Peter Demura welcomed members and opened the meeting with an apology for the delayed start due to the number of members registering. It was confirmed that a quorum of Members was present.

This meeting has been called Pursuant to Rule 30(3) by General Committee members Mark Buckley, John Mooney, Steve Reynolds and Betty Ryan to consider a number of rule changes Pursuant with Rule 31(3). In addition, Pursuant to Rule 32(5)(2), I as Commodore, have added an additional item of business Pursuant to Rule 33(3). Pursuant to Rule 40(2), three members, Patrick Purcell, Honorary Life Members Wendy Luck and Sue Leaper requested on the 18th of April for a secret ballot to be held and pursuant to Rule 40(2) I have allowed that to proceed. He outlined the process and the conduct of the meeting.

Motion 0 – being an ordinary motion requires a simple majority of votes cast to be carried

Motion 1 & 2 – being a special resolution requires a three quarters majority of votes cast to be carried.

Commodore Peter Demura

Before we move to the main item of business, I want to briefly explain the purpose of the resolution that is about to be tabled. It has come to the Committee's attention that, over a number of years, a number of Members were upgraded to Senior Membership without strict compliance with the procedural steps set out in the Rules. This occurred in good faith, and through no fault of the affected Members.

Those Members have:

- a. been recorded on the Register as Senior Members,
- b. paid Senior subscriptions, and
- c. participated in the Club for many years on that basis.

The resolution before the meeting is therefore not about changing anyone's status, but about fixing an irregularity with the process for the appointments so that the Register, past practice and the Rules are fully aligned and beyond future challenge.

Members will note that this matter was not included in the original Notice of Meeting. However, the resolution was lodged with the Secretary within the required time frame under the Rules and will proceed on that basis.

Before any vote is taken, I also wish to record my ruling as Chair on voting entitlement.

I rule in good faith that all Members whose names appear on the Register as Senior Members and who are financial are entitled to vote on these resolutions, including those whose historic appointments are being rectified. This ruling applies equally to votes cast in person and by proxy.

I make this ruling because voting entitlement under the Rules is determined by current registration and financial status, there is no power to disenfranchise registered Members, and excluding them would create greater governance risk rather than resolving it.

The resolution is intended to protect the integrity of the Club's governance, preserve past decisions, and remove uncertainty going forward.

With that explanation and ruling recorded, I will now read the motion.

Motion 0. Confirmation of Election as Senior Members

That pursuant to Rule 33(3) all persons purportedly admitted to Senior membership and having paid the requisite subscription without complying with the current rules Rules 9,10 and 11, or with the rules current at the time of membership before 5.00pm Tuesday 21 April 2026 be confirmed as having been elected as Senior Members.

Proposer Peter Gebhardt / Seconded by Rod McKenna

Q. Explanation of Rules 9, 10 & 11. Commodore explained the process and that some membership upgrades did not follow the full process.

Q. Tony Fenton – are we breaking one of the rules of the club?

A. Commodore - No, moving forward the rules will be followed. This motion confirms Senior members in the past.

Q. Chad Humphrey – Referring to Rule 9.2. Do the people voting tonight have to be senior member for the past 12 months.

A. Commodore – No. If the motion passes all Senior Members will be recorded as Senior Members duly recorded.

Q. Nola Walch – Clarification on date of rule change regarding admittance to the club this motion concerns upgrades only.

Q. Alan Woodward – This is a “Mea Culpa” motion to avoid putting Senior members through a corrective action.

Q. Murray Cowdell – request that the motion be put.

Members were asked to vote and place their ballot papers in the ballot box.

Declaration of Poll – Commodore Peter Demura declared that Motion 0 was carried.

Motion 1. Streamlining Membership Categories

To accept the proposed changes to Rule 7. (2) , Rule 8.(2)(b), Rule 8.(3)(b), Rule 34. (2)(h)

As per RBYC Proposed Rule Amendments March 2026

Treasurer Mark Buckley spoke to the motion highlighting the following points.

- Some rules are outdated.

- Catalyst from recent election whereby Intermediate members had the right to vote and Aquatic members did not have the rights to vote.
- Cash Flow negative
- Membership alignments to the broader issues and structures
- 40/50/60-year Members pay no subscription equates to 57% of subscription revenue comes from non-sailors.
- Fairer and better aligned structure.
- Resource issue with car parking.
- General Membership advocated to be aligned with crew membership.

Mark Buckley went through each of the Rule changes.

Proposer John Mooney / Seconded by Steve Reynolds

The Commodore opened the floor for comments and questions.

Q. Ian Pitt responded to the motions with a detailed analysis. He highlighted the relationship between the Rules of the Club, of the Associations Incorporation Reform Act 2012 (the Act), the Purpose of the Club detailed in the rules and the Liquor Control Reform Act 1998.

His key objections focused on the Primary Purpose of the club and merging categories dilutes the primary purpose of the club. By granting voting rights to General members paying significantly lower subscription compromises the financial contributions of long-term senior members.

He further questioned the validity of the Notice of Special General Meeting and Special Resolution in the format that it was presented.

He recommended deleting rules 7(2), 8(2) (c) (iii) as obsolete due to changes in the club's liquor license.

A. Commodore Demura acknowledged that Ian Pitt had challenged the validity of the meeting and the notice of meeting. He ruled that the meeting was legitimate and the proposed changes to the rules have been identified and communicated to members and the meeting should proceed.

A. Response from Mark Buckley – legal advice has been sourced and differing opinions will prevail.

Q. PC Paul Jackson – was motion discussed and voted on by General Committee

A. Commodore Peter Demura – the motions 1 & 2 were discussed by general committee the majority of committee expressed reservations on the motions. The movers of the motions decide to proceed to a Special General Meeting.

Q. Andrew Poulton – Nothing in the documentation preserves my voting rights as a Senior member.

A. Mark Buckley – voting rights are preserved for Senior members however there is opportunity for a new class of General members to vote.

Q. Edward Rose – I am a Senior member for voting rights only. If this motion is passed, I will downgrade and save myself \$600. Has the Treasurer done a financial analysis on the impact of this? How many other senior members do you expect to downgrade? What impact would that have on club finances?

A. Mark Buckley – Detailed analysis has been conducted. Privileges and pricing associated with By Laws is governed by the General Committee.

Q. Alan Woodward – would you agree “the road to hell is paved with good intentions”. The road fashioned changes not only one rule but many other consequences are apparent. This is not well thought out and I will vote no.

A. Betty Ryan response outlined that she is a non-sailing Senior Member. That the club can not remain a sailing club forever and that the club has an ageing population and to survive the club needs active younger members participating.

Q. Patrick Purcell Has the club budgeted how much money will be needed to change computer systems in light of the changes.

A. Commodore Demura – No it hasn't been budgeted by would take some administration time to implement.

Q. Peter Stubbings – requested comment on Senior membership over the past five years and the next five years.

A. Mark Buckley indicated that excluding the non-sailing members who have upgraded there is a decline of 20% of Sailing Senior Members.

Q. Tony Fenton commented that the average age in the club is 60.5 and 15 years ago it was 58.

Q. Nola Walch – detailed her involvement with the club. She maintained that the privileges of Senior Members need to be preserved and declared if the club is changing to a social club her boat and family will be leaving.

A. John Mooney responded that the passion for the club is outstanding. He spoke about the downward spiral of discounting fees and fragmenting membership. We have an opportunity to build a community with the current membership.

Q. Chad Humprey – Compared Baths membership with RBYC Senior membership. If you want to have a vote pay the Senior membership.

A. Mark Buckley – referred to car park issues.

Q. Sam Paynter – if we keep doing the same thing, how long have we got before we are insolvent.

A. Mark Buckley – positive actions are being undertaken, we have some time available.

Q. Vanessa Twigg – Rule 2 sets the Purpose of the Club. This discuss could be had without using a SGM. The motions are contrary to the Purpose of the Club.

A. Mark Buckley – legal advice has been sought.

Q. Murray Cowdell – Request that the motion be put.

Members were asked to vote and place their ballot papers in the ballot box.

Declaration of Motion 0 recorded above.

Motion 2. Updating Legacy Changes

To accept proposed changes to Rule 8.(2)(f), Rule 12(2)(a), Rule 12(3)(g), Rule 54
As per RBYC Proposed Rule Amendments March 2026

Mark Buckley introduced Motion 2 as a clean-up of some irregularities. He proceeded to go through each of the Rule changes.

- Rule 8(2)(f) – refers to the age of Youth Family and Intermediate Family members.
- Rule 12(2)(a) – remove the need to update the By Laws each year when the subscription price changes.
- Rule 12(3)(g) – Partners of Senior member. As no subscription is payable this is a privilege of a Senior member.
- Rule 54 – Refers to the hand over process from one committee to another after an election result is known there is no need to wait for an AGM before the announcement of the poll.

Proposer John Mooney / Seconded by Brenton Smith

Q. Andrew Perkins – is the motion supported unanimously by the Committee

A. Peter Demura as previously noted the motion was discussed at Committee and the majority of committee had some reservations about the motion. Therefore, the four members of the Committee decided to continue with the motion.

Q. Paul Jackson – do partners get automatic membership or do they need to go through the process.

A. Mark Buckley – rather than become a member they gain the rights of a Social member. It is a privilege of a Senior member.

Q. Nola Walch – spoke about the structure of Family membership and the ability to apply for Spouse membership. It can not become an automatic privilege.

A. Mark Buckley passed comment to Philip Hall, current process is to apply for the membership.

Q. Alan Woodward – the rules are not a decision-making guide but are the constitution & rules of the club.

A. Mark Buckley – fully aware of rules but they need to evolve.

Q. Vanessa Twigg – rule change is silent on Family Youth entitlements. The current rules encourage Youth & Intermediate members to stay up to the age of 21.

A. Mark Buckley – rules are inconsistent with the age of a Youth and Intermediate. The change is aligning the ages.

Q. Inaudible - What privileges differ from applying for or being granted Social membership? Additionally, is it inconvenient to be transparent on the subscription charges?

A. Mark Buckley – already been answered. Don't necessarily want to change the By Laws every time the prices are changed. The rules have been drafted with legal advice. Lawyers have different positions.

Q. Peter Robson – what concerns did dissenting committee members have? They seem reasonable to me.

A. Peter Demura – specifically won't ask committee members to answer unless they want to.

A. Mark Buckley – vote was not taken to determine the position of the other committee members.

A. Andrew Holmes – happy to say he has no issues.

Q. Adrian Fitzpatrick - Why are we increasing the age limit for Family membership from 21yo to 18yo

A. Mark Buckley - Advice from staff. Exploring age brackets for Intermediate membership.

Q. Paul Jenkins – clarification on Family membership. What are the age limits on Family children. Are we taking away Spouse membership rights, should existing members be grandfathered.

A. Mark Buckley – Spouse membership really are not members as they do not pay anything. It is a privilege of Senior membership.

Q. Murray Cowdell – Move that the motion be put.

Members were asked to vote and place their ballot papers in the ballot box.

Declaration of result of the poll.

Declaration of Poll – Commodore Peter Demura declared that Motion 1 was defeated.

Declaration of Poll – Commodore Peter Demura declared that Motion 2 was defeated

Commodore Peter Demura thanked the returning Officers for their help tonight and all members for attending and participating.

Meeting Closed 9:25pm

APRIL 2026

Philip Hall

Secretary / General Manager