

ASSOCIATION RULES FOR PORT FAIRY YACHT CLUB INCORPORATED

A5156Y

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) **(the Act)**

The Association

1. The name of the Club is: THE PORT FAIRY YACHT CLUB INCORPORATED **(the Club)**
2. The purposes of the Club are:
 - a. To encourage, promote and organise amateur yachting in all its forms and incidental thereto to foster and encourage
 - i. Club racing
 - ii. Ocean racing
 - iii. Cruising
 - iv. Maritime safety
 - b. To foster and encourage the practice and study of seamanship, safety at sea, and all other skills pertaining to the safety of participants in sailing and other maritime activities
 - c. To provide and arrange such facilities, equipment and services for members as may be decided upon and to affiliate with other bodies as thought fit having objects similar to those of this Club **(the Purposes)**
3. The Club has power to do all things that help it to achieve these Purposes.
4. The Club and its Committee may only exercise their powers and use the income and assets of the Club for the Purposes of the Club.

Financial year

5. The financial year of the Club starts on July 1 of each year.

Members

6. A natural person who:
 - a. is nominated and approved for Membership as provided in the Rules
 - b. supports the Purposes of the Clubis eligible for election as a Member of the Club.
7. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
8. A person can apply to join the Club by written submission to the Secretary stating the applicant
 - a. Wishes to become a Member of the Club; and
 - b. Supports the purposes of the Club
 - c. Agrees to comply with these Rules of the Club.
9. The application
 - a. Must be signed by the applicant

- b. The membership shall be proposed by a Senior Member and/or Honorary Life Member and seconded by a second Senior Member and/or Honorary Life Member, where the proposer and seconder shall have been full members of the Club of at least 12 months and both proposer and seconder know the applicant personally.
 - c. Shall be made under such terms and conditions as the Committee may from time to time decide.
- 10. The Committee can approve or reject an application to join the Club. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
- 11. A person becomes a member when:
 - a. the Committee has approved their application to join the Club
 - b. the Club has received the person's joining fee (if any), and
 - c. the Secretary has entered the person's name, address and date they became a member on the members register.

The Club must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee must be paid within 28 days.

- 12. Members can choose to stop being a member of the Club at any time by writing to the Secretary. The Club will not refund any joining and subscription fees already paid.
- 13. Members must pay the annual subscription fee within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
- 14. Members have rights and liabilities as set out in the Act and in these rules.
- 15. Each member's liability is limited to the joining and annual subscription fees (if any).
- 16. The membership categories for the Club shall consist of Honorary Life, Life, Senior, Family, Social, and Junior.
 - a. A Senior member must be 18 years of age or over, and so elected shall have the right to vote at all meetings of the Club, shall be eligible for any position within the Club and to participate in races, events, competitions, functions, facilities, services held or maintained by the Club.
 - b. A Junior member must be less than 18 years of age, and so elected shall have all the rights and privileges of Senior Members save and except a Junior Member shall not have the right to vote at meetings of the Club.
 - i. Membership changes to Senior Membership on the date where the age of 18 years is attained, with the subscription fee being adjusted on a pro rata basis when senior membership is attained.
 - ii. Transfer of membership category is automatic and no further application for membership would be required.
 - iii. Junior Members may be admitted as members of the Committee so long as they are a minimum age of 15 years, in which case they are required to carry out the responsibilities of a Committee Member and they do possess the power to have a vote at Committee meetings.
 - c. Social membership affords the rights of membership to the Club with out voting rights or participation in organised/competitive sailing activities.

- d. Family Membership provides Club membership at a reduced membership subscription for a family, comprising of two parents and children under the age of 18 years of age.
 - i. Each individual within the family group must propose if they are going to be active sailing members, in which case they are required to pay the activity and sports association (Yachting Victoria) fees. Family Members who are active sailing members will be considered Senior or Junior Members with the according rights and privileges.
 - ii. Members of a family who state they will not be active sailing members will be considered as Social Members with the according rights and privileges.
- e. An Honorary Life Member
 - i. The Committee may elect a person to the category of Honorary Life Member in recognition of special services rendered to the Club. Such an election shall be subject to confirmation at the next Annual General Meeting (AGM). Life Members shall be amenable to all rules of the Club.
 - ii. Should it be deemed necessary to remove the name of an Honorary Life Member from the Roll, it may be done on the recommendation of the Committee supported by the majority vote at the next Annual General Meeting.
 - iii. Honorary Life Members are entitled to vote and all the privileges of their previously held membership of the Club.
 - iv. Honorary Life Members do not have to pay Club Membership subscription but may be required to pay activity and sports association (Yachting Victoria) fees.
- f. Unfinancial Members
 - i. Any previous member who has not paid his/her annual subscription or other monies owed to the Club within 28 days of being asked, is deemed to be an unfinancial member, and is not entitled to attend or participate in meetings of the Club, or to exercise rights and privileges of membership until all outstanding monies, together with late payment fees as determined by the Committee, have been paid.

Members' access to documents

- 17. A member may, subject to rules 18 to 20, inspect the rules of the Club, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.

Note: "relevant documents" includes documents such as financial records, contracts and asset records of the Association.

- 18. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
- 19. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment,

commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club.

20. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
21. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

The Committee

22. The Club is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
23. The Committee can exercise all powers and functions of the Club (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
24. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a club member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
25. Committee Members are elected by members of the Club at the AGM.
26. The Committee is made up of the following roles:
 - a. The Commodore
 - b. The Treasurer
 - c. The Secretary
 - d. The Club Captain(these are the **Officers**)
 - e. Minimum of 6 Ordinary Committee Members.
 - f. The immediate past Commodore holds the role of Rear Commodore.
 - i. If the immediate past Commodore is unavailable or unwilling to hold this role, the Committee may appoint a club member who has previously held office to the role.

Note: the Secretary role used to be called Public Officer, and has special responsibilities under the Act

27. The Secretary must be over 18 years of age, and live in Australia.
28. If the Secretary stops living in Australia, they cannot remain the Secretary.
29. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

Note: You must inform CAV of a change of Secretary within 14 days.
30. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
31. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 1 day before the AGM.
32. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a vote.

33. If the number of applicants for the Committee is less than the number of positions, other members of the Club can nominate themselves at the AGM, or the Committee may appoint a Club Member to the Committee at any other time.
34. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of members of the Club
 - c. become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
 - e. die.
35. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 33, the Committee can temporarily appoint a member of the Club to fill the vacancy on the Committee until the next AGM.
36. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Club are made and kept, and
 - b. all records, securities and relevant documents of the Club are kept properly.

Committee Meetings

37. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.

Note: At an urgent meeting, only the issues for which the meeting was called can be considered.
38. The Committee can decide how often it meets.
39. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
40. The Chair of Committee Meetings is the Commodore, or if the Commodore cannot attend, the Rear Commodore, and if the Commodore and Rear Commodore cannot attend, the Committee Members can choose who will be Chair for that meeting.
41. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
42. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

43. The Club must hold an AGM within five months of the end of the Club's financial year.
44. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, elect Committee Members, elect Life Members and appoint auditors. The notice of AGM must include any special business or motions to be considered.
45. The Committee or a group of at least 10% of all members may call a Special General Meeting.
46. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
47. Members may vote by proxy at general meetings.

Note: Proxy voting is optional, your group may choose between allowing or not allowing for proxy votes.

48. Proxy forms must be received by the Secretary 1 day before a meeting.

Note: If proxy voting is allowed, include the rule above. Your group may choose any timeframe for proxy forms being received by the Secretary.

49. Notice of general meetings must be provided to members at least 21 days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).

50. Notices of general meetings must include proposed matters to be dealt with at that meeting, "other business".

Note: Your group can choose whether you wish to allow other business to be addressed at meetings. If your group wishes to leave open an option to consider other business at a meeting, the notice should include "other business" as an item for consideration.

51. The Chair of a general meeting will be the Commodore, or if the Commodore is not in attendance, the Rear Commodore, or if the Commodore and rear Commodore are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
52. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
53. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
54. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 45) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

55. If there is a dispute between a member and another member, a member and the Club, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
56. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- the party with a grievance must write to the Club and any other people affected, and explain what they are unhappy about
 - the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
 - at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

- e. If the mediation process does not result in the dispute being resolved the parties may seek to resolved the dispute in accordance with the Act, otherwise at law.

Note: The mediator does not have to be a professional mediator, but it can be a good idea to use a professional mediator. The mediator and unbiased decision-maker can be the same person but do not have to be. The unbiased decision-maker must also hear from all the parties. The parties to a grievance procedure may still be able to go to Court.

Disciplining members

- 57. The Committee can discipline a member of the Club if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Club.
- 58. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
- 59. The Committee must arrange a disciplinary procedure that meets these requirements:
 - a. the outcome must be determined by a unbiased decision-maker
 - b. the member must have opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.
- 60. The outcome of a disciplinary procedure can be that the member must leave the Club, for a period of time or indefinitely. The Club cannot fine a member.

Note: parties to a disciplinary procedure may still be able to go to Court

Funds

- 61. The Club must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
- 62. The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Club's Purposes.
- 63. Cheques, EFT transfers or cash payments made from the Club's funds must be authorised by two members of the Committee except according to details in Clause 64
- 64. Petty Cash
 - a. The committee may establish petty cash policies and set financial limits for payments and purchases on behalf of the club.
 - b. Where delegated limits are established by the Committee, such transactions can be authorised by one person
- 65. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
- 66. The Club does not have a common seal.

Alteration of rules

- 67. These Rules may be changed, added to, or replaced by special resolution of the Club's members at a general meeting.

- a. To pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote, must be in favour of the resolution.
- b. There are extra notice requirements when a special resolution is proposed.

Winding Up

- 68. The members may vote by special resolution at a general meeting to wind up the Club.
- 69. If the Club is wound up, any surplus assets must not be distributed to the members or former members of the Clubs, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.