



Ocean Racing Club of Victoria Bylaws

(To be read in conjunction with the ORCV Constitution & Code of Conduct)

Approved by ORCV General Committee on 11 September 2023

Definitions

The following definitions apply to these Bylaws, ORCV Constitution, and Code of Conduct, and should be considered in addition to Definitions in these documents, and alongside the definitions outlined in the Australian Sailing Member Protection Policy:

- a) **"Activity"** – any Sailing event (including race, series, rally, or cruise), and any training event or social event (including post-race social gatherings, training, and delivery of programs), whether on a one-off basis or as part of a series, sanctioned or organised by ORCV.
- b) **"Crew fees"** – the fee a skipper must pay in accordance with a Notice of Race if any of their crew, including the skipper, are not ORCV Members
- c) **"General Committee"** – the Committee as defined in the Rules
- d) **"Incident Management Team Leader"** – a Sail Committee appointed person who leads the team of trained Incident Management Volunteers and appoints IMT Members for various races in conjunction with the ORCV office employee
- e) **"MPIO"** – the Member Protection Information Officer, appointed by the General Committee. A Member who is the central point of contact for Membership Protection matters, alleged breaches of the ORCV Code of Conduct and who oversees the investigation process.
- f) **"ORCV Participant"** – any person who attends or engages in an ORCV activity or event, including members, skippers, crew, training course attendees, employees, volunteers, sponsors, guests and supporters. All participants are required to comply with the ORCV Bylaws, Code of Conduct, and Participant Protection Policy.
- g) **"Race Director"** – otherwise known as the Race Officer, an individual in charge of all on water activities during a Club race, managing all associated race officials ensuring safe and fair competition
- h) **"Sail Pass, also known as Ocean Pass"** – the fee a crew Member must pay, in addition to any crew fees, in accordance with a Notice of Race and the Racing Rules of Sailing for Temporary Membership if the person is not already a Member of an Australian Sailing affiliated yacht club
- i) **"Strategic Plan"** – A written document, updated at least every two years, approved by the General Committee, outlining strategic priorities and high-level plans for the Club.
- j) **"Sub Committee"** – see Rules for definition. Note: A subcommittee may involve fewer and different people than the Committee, not necessarily Members.

- k) **“Terms of Reference”** – Written parameters within which Committee authority is delegated to a subcommittee and how the subcommittee is accountable to the Committee.

Powers

1. These Bylaws are made by the General Committee pursuant to the Rules in accordance with the Associations Incorporation Reform Act 2012.
2. **Sub-Committee Powers**
 - a) The General Committee at its sole discretion, can establish, empower and delegate its responsibilities to a Sub-Committee;
 - b) A sub-Committee must have at least one General Committee Member and operate according to the Terms of Reference approved by the General Committee.
3. **Powers of the Sail (sub) Committee and Sail Captain**
 - a) The General Committee shall appoint a Sail Captain
 - b) The Sail Captain will establish and chair a Sail Committee which is a Sub Committee in respect of these Bylaws
 - c) The Sail Committee shall be responsible for planning all on water events including preparation of the annual sailing calendar for approval by General Committee
 - d) The Sail Committee shall develop Standard Operating Procedures in respect to those events, for approval by General Committee
 - e) The Sail Committee shall have oversight and overall responsibility for the conduct of all on water events
 - f) The Sail Committee shall appoint an independent handicapper for performance handicap determination
 - g) The Sail Committee shall appoint Incident Management Team leader
 - h) The Sail Committee shall appoint Race Director(s) and such other volunteers as required in order to conduct on water events
 - i) The Sail Committee should consist of the Sail Captain, a Flag Officer, at least one current competitor and have input from Marketing and Training Sub Committees. It shall ensure diversity of Membership.
4. **Powers of the Race Director**
 - a) The Sailing Committee shall appoint a suitably trained and experienced Race Director for all racing events
 - b) The Race Director must be adequately trained for their role, particularly for Incident Management
 - c) The Race Director is responsible for the final decision as to whether to start a race and/or continue a race event. It is expected such a decision would be made in consultation with other experienced ORCV officials and weather experts including the Bureau of Meteorology
 - d) Race Director is responsible for the determination and publication of race results including ensuring fair determination of any protests arising

5. Powers of the Head of Training

- a) The General Committee shall appoint a Head of Training
- b) The Head of Training may establish and chair a Training Sub Committee
- c) The Head of Training is responsible for planning and managing all training events
- d) The Head of Training shall develop Standard Operating Procedures in respect to those events, for approval by General Committee
- e) The Head of Training shall appoint a SSSC Chief Instructor in accordance with Australian Sailing requirements
- f) The Head of Training shall appoint instructors and such other volunteers as required in order to conduct training events
- g) The Training Sub Committee, if one exists, should consist of the Head of Training, a Flag Officer, at least one current competitor and have input from Marketing and Sail Sub Committees. It shall ensure diversity of Membership.

6. General Committee Responsibilities

- a) General Committee Member responsibilities:
 - i. Understand the business of the ORCV and be aware of key developments
 - ii. Prepare for and attend at least 70% of Committee meetings, participating while doing so
 - iii. Attend the Annual General Meeting and any General Meetings called
 - iv. Participate in at least one Sub Committee, be open to chair if required
 - v. Declare any actual or perceived conflicts of interest
 - vi. Provide a governance and risk management role (help make decisions) and oversee the Club's operations and performance
 - vii. Are not to act dishonestly through action or by omission, or use position or Club information to further one's own objectives
 - viii. Appoint the Auditor
- b) Officer responsibilities in addition to those in section a):
 - i. Delegated authority to authorise financial payments
 - ii. Delegated authority to authorise commitments
 - iii. In accordance with the Delegation Policy as determined by the Committee
- c) Commodore:
 - i. Chair General Committee meetings and lead Committee Members
 - ii. Implementation of the Strategic Plan
 - iii. Representative and spokesperson of the Club online, at public events, partner clubs and various meetings (the face of the ORCV)
- d) Vice Commodore:
 - i. Stands in for the Commodore if they are unavailable
- e) Rear Commodore:
 - i. Stands in for the Vice Commodore if they are unavailable
- f) Secretary:
 - i. Club Public Officer
 - ii. Statutory reporting such as to Consumer Affairs Victoria
 - iii. Maintenance of the Member register
 - iv. Oversight of Membership process including application approval
 - v. Oversight of Committee nomination and appointment process
 - vi. Record keeping and information management, ensuring accurate minutes are kept
 - vii. Oversight and management of the process for any Constitution changes

- viii. Oversight and management of the process for any Bylaw changes
- ix. Ensuring all relevant governance documents are reviewed and updated as necessary on a regular basis, and communicate changes to members.
- g) Treasurer:
 - i. Appoints and oversees the Accountant, Book keeper and employee involvement in finances
 - ii. Analysis and provision of financial reports for the General Committee
 - iii. Oversight of banking and investments
 - iv. Financial risk management, overseeing “two to sign” approval policy
 - v. Oversight of Club commercial property rental including the State Sailing Centre sub lease
 - vi. Management and oversight of the Club’s commercial enterprises
 - vii. Engages, liaises and assists auditor, as appointed by General Committee
- h) Immediate Past Commodore:
 - i. Ensures smooth transition to incoming Commodore
 - ii. Provides the Commodore with coaching and support (mentoring)
 - iii. Provides historical insight and context for the Officers and General Committee
- i) General Committee Members shall:
 - i. Be involved in one or more sub committees
 - ii. Assist where possible in a volunteer capacity

7. **Conflict of Interest**

- a) Any ORCV representative who has a direct or indirect decision-making responsibility or can influence decisions made by others, whether they be a Committee Member, employee, volunteer or Member must declare to the Secretary any real or perceived conflict of interest as soon as they become aware of it
- b) Committee Members, employee and volunteers must disclose any gifts, gratuities or discounts received from sponsors, partners or advertisers other than those available to the broader Membership by submitting a disclosure statement to the secretary;
- c) The ORCV Secretary shall maintain a record of all Conflict-of-Interest declarations and disclosure statements
- d) Any ORCV representative who has decision making responsibility, whether they be a Committee Member, Member or Volunteer must ensure they are not involved with decisions where they may benefit or have a perceived or real conflict. Examples include authorising expenditure, payments or being involved with race handicaps, results or protests if competing

8. **Confidentiality and Intellectual Property**

- a) Members agree not to copy or disclose to any third party, any confidential information regarding the ORCV, its Members, employee, volunteers, sponsors, partners or advertisers without the express written approval from the Secretary. Confidential information includes but is not limited to financial records, other Member’s personal details, minutes of meetings or any other privileged or internal documentation, files, records or material obtained directly or indirectly;
- b) Members, employee or volunteers are not to use, distribute or copy any ORCV intellectual property provided to them in the course of their involvement with the

Club other than for the purpose intended. Intellectual Property includes but not limited to training programs, guides, manuals, artwork and materials

- c) Members, employee or volunteers who cease being Members, employee or volunteers must return or destroy any and all ORCV privileged or internal documentation, files and records;
- d) Survival - These obligations continue after Membership, employment or volunteer roles are terminated or otherwise cease or lapse.

9. Privacy

- a) The ORCV is committed to maintaining the accuracy and privacy of Members, employee, volunteers, training course attendees' and competitors' personal information. It is also committed to protecting information from loss, misuse, unauthorised access, alteration and destruction.
- b) The ORCV undertakes not to disclose, sell, rent or trade personal information to third parties without their prior written consent.
- c) Members, employee, volunteers, training course attendees and competitors acknowledge and authorise the ORCV to share personal information relevant to the management and running of sailing events and training courses with ORCV representatives, Australian Sailing and any relevant rescue authorities. Furthermore, Members and competitors permit ORCV access to their information stored in Australian Sailing data bases and programs such as but not limited to Top Yacht and Rev Sport
- d) The Club will fulfill all its obligations under current legislation and Privacy laws.
- e) While a grievance or complaint is being investigated, the General Committee shall ensure that the details of the complaint and identities of those involved remain confidential.
- f) Members shall not solicit business from other Members without the written consent of the General Committee.

10. Membership

- a) The Membership year commences 1st October
- b) Membership categories and Membership fees, including any joining fee, shall be shown on the Club's web site prior to the commencement of the Membership year
- c) The pro rata Membership fee policy shall be as follows;
 - i. Join within the 1st 3 quarters of the Membership year, full fee (i.e. 1 Oct – 30 June)
 - ii. Join within 4th quarter of the Membership year, full fee, but Membership extended to 30 September the following year.
- d) The ORCV Secretary shall handle any disputes or requests for special consideration and the Secretary's determination is final
- e) The Membership renewal process shall
 - i. Inform the Member that renewal is required, when it is required and the amount of the renewal fees (Renewal notice)
 - ii. Remind the Member, if Membership fees remain unpaid after 30 days (reminder)
 - iii. Provide a final reminder, if Membership fees remain unpaid after 30 days from the reminder (Final reminder)
 - iv. Remove the person from the Member register if they remain unfinancial 14 days from the Final reminder

- v. Inform the person after they have been removed from the Member register
- f) The ORCV Secretary shall handle any requests for Outport Membership and the Secretary's determination is final
- g) All Members must adhere to all of the ORCV Membership expectations including its Member Protection Policy and Code of Conduct
- h) The General Committee may determine and adopt a policy from time to time in respect of the nomination for any Honorary or Honorary Life Memberships

11. Temporary Membership

- a) Temporary Membership is provided through Australian Sailing's Sail Pass program in the form of an Ocean Pass. Temporary Membership privileges and expectations are consistent with those provided by the Sail Pass program.
- b) The General Committee shall set temporary Membership fees, which may vary from event to event
- c) Temporary Membership fees shall be defined in the relevant Notice of Race
- d) Temporary Members must abide by the Australian Sailing Member Protection Policy and the ORCV Code of Conduct
- e) Regardless of clauses a)-d), an appointed Race Director shall be considered a temporary Member for the purpose of conducting a race, at no additional cost, if the Race Director is not already a Member

12. Participant

- a) All Participants who attend or engage in an ORCV activity or event, including members, skippers, crew, training course attendees, employees, volunteers, sponsors, guests and supporters must adhere to the Australian Sailing Member Protection Policy, the Australian Sailing Complaints, Disputes and Discipline Policy and ORCV Code of Conduct when participating in any ORCV activity.

13. Payment of event fees

- a) Event fees for each scheduled sailing or training event shall be determined by the General Committee prior to the commencement of the Club year and published in the relevant documentation.
- b) Fees paid by credit card may attract a surcharge at the discretion of the General Committee.
- c) From time to time during the Club year, the General Committee may change or update fees.
- d) The entry fees for participation in a sailing event are due in full prior to the cut-off date as defined in the Notice of Race. Failure to remit payment for entry fees prior to the cut-off date will result in removal from the event
- e) The fees for participation in a training event are due in full at the time of registration unless prior approval from the General Committee has been obtained
- f) For racing, crew fees, as defined in the Notice of Race, will be applied after the event. Any such fees are the responsibility of the skipper to collect from his or her crew. Settlement of the debt remains the responsibility of the skipper and is due within 30 days of the date of invoice.
- g) The event fee collection process shall at least:
 - i. Inform the debtor that payment of a fee is required, the reason for the fee and the amount of the fee which is due

- ii. Remind the debtor after 30 days, if fees remain unpaid (reminder)
 - iii. If fees are still unpaid after 14 days from the reminder, the debtor shall be unable to participate in any future event until the payment is settled.
 - iv. A Member who has unpaid event fees after 60 days may also be referred to the Committee for a review of their entitlement to Membership
 - h) The Treasurer shall receive all correspondence relating to a disputed fee and shall determine the outcome, the Treasurer's determination is final
 - i) The Treasurer shall receive all correspondence relating to special consideration and shall determine the outcome, the Treasurer's determination is final
 - j) The Club is entitled to recover outstanding debt(s) and can use all lawful means to recover such debt(s) including engaging a collection agency. Furthermore, any direct and indirect costs incurred in the recovery process is recoverable from the Debtor. The Club may at the discretion of the General Committee apply interest charges to outstanding debts at 5% over the RBA cash rate at the time of the debt
14. **Sponsorship, Partnership and Advertising**
- a) The General Committee may determine and adopt a policy from time to time in respect of Sponsorships, Partnerships and Advertisers
 - b) Sponsors, Partners and Advertisers must reflect the values of the Club.
 - c) The General Committee must ensure that commitments made to a sponsor, partner or advertiser are fulfilled
15. **Club property and brand**
- a) The Club will ensure Club property is maintained and only used by Club Members and authorised volunteers for ORCV business
 - b) The General Committee may determine and adopt a policy from time to time in relation to the wearing of ORCV uniforms or branded apparel
 - c) Anyone wearing any item of ORCV uniform in public shall be assumed to be a representative of the Club so must act accordingly
 - d) ORCV Members shall be subject to the dress code (if any) of any venue where a Club event is being conducted
 - e) Club Members, Temporary Members, Participants, employees and volunteers shall not act in any way which damages the reputation of the Club or brings the Club into disrepute
 - f) The ORCV burgee may only be flown at ORCV endorsed events with the exception of where it is provided as a gift to partner clubs for display in their clubhouse
 - g) ORCV marketing flags and banners may only be used if an ORCV Committee Member or Marketing Committee Member approves their use
16. **Club Sail Number Register**
- a) The Club shall maintain a register of all boats registered using the ORCV sail number
 - b) The right to use an ORCV sail number is limited to Members and yachts they own
 - c) A request for use of the ORCV sail number shall be made in writing and approved by the Sail Captain.
 - d) The ORCV sail number prefix is Or

- e) Boats on the Club Register shall display on the hull their name and ORCV registration number in a position and of a size and colour so as to be readily legible and shall display such information as is required by any applicable Rules of Sailing or State Registration
- f) Boats on the Club Register shall be maintained in a seaworthy condition and in compliance with statutory regulations for the relevant type of boat.
- g) Members shall advise the ORCV Secretary of the sale or disposal of a boat on the ORCV Register within seven (14) days of the sale or disposal

17. Member Protection Policy

- a) The ORCV has adopted the Australian Sailing Member Protection Policy (MPP) and it applies to all ORCV members, participants, and activities.
- b) Members and Participants are reminded that they must comply with all relevant legislation.
- c) The ORCV has charged the General Committee with the appointment of an ORCV Member Protection Information Officer (MPIO) to facilitate its enactment of the Member Protection Policy. If there is no MPIO appointed, the ORCV Commodore fulfils that role.
- d) The MPIO is responsible for having a strictly neutral role in providing information about a person's rights, responsibilities and options regarding making a complaint. They should provide confidential, impartial and timely information and support. The MPIO should guide people through the available complaint resolution options but are not responsible for investigating matters or advocating for the complainant. They are not required to be part of the investigation.
- e) The MPIO is responsible for providing an investigation report to the Commodore or most senior uninvolved Flag Officer if the Commodore is involved with the complaint.
- f) The MPIO will comply with all relevant legislation, including reporting requirements or escalation to Australian Sailing and/or Sports Integrity Australia. They may seek advice from the Australian Sailing Integrity Officer/Manager or Complaints Manager.
- g) The General Committee shall review the Member Protection Policy from time to time and approve and communicate to Members any amendments to it.

18. Nominations for a General committee position

A member nominating is encouraged (but not required) to provide a written statement, presenting their case to Members for election to the position of Officer and/or Ordinary Member of the Committee. This statement may be provided to the Secretary along with the candidate's nomination at any time following that nomination but prior to fourteen (14) days before the Annual General Meeting. Upon receipt of a statement from an eligible member, the Secretary will arrange for the statement to be promptly posted on the ORCV website for Members to be able to access prior to voting at the Annual General Meeting. The statement will not be posted if it contains any defamatory content or other content deemed inappropriate by the Committee.

The statement may include (but is not limited to):

- a) the nominee's qualifications, skills and expertise; an explanation of the nominee's understanding of ORCV's objectives, stakeholders and operating environment;

- b) an explanation of the nominee's vision and priorities for ORCV;
- c) an explanation of the nominee's communication and interpersonal skills and how the nominee would propose to add value to the Committee and function effectively as part of a team;
- d) an explanation of how the nominee views the role of the Committee;
- e) and sailing and any ORCV Volunteer or ORCV Committee experience.