

## OCEAN RACING CLUB of VICTORIA RULES

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

### The Name

- 1) The name of the incorporated association is: OCEAN RACING CLUB OF VICTORIA INCORPORATED (the **Club**)
- 2) The purposes of the Club are:\_
  - a) to encourage and promote amateur yachting in all its forms and incidental thereto to foster and encourage:-
    - i) cruising (particular deep sea cruising);
    - ii) ocean racing;
    - iii) long distance racing;
  - b) to foster and encourage the study and practice of seamanship navigation and safety at sea;
  - c) to provide and arrange such facilities and services for members as may be decided upon and to affiliate as thought fit with any other bodies 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 these 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.
- 8) To apply to become a member of the Club, a person must submit a written application to the secretary stating that the person—
  - a) wishes to become a member of the Club; and
  - b) supports the purposes of the Club; and
  - c) agrees to comply with these Rules.
- 9) The application—
  - a) must be signed by the applicant; and
  - b) the membership shall be proposed by a Senior Member and/or an Honorary Life Member and seconded by another Senior Member and/or an Honorary Life Member and the proposer and seconder shall have been members of at least 12 months standing and both proposer and seconder shall know the candidate personally, and

- 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 (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) 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 have rights and liabilities as set out in the Act and in these rules.
- 14) Each member's liability is limited to the joining and annual subscription fees (if any).
- 15) The membership categories for the Club shall consist of Honorary, Honorary Life, Senior, Junior, Outport, and Absentee Member.
- 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 all races, competitions, functions, facilities and services held or maintained by the Club;
  - b) A Junior Member must be 14 to 17 years of age, and so elected shall have all the rights and privileges enjoyed by Senior Members save and except that a Junior Member shall not have the right to vote at meetings of the Club;
  - c) An Honorary Life Member
    - i) It shall be in the power of the Committee, in consideration of special services rendered to the Club by a member to elect such member as a Life Member. Such election shall be subject to confirmation at the next annual general meeting of the members and, if approved by the majority of the members voting, the nominee shall be declared a Life Member. Life Members shall be amenable to all rules of the Club.
    - ii) Such election shall be by secret ballot and one adverse vote in four shall cause the nomination to lapse.
    - iii) Should it be deemed desirable 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 vote of the majority of the members present at a general meeting.
    - iv) Club members elected as Honorary Life Members shall be entitled to vote and to all privileges of the Club to which their previously held membership would entitle them.
    - v) Honorary Life Members do not have to pay a subscription.
  - d) An Outport Member

- i) A Senior Member whose usual place of abode is not within a radius of 80 kilometres of the General Post Office in Melbourne or such other distance as the committee may decide, may make application to the secretary for classification as an Outport Member
- ii) The secretary upon being satisfied that the Senior Member's usual place of abode is not within the aforementioned radius shall make an appropriate notation against the member's name in the register of members and thereafter whilst remaining an Outport Member the member shall only pay half of the annual subscription normally payable by a Senior Member.
- iii) An Outport Member shall have all the rights and privileges enjoyed by Senior Members shall have all the rights and privileges enjoyed by Senior Members
- e) An Honorary Member.
  - i) The General Committee may elect a person who is not a Member and who has rendered special services, to the Club or to the sport of yachting, as an Honorary Member if the General Committee determines that special circumstances apply to that person.
  - ii) Every Honorary Membership expires on June 30 of each calendar year, at which point it may be extended for a period of 12 months or less as determined by the General Committee.
  - iii) Honorary Members are entitled to all the privileges of Membership except:
    - (1) voting rights;
    - (2) eligibility for election as an Officer or to the General Committee;
    - (3) The General Committee may terminate an Honorary Membership at any time.
    - (4) Honorary Members do not have to pay a subscription.
- f) Absentee Members
  - i) A member who having been a member for not less than 3 years becomes resident outside the State of Victoria and is to remain outside the said State of Victoria for a period of not less than 1 year may make written application to the Committee for classification as an Absentee Member.
  - ii) Upon being satisfied of the qualifications in sub clause (i), the Committee shall direct that the member be classified as an Absentee Member.
  - iii) An Absentee Member shall not be obliged to pay any annual subscription but upon again becoming a resident of the State of Victoria shall resume normal senior membership and shall be obliged to pay a pro-rata annual subscription within one month of resuming Victorian residence.
  - iv) An Absentee Member shall not be obliged to pay an annual subscription and shall not be entitled to vote at any meeting of the Club and may be removed from the Club's mailing list.

#### 16) Unfinancial Members

- a) Any Member who has not paid his or her annual subscription or other monies owed to the Club, and is therefore deemed unfinancial, is not entitled to attend or take part in any proceedings at any meetings of the Club or to exercise any of the rights and privileges of a Member until all outstanding monies, together with any penalty for late payment which the General Committee may from time to time impose, have been paid, whether payment has been requested or not.

- b) A Member who has not paid his or her annual subscription or any other fees payable by the Member, within the time required by these Rules, will be deemed unfinancial and will cease to be a Member if payment of the amount(s) in arrears is not made within 14 days of a final demand for payment of the arrears.

### **Members' access to documents**

- 17) A member may, subject to rules 17 to 19, inspect the rules of the Club, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
- 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 is made up of the following roles:
  - a) The Commodore
  - b) The Vice Commodore
  - c) The Rear Commodore
  - d) The Treasurer
  - e) The Secretary
  - (these are the **Officers**)
  - f) 5 Ordinary Committee Members.
  - g) for the first 2 years after he/she has held office as Commodore, the immediate past Commodore -  
each of whom (save for the immediate past Commodore) shall be elected by Ballot at the annual general meeting of the Club, according to the tenure specified in **clauses 33,34**.
- 24) The Secretary must be over 18 years of age, and live in Australia.
- 25) If the Secretary stops living in Australia, they cannot remain the Secretary.
- 26) If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
- 27) Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
- 28) 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.
- 29) If a Committee Member (other than the immediate past Commodore) stops being on the Committee before the end of their term in accordance with rules 33 & 34, the Committee can temporarily appoint a member of the Club to fill the vacancy on the Committee until the expiration of the tenure for that position.
- 30) 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).
- 31) The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a 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.
- 32) 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.
  - c) Except as otherwise provided in these rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Club.

### Tenure

- 33) An Officer holds office from the Annual General Meeting at date of his or her election under **Rules 41-44**, until the Annual General Meeting in the next even numbered year; and
- 34) An Ordinary Committee Member holds office from the Annual General Meeting of the date of his or her election under **Rules 41-44** until the Annual General Meeting in the next odd numbered year.

### Committee Meetings

- 35) The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting. Notice of a committee meeting may be given in person or by post, or by telephone, fax or other electronic means.
- 36) The Committee can decide how often it meets.
- 37) 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.
- 38) The Chair of Committee Meetings is the Commodore, or if the Commodore cannot attend, the Vice Commodore, and if the Commodore and Vice Commodore cannot attend, the Rear Commodore and if the Commodore and Vice Commodore and the Rear Commodore cannot attend, the Committee Members can choose who will be Chair for that meeting.
- 39) If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.

- 40) Any 4 Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### **Election of committee**

- 41) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee:-
- a) shall be made in writing signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), all of whom must be financial Members of good standing; and
  - b) shall be delivered to the secretary of the Club not less than 7 days before the date fixed for the holding of the annual general meeting.
- 42) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 43) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 44) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 45) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 46) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

### **General Meetings**

- 47) The Club must hold an Annual General Meeting (**AGM**) within five months of the end of the Club's financial year.
- 48) The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
- 49) The Committee or a group of at least 10% of all members may call a Special General Meeting.
- 50) At least 5 members (being members entitled under these rules to vote at a general meeting) (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).
- 51) Members may vote by proxy at general meetings.
- 52) Proxy forms must be received by the Secretary no later than 24 hours before a meeting
- 53) 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).
- 54) Notices of general meetings must include proposed matters to be dealt with at that meeting.
- 55) The Chair of a general meeting will be the Commodore, or in his absence, the Vice-Commodore or in his absence the Rear-Commodore shall preside as Chairman at each general meeting of the

Club. If the Commodore and the Vice-Commodore and the Rear-Commodore are absent from a general meeting, the members present ' shall elect one of their number to preside as Chairman at the meeting.

- 56) 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.
- 57) All votes of members entitled to vote shall be considered equal: one vote per member. There shall be no requirement to separately tally votes of different categories of membership.
- 58) If a vote of the members is tied, the Chair of the meeting has the deciding vote.
- 59) 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**

- 60) 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.
- 61) If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- 62) the party with a grievance must write to the Club and any other people affected, and explain what they are unhappy about
- 63) 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
- 64) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
- 65) 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.

### **Disciplining members**

- 66) 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.
- 67) The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
- 68) The Committee must arrange a disciplinary procedure that meets these requirements:
- 69) the outcome must be determined by an unbiased decision-maker
- 70) the member must have opportunity to be heard, and
- 71) the disciplinary procedure must be completed as soon as reasonably practicable.

72) 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.

### **Funds**

73) 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.

74) 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.

75) Cheques, EFT transfers or cash payments made from the Club's funds must be authorised by two members of the Committee, excepting as detailed in **Clause 76**.

76) Petty Cash.

The committee may establish petty cash policies and associated financial limits for payments and purchases on behalf of the club.

This can include the issue of credit cards to staff and/or committee members.

Subject to delegation limits set by the committee, such transactions can be authorised by one person.

77) Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

### **Common Seal**

78) The Common Seal of the Club shall be kept in the custody of the secretary.

79) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee

### **Alteration of rules**

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

### **Winding Up**

81) The members may vote by special resolution at a general meeting to wind up the Club.

82) 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.