

HASTINGS YACHT CLUB INCORPORATED

CONSTITUTION

CONFORMED TO NEW MODEL RULES JULY 2014
ACCEPTED AT HYC AGM 8TH AUGUST 2014
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REVISION ACCEPTED BY CONSUMER AFFAIRS VICTORIA --/--/----
REVISION ACCEPTED AT HYC SGM --/--/--

HASTINGS YACHT CLUB INCORPORATED

CONSTITUTION

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Part 1 - PRELIMINARY

1. Name

The name of the incorporated association is "Hastings Yacht Club Incorporated" (in this Constitution called 'the Club').

Note: Under section 23 of the Act*, the name and registration number of the Club must appear in legible characters in all notices, advertisements and other official publications of the Club, and in all its business documents.

2. Purpose

- 2.1 The purpose of the Club is to promote and encourage the sport of sailing & yachting, including racing and cruising.
- 2.2 To provide:
 - a) facilities for recreational boating;
 - b) associated amenities for financial members and their guests; and
 - c) rescue facilities and services on Western Port Bay.
- 2.3 To acquire, maintain and develop the Club premises, mooring facilities and boat storage.
- 2.4 To apply for, hold and renew from time to time any necessary certificates of registration, licences, permits and leases or any other provision necessary for the Clubs purposes.

3. Definitions

- 3.1 In this Constitution, unless a specific contrary meaning is written:
 - a) **absolute majority**, of the Committee*, means a majority of the Committee* members currently holding office and entitled to vote at the time (as distinct from a majority of Committee* members present at a Committee* meeting), whether or not they vote.
 - b) **the Act** means the *Associations Incorporation Reform Act (Vic) 2012*.
 - c) **Committee** means the general Committee* of the Club.
 - d) **convene** means call and arrange to hold a meeting, and includes setting the date, time and place of the meeting.
 - e) **general meeting** means a general meeting of the members of the Club convened* in accordance with Rules 17-19 and includes an Annual General Meeting* ('AGM'), a Special General Meeting* and a Disciplinary Appeal Meeting*.
 - f) **member** is a person or organisation, that is accepted into membership of the Club, who has paid all membership and other fees and monies required to be paid by the member under the Rules of the Club.
 - g) **ordinary member of the Committee** means a member of the Committee* who is not an officer of the Club.
 - h) **the Registrar** means the Registrar of Incorporated Associations under the Act*.
 - i) **special resolution** means a resolution:
 - i. to amend this Constitution;
 - ii. to change the name of the Club;
 - iii. to amalgamate the Club with another Club incorporated under the Act*; or
 - iv. to wind up the Club;which may only be passed at a general meeting* where:
 1. at least 21 days' notice of the proposed resolution has been given to all members;
 2. the notice specifies that it is intended that the resolution be proposed as a special resolution*; and
 3. at least three-quarters of those members who vote at the meeting (whether in person, by representative or by proxy), vote in favour.
see section 64 of the Act*.
 - j) **in writing** includes emails and documents sent electronically and hard copy.
 - k) **written** includes emails and documents sent electronically and hard copy.
- 3.2 The headings form part of this Constitution.
- 3.3 The explanatory notes inserted in a smaller font size are for guidance only and do not form part of this Constitution.
- 3.4 The Committee* is responsible for the interpretation of the Constitution and By-laws.
- 3.5 The provisions of this Constitution are the Rules for the Club for the purposes of the Act*.
- 3.6 The Constitution is intended to make provision for all matters required by the Act*, with the intention that none of the model Rules prescribed under the Act* apply to the Club.
see section 48(3) and Schedule 1 of the Act*

Part 2 - POWERS OF ASSOCIATION

4. Powers of the Club

- 4.1 Subject to the Act* the Club has power to do all things incidental and conducive to achieve its purposes.
- 4.2 Without limiting Subrule 4.1 the Club may:
 - a) acquire, hold and dispose of real or personal property;
 - b) open and operate accounts with financial institutions;
 - c) invest its money in any security in which trust monies may lawfully be invested;
 - d) raise and borrow money on any terms and in any manner as it thinks fit;
 - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f) appoint agents to transact business on its behalf;
 - g) enter into any other contract it considers necessary or desirable.
- 4.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for Profit Organisation

- 5.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2 Subrule 5.1 does not prevent the Club from paying a member*—
 - a) reimbursement for expenses properly incurred by the member*; or
 - b) for goods or services provided by the member*,
if this is done in good faith on terms no more favourable than if the member* was not a member*.

Note: Section 33 of the Act* provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act* sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

Part 3 - MEMBERSHIP

6. Categories

- 6.1 The Club must establish the categories of membership.
- 6.2 The Club may change the categories of membership.
- 6.3 For each category of membership, the Constitution must provide whether the member* is a voting or non-voting member*, set out in Appendix 5.
- 6.4 A person, or organisation, that applies and is approved for membership, as provided in these Rules, is eligible to be a member* of the Club on payment of the entrance fee and annual fee payable under these Rules.
- 6.5 Entrance fees shall be waived for each type of membership for financial members of Sailing Clubs, affiliated with Australian Sailing and holding Australian sailing Number. Normal membership application process will apply. See Appendix 3 for full details and types of membership, and Appendix 5 for the privileges and entitlements of each category of membership.

7. Eligibility

- 7.1 Any person who supports the purpose of the Club is eligible for membership.
- 7.2 In this section "person" includes incorporated bodies.

8. Applications

- 8.1 Applicants for membership must complete the membership application form set out in Appendix 1.
- 8.2 An application for membership must be lodged with the Secretary of the Club for reading at two successive Committee* meetings.
- 8.3 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee*.
- 8.4 The Committee* must notify members of the Club of the names of all applicants for membership in accordance with the Constitution.

9. Approval

- 9.1 The Committee* must determine whether to endorse or reject the application at the first reading.
- 9.2 The Secretary must notify the applicant in writing* whether the application has been endorsed or rejected.
- 9.3 If the Committee* endorses the application, the Secretary must, as soon as practicable:
 - a) notify the applicant in writing* of the requirement and date to attend a second reading of the application at a Committee* meeting; and
 - b) if at the second reading, the application is endorsed, the applicant is required to pay the joining fee and pro rata first year' annual fees immediately.
- 9.4 The application for membership will only be formally approved and accepted upon payment of the fees under Subrule 9.3.
- 9.5 The Secretary must, after receipt of the amounts referred to in Subrule 9.3(b), enter the name and address of the new member*, category of membership, and the date of becoming a member*, in the register of members.
- 9.6 A person becomes a member* of the Club and, subject to Rule 25 and 26, is entitled to exercise his or her rights of membership from the date when the Committee* approves the person's membership and the person pays the fees under Subrule 9.3.
- 9.7 No reason need be given for the rejection of an application.

10. Fees

- 10.1 The Club must set the fees and joining fee for each category of membership.
- 10.2 The fees may include a joining fee and special purpose levies.
- 10.3 The voting and other rights of members who have not paid their fees by the date for payment are suspended until the fees are paid.
- 10.4 A right, privilege, or obligation of a person by reason of membership of the Club
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon cessation of membership whether by death or resignation or otherwise.
- 10.5 The Club financial year shall end on the 30th June each year, when annual fees and other fees shall become due and payable. Notice of fees due and payable shall be posted or delivered to members at their recorded address.
- 10.6 Any member* in default in payment of his or her fees more than sixty days from date of posting or delivery shall cease to be a member*. Should a member* wish to re-join during the year of default, the Committee* may readmit him or her at their discretion on receipt of a satisfactory explanation and payment of the outstanding fees.

- 10.7 Fee Increases: All annual fees shall increase up to the percentage of the Consumer Price Index (CPI) 'All Groups Index' for Melbourne, for the year to the March quarter (one quarter before the end of the financial year), having first been approved by the Committee*. Any proposed increase to fees above CPI must be agreed by members at the AGM or Special General Meeting.
- 10.8 Any person or organisation, elected to membership, shall pay the key deposit and the required joining fee plus pro-rata membership fees. These are calculated at one twelfth of the annual fee for the unexpired part of the current financial year from and including the month of election to membership.
- 10.9 Members not less than seventy years of age who can show not less than fifteen years continuous membership of the Club shall be granted a 50% discount on their Senior or Family Annual fees.

11. Rights, Obligations and Liability

- 11.1 The rights of all members include:
- to receive notice of General Meetings* under Rule 19;
 - to attend General Meetings* under Rule 25; and
 - to have access to the records of the Club under Rule 54.
see section 53, 57, 60 and 61 of the Act*
- 11.2 The rights of voting members include:
- to submit items of business for consideration at General Meetings*;
 - to speak and vote at General Meetings* if allowed under Rule 25 and 26; and
 - to elect the Committee* under Rule 29.
see section 61 of the Act*
- 11.3 Members must at all times comply with this Constitution and By-laws.
- 11.4 This Constitution is an enforceable contract between the Club and each member*.
see section 46 and 67 of the Act*
- 11.5 Members (including Committee* members) are not liable to contribute to the debts and liabilities of the Club only because of their membership.
see section 52(1) of the Act*

12. Disciplinary Action

- 12.1 The Club may take disciplinary action against a member* in accordance with this Rule if it is determined that the member*—
- has failed to comply with these Rules; or
 - refuses to support the purposes of the Club; or
 - has engaged in conduct prejudicial to the Club.
- 12.2 If the Committee* is satisfied that there are sufficient grounds for taking disciplinary action against a member*, the Committee* must appoint a disciplinary sub-Committee* to hear the matter and determine what action, if any, to take against the member*.
- The members of the disciplinary sub-Committee*—
 - may be Committee* members, members of the Club or anyone else; but
 - must not be biased against, or in favour of, the member* concerned.
- 12.3 Before disciplinary action is taken against a member*, the Secretary must give written notice to the member*—
- stating that the Club proposes to take disciplinary action against the member*;
 - stating the grounds for the proposed disciplinary action;
 - specifying the date, place and time of the meeting at which the disciplinary sub-Committee intends to consider the disciplinary action (the disciplinary meeting); and
 - advising the member* that he or she may do one or both of the following—
 - attend the disciplinary meeting and address the disciplinary sub-Committee at that meeting; and
 - give a written statement to the disciplinary sub-Committee at any time before the disciplinary meeting; and.
 - setting out the member's appeal rights under Subrule 12.5
 - The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- 12.4 **Decision of sub-Committee**
- At the disciplinary meeting, the disciplinary sub-Committee must—
 - give the member* an opportunity to be heard; and
 - consider any written statement submitted by the member*.
 - After complying with Subrule 12.4a, the disciplinary sub-Committee may—
 - take no further action against the member*;
 - reprimand the member*;
 - suspend the membership rights of the member* for a specified period; or
 - expel the member* from the Club.
 - The disciplinary sub-Committee may not fine the member*.
 - The suspension of membership rights or the expulsion of a member* by the disciplinary sub-Committee under this Rule takes effect immediately after the vote is passed.

12.5 Appeal rights

1. A person whose membership rights have been suspended or who has been expelled from the Club under Subrule 12.4b may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
 - a) The notice must be in writing* and given—
 - i. to the disciplinary sub-Committee immediately after the vote to suspend or expel the person is taken; or
 - ii. to the Secretary not later than 48 hours after the vote was taken.
2. If a person has been given notice under Subrule 12.5(1), a disciplinary appeal meeting must be convened* by the Committee* as soon as practicable, but in any event not later than 21 days, after the notice is received. Notice of the disciplinary appeal meeting must be given to each member* of the Club who is entitled to vote as soon as practicable and
 - a. must specify the date, time and place of the meeting; and
 - b. state:
 - i. the name of the person against whom the disciplinary action has been taken;
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

12.6 Conduct of disciplinary appeal meeting

- a) At a disciplinary appeal meeting
 - i. no business other than the question of the appeal may be conducted;
 - ii. the Committee* must state the grounds for suspending or expelling the member* and the reasons for taking that action; and
 - iii. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b) After complying with Subrule 12.6(i) to 12.6(iii) above, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- c) A member* may not vote by proxy at the meeting.
- d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

13. Resignation

- 13.1 A member* of the Club who has paid all monies due and payable by that member* may resign from the Club by giving one month's notice in writing* to the Secretary of his or her intention to resign.
- 13.2 A member* is taken to have resigned if:
 - a) the member's annual fee and other fees is more than sixty days in arrears; or
 - b) where no annual fee is payable:
 - i. the Secretary has made a written request to the member* to confirm that he or she wishes to remain a member*; and
 - ii. the member* has not, within 3 months after being sent that request, confirmed in writing* that he or she wishes to remain a member*.

14. Cessation

- 14.1 The membership of a person ceases on resignation, expulsion or death.
- 14.2 If a person ceases to be a member* of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member* in the register of members

15. Register of Members

- 15.1 The Committee* must ensure that a register is kept containing:
 - a) in the case of current members
 - i. the name of the member*,
 - ii. the address for notices last given by the member*,
 - iii. the category of membership, and
 - iv. the date of becoming a member*;
 - b) in the case of former members:
 - i. the name of the member*,
 - ii. the date of ceasing to be a member*.
see section 56 of the Act*
- 15.2 Members may inspect the Register of members.
see section 57 of the Act*
- 15.3 A member* may make a copy of entries in the register only in so far as it details information of that member*. The only exception to this Rule is the Committee* carrying out the functions of the Club.
The provision of a copy of the Register of members to a member* of the Club is subject to section 59 of the Act*.

- 15.4 Every member* shall communicate in writing* their address or alteration thereof to the Secretary for addition to the register. All communications delivered or posted to such address for receipt of notices and correspondence shall be considered notice duly given.
See section 59 of the Act* – restriction of access to personal information.

16. Grievance Procedure

- 16.1 The grievance procedure in this Rule applies to disputes under this Constitution between:
- a) a member* and another member*, or
 - b) a member* and the Committee* or the Club.
- 16.2 The parties must first attempt to resolve the dispute themselves within 14 days after the dispute comes to the attention of all of the parties.
- 16.3 If the parties to a dispute are unable to resolve the dispute between themselves within the period of 14 days, the parties must, within 10 days:
- a) notify the Committee* of the dispute;
 - b) agree to or request the appointment of a Mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- 16.4 The mediator:
- a) may be a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i. in the case of a dispute between member* and another member*, a person appointed by the Committee*; or
 - ii. in the case of a dispute between a member* and the Committee* or Club, a person who is a Mediator appointed or employed by the Dispute Settlement Centre of Victoria or its successor.
 - c) may be a member* or former member* of the Club; and
 - d) must not be a person interested in the dispute; and
 - e) must not be biased in favour of or against any party; and
see section 55(3)(b) of the Act*
 - f) must conduct a mediation at which each party is given a reasonable opportunity to be heard; and
see section 55(3)(a) of the Act*
 - g) must allow due consideration by all parties of any written statement submitted by any party; and
 - h) must ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 16.5 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act* or otherwise at law.

Part 4 - GENERAL MEETINGS

17. Annual General Meeting

- 17.1 The Committee* must determine the date, time and place, and convene* an Annual General Meeting* of the Club, once in each financial year.
see section 63(1) of the Act*
- 17.2 The Annual General Meeting* must be held within 5 months after the end of the financial year.
see section 63(4) of the Act*
- 17.3 At the Annual General Meeting*, the Committee* must submit to the members the financial statements for the last financial year prepared in accordance with Rule 52.
- 17.4 The ordinary business of the Annual General Meeting* which shall take precedence over all other business shall be:
- a) to verify the Minutes of:
 - i. the last Annual General Meeting*; and
 - ii. any Special General Meetings* since the last Annual General Meeting*.
 - b) to consider the annual report of the Committee* on the activities of the Club during its last financial year;
 - c) to consider the financial statements of the Club for the preceding financial year submitted by the Committee* in accordance with the Act*;
 - d) to elect the Flag Officers and General Committee* in accordance with Rule 29.
 - e) to appoint internal reviewer;
 - f) If requested by a member, appoint an external auditor; and
 - g) to receive the current five year development plan with a summary of activities completed for the past financial year, to pass by majority, the scope of the plan and its implementation by the Committee* for the current financial year.
- 17.5 The Annual General Meeting* may also conduct any other business of which notice has been given in accordance with these Rules.
- 17.6 At, or as soon as practicable after, the conclusion of the Annual General Meeting*, a Committee* member* must certify in the form approved by the Registrar* that:
- a) the Committee* member* attended the Annual General Meeting*; and
 - b) the financial statements were submitted to the members at the Annual General Meeting*.
see section 94(3), 97(3) and 100(3) of the Act*

- 17.7 The Secretary must lodge with the Registrar*:
- a) an annual statement in the form approved by the Registrar*;
 - b) the financial statements and any other report required by the Act*, a copy of any certificate and statement required by the Act*.
 - c) the statement of the terms of any resolution passed at the Annual General Meeting* concerning the financial statements.
- within one month after the Annual General Meeting*.
see section 102 of the Act*

18. Special General Meetings

- 18.1 Any General Meeting* of the Club, other than an Annual General Meeting* or a disciplinary appeal meeting, is a Special General Meeting*.
- 18.2 The Committee* may convene* a Special General Meeting* whenever it thinks fit.
- 18.3 No business other than that set out in the notice, given under Rule 19, may be conducted at the meeting.
- 18.4 The Committee* must convene* a Special General Meeting* if a request to do so is made in accordance with Subrule 18.5 by at least 10% of the voting members.
- 18.5 A request for a Special General Meeting* must—
- a) be in writing*;
 - b) state the business to be considered at the meeting and any resolutions to be proposed;
 - c) include the names and signatures of the members requesting the meeting; and
 - d) be given to the Secretary.
- 18.6 If the Committee* does not convene* a Special General Meeting* within one month after the date on which the request is made, the members making the request (or any of them) may convene* the Special General Meeting*.
- 18.7 A Special General Meeting* convened* by members under Subrule 18.6—
- a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
- 18.8 The Club must reimburse all reasonable expenses incurred by the members convening a Special General Meeting* under Subrule 18.6.

19. Notice of General Meeting

- 19.1 The Secretary (or in the case of a Special General Meeting* convened* under Subrule 18.6, the members convening the meeting) must give to each member* of the Club—
- a) at least 21 days' notice of a General Meeting* if a special resolution* is to be proposed at the meeting; or
 - b) at least 14 days' notice of a General Meeting* in any other case.
- 19.2 The notice must—
- a) specify the date, time and place of the meeting;
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if a special resolution* is to be proposed—
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution*;
 - d) comply with Rule 20.3.
- 19.3 This Rule does not apply to a disciplinary appeal meeting.

20. Proxies

- 20.1 Members entitled to attend and to vote at a General Meeting*, shall be entitled to appoint another such member* as his or her proxy by notice given to the Secretary.
- 20.2 Appointments of proxies must be:
- a) in writing*, naming the member* (or members, in order) appointed;
 - b) signed by the member* making the appointment; and
 - c) received by the Secretary no later than 24 hours before the meeting.
- 20.3 The notice appointing the proxy shall be in the form set out in Appendix 2, however the member* may use any other form that clearly identifies the person appointed as the member's proxy and is signed by the member*.

21. Representatives

- 21.1 Members that are incorporated bodies may appoint individuals to attend General Meetings* on their behalf.
- 21.2 Appointments of representatives must be:
- a) in writing*, naming the member* (or members, in order) appointed;
 - b) signed by the member* making the appointment; and
 - c) received by the Secretary no later than 24 hours before the meeting.

22. Use of Technology

- 22.1 A member* not physically present at a General Meeting* may be permitted to participate in the meeting by the use of technology that allows that member* and the members present at the meeting to clearly and simultaneously communicate with each other.

22.2 For the purposes of this Rule, a member* participating in a General Meeting* as permitted under Subrule 22.1 is taken to be present at the meeting and, if the member* votes at the meeting, is taken to have voted in person.

23. Quorum at General Meetings

23.1 No business may be conducted at a General Meeting* unless a quorum of members is present.

23.2 The quorum for a General Meeting* is the presence (physically, by proxy or as allowed under Rule 22) of 20% of the members entitled to vote.

23.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting*—

a) in the case of a meeting convened* by, or at the request of, members under Subrule 18.6 the meeting must be dissolved;

If a meeting convened* by, or at the request of, members is dissolved under this subsection, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Subrule 18.4.

b) in any other case—

i. the meeting must be adjourned to a date not more than 21 days after that meeting; and

ii. notice of the date, time, and place to which the meeting is adjourned must be given at the meeting and confirmed in writing* and given to all members as soon as practicable after the meeting.

23.4 If a quorum is not present within 30 minutes after the time to which a General Meeting* has been adjourned under Subrule 23.3(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

24. Chairing of General Meeting

24.1 The Commodore is entitled to Chair.

24.2 If the Commodore is not present, or does not wish to Chair the meeting, the Vice-Commodore is entitled to Chair.

24.3 If neither the Commodore nor the Vice-Commodore is present, or if neither wishes to Chair the meeting, the Rear Commodore is entitled to Chair.

24.4 If none of these officers are present, or if none wishes to Chair the meeting, the meeting must elect another member* to Chair.

25. Participation

25.1 All members are entitled to attend General Meetings*.

25.2 Only voting members are entitled to speak and vote at General Meetings*.

25.3 Junior, Social, Honorary, Absentee and Organisation members shall have no voting powers. Life members cannot vote on any motion in relation to fees.

25.4 This Rule does not apply to members whose rights have been suspended under Rules 10 or 12.

see section 61 of the Act*

25.5 A member* is not entitled to vote at a General Meeting* unless all moneys due and payable by the member* to the Club have been paid.

26. Voting at General Meetings

26.1 On any question arising at a General Meeting*—

(a) each member* who is entitled to vote has one vote;

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution*, the question must be decided on a majority of votes.

26.2 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

26.3 If the question is whether or not to confirm the Minutes of a previous meeting, only members who were present at that meeting may vote.

26.4 This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 12.5 and 12.6.

27. Determining whether resolution carried

27.1 Subject to Subrule 27.2, the Chair of a General Meeting* may, on the basis of a show of hands, declare that a resolution has been—

(a) carried;

(b) carried unanimously;

(c) carried by a particular majority; or

(d) lost -

and an entry to that effect in the Minutes of the meeting is conclusive proof of that fact.

27.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—

(a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and

(b) the Chair must declare the result of the resolution on the basis of the poll.

27.3 A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

27.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

Part 5 - THE COMMITTEE: POWERS, COMPOSITION AND DUTIES

28. Office Holders

- 28.1 The members of the Committee* shall consist of:
- The officers of the Club; and
 - Five ordinary members -
Each of whom shall be elected at the Annual General Meeting* of the Club in each year.
- 28.2 The outgoing Commodore will be an ex-officio Committee* member* with voting rights for a period of one year following the election of the incoming Commodore.
- 28.3 The officers of the Club shall be:
- The Commodore (flag officer);
 - The Vice Commodore (flag officer);
 - The Rear Commodore (flag officer);
 - The Treasurer;
 - The Secretary;
 - The Club Captain;
 - A Training Officer;
 - A Childsafe Officer.
- 28.4 The Club must specify the responsibilities of each position.
- 28.5 The provisions of Rule 29, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Rule 28.3

29. Election

- 29.1 The Annual General Meeting* must elect the officers of the Club and the ordinary members of the Committee*.
- 29.2 Nominations of candidates for election as officers of the Club or as ordinary members of the Committee* must 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); and
 - delivered to the Secretary not less than 14 days before the date fixed for the holding of the Annual General Meeting*.
- 29.3 only individuals who are members of the Club entitled to vote at the Annual General Meeting* are eligible to be elected. In addition, to be eligible for election as an officer of the Club, the individual must have been a senior member* of the Club for at least one full year.
- 29.4 A candidate may only be nominated for one office, or as an ordinary member* of the Committee*.
- 29.5 If insufficient nominations are received to fill all vacancies on the Committee*, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting*.
- 29.6 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.
- 29.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held in accordance with Rule 30.
- 29.8 Each position must be elected separately.
- 29.9 If there is no candidate for a position, the Committee* may subsequently fill the vacancy in accordance with Subrule 31.5

30. Ballot – Election of Officers and Committee members

- 30.1 The Chair of the meeting must appoint a returning officer to conduct the ballot (who may be the Chair of the meeting).
- 30.2 Each candidate may make a short speech in support of their election.
- 30.3 The election must be by secret ballot.
- 30.4 The returning officer must give:
- each member* present in person, and
 - each proxy appointed by a member*,
a blank piece of paper for each ballot.
- 30.5 For each ballot, voters must write down the name of the candidate they wish to vote for.
- 30.6 For each ballot paper where the name of a candidate has been written down counts as one vote for that candidate.
- 30.7 The returning officer must declare elected the candidate, or, in the case of an election for more than one position, who received the most votes.
- 30.8 If two or more candidates receive the same number of votes, the returning officer must decide by lot which is to be elected.

31. Term of Office

- 31.1 Each officer of the Club and ordinary member* of the Committee* holds office until the Annual General Meeting* next after the date of his or her election and are eligible for re-election.
- 31.2 Committee* members may resign in writing* given to the Secretary or another Committee* member*.
see section 78(2)(a) of the Act*
- 31.3 Committee* members cease to be Committee* members if they:
- cease to be members of the Club;

- b) fail to attend 3 consecutive Committee* meetings without leave of absence under Rule 45;
 - c) become insolvent under administration (as defined in section 38 of the Interpretation of Legislation Act(Vic) 1984); see section 38 of the Victorian Interpretation of Legislation Act 1984
 - d) become a represented person under the Guardianship and Administration Act (Vic)1986; or
 - e) in the case of the Secretary – cease to reside in Australia.
see section 78(2) of the Act*
- 31.4 A General Meeting* may, by special resolution*, remove any Committee* member* and by ordinary resolution fill the resulting vacancy.
- 31.5 Should a vacancy among the general members of the Committee* occur, the general Committee* may appoint a member* who would be eligible to be elected under Rule 29 to the vacant position; but only a member* of the Committee* shall be eligible to fulfil a vacant position of flag officer, and in any case the person so appointed shall hold office until the next Annual General Meeting* where he or she shall retire but be eligible for re-election.
- 31.6 The Committee* may continue to act despite any vacancy in its membership.
- 31.7 Even if it is subsequently found that a person who has acted as a Committee* member* was not properly elected or appointed, the validity of;
- a) the acts of that person as a Committee* member*, and
 - b) decisions of Committee* meetings in which that person has participated, are not affected.

32. Responsibility and Powers

- 32.1 The Committee* is responsible for the management of the Club, subject to this section.
- 32.2 The Committee* may exercise all powers of the Club on its behalf.
- 32.3 The Committee* may by resolution:
- a) establish sub-Committees with such membership and terms of reference as it considers appropriate; and
 - b) delegate its powers as it considers appropriate
- 32.4 A General Meeting* may by resolution direct the Committee* on any matter.
- 32.5 The Committee*:
- a) is authorised to incur necessary expenditure in connection with the maintenance of the Club, its property and furthering the interests of the Club, provided that any proposal to purchase, lease, sell or mortgage the Clubs land or property, or the expenditure of a sum in excess \$16,000 has the prior approval of the Annual General Meeting* save in the event of an emergency when the Committee* may commence work immediately with a cost forecast beyond the \$16,000.00 limit and call a General Meeting* of members to seek its approval for the expenditure. The expenditure amount is to be indexed annually to CPI in accordance with Sec 10.7 and rounded to the nearest \$100.
 - b) may, subject to these Rules, the Act* and the By-laws, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings* of the members of the Club.
 - c) Is empowered to make, repeal and amend By-laws as it may consider necessary for the wellbeing of the Club and which are not inconsistent with this Constitution. By-laws shall take effect from the date of publication by being placed on the Club noticeboard and remain in force until otherwise rescinded or varied by the Committee*.
 - d) subject to these Rules, the Act* and By-laws has power to perform all such acts and things as appear to the Committee* to be essential for the proper management of the business and affairs of the Club.
- 32.6 The Committee* may remove from the Club any property belonging to non-members and dispose of same as they deem appropriate having made reasonable efforts to locate the owners of such property and request them to remove same from the Club.
- 32.7 The Club has a lien on any and all property of any member* left on or about or stored at the Club for any monies owed by he or she to the Club. The Committee* may enforce this lien as follows:
- a) by notifying the member* in writing* that the Club has exercised its lien (**the Notice**) and upon such notification the member* cannot remove his or her property without paying to the Club all monies then owed by he or she. A copy of the Notice to the member* will be placed on the Club noticeboard.
 - b) Should all monies owed not have been paid to the Club within 60 days of the giving of the Notice, the Committee* may dispose of the member's property in any manner that the Committee* considers appropriate including by sale.
 - c) Should the property or any part of it be sold, the proceeds of sale are to be applied firstly to the costs of enforcing the lien including the costs of the sale, secondly to pay the Club the monies owed by the member* and thirdly the balance (if any) is to be paid to the member*.
- 32.8 Any member* or person whose property is removed and/or sold or otherwise disposed of by the Committee* pursuant to the preceding clause shall have no right to claim any loss, expense, claim or seek compensation from the Club or the Committee* arising out of or as a result of the removal and disposal of that person's property.
See section 84, 85 and 86 of the Act*.

33. By-laws

- 33.1 The Committee* may by resolution passed by an absolute majority* make By-laws for proper conduct of members*.
- 33.2 Members must at all times comply with the By-laws as if they formed part of this Constitution.
- 33.3 Each officer and ordinary member* of the Committee* is allocated duties necessary for the running of the Club in accordance with appendix 4.

34. Public Statements

- 34.1 The Committee* may by resolution authorise a Committee* member* (or Committee* members*) to make public statements on behalf of the Club.
- 34.2 No person may make any public statement on behalf of the Club unless authorised by the Committee*.

35. Duties

- 35.1 Committee* members and former Committee* members must not make improper use of:
- their position, or
 - information acquired by virtue of holding their position; or so as
 - to gain an advantage for themselves or any other person; or
 - to cause detriment to the Club,
see section 83 of the Act*
- 35.2 Committee* members must exercise their powers, discharge their duties with reasonable care and diligence in good faith in the best interests of the Club and for a proper purpose.
see section 84 and 85 of the Act*

36. Indemnity

The Club indemnifies the Committee* and each member* against any liability incurred in good faith by them in the course of performing his or her duties as a Committee* member*.
see section 87 of the Act*

37. Secretary

- 37.1 The Secretary is the Secretary of the Club for the purpose of the Act*.
- 37.2 The Secretary must notify the Registrar* within 14 days of appointment.
see section 74 of the Act*
- 37.3 The Committee* must fill any vacancy of Secretary within 14 days.
see section 73 of the Act*
- 37.4 The Secretary must keep the Minutes of General Meetings* and Committee* meetings as required by Rule 53.

Part 6 - COMMITTEE MEETINGS

38. Convening

- 38.1 Ordinary Committee* meetings must be held at least 8 times each year.
- 38.2 At its first meeting after the Annual General Meeting* each year, the Committee* must by resolution set the dates, times and places of ordinary Committee* meetings until the next Annual General Meeting*.
- 38.3 The Committee* may by resolution subsequently change dates, times and places of ordinary meetings.
- 38.4 The Secretary, Commodore or any 3 other Committee* members may convene* a special Committee* meeting.
- 38.5 There shall be an agenda set by the Secretary, for each Committee* meeting. There will be no additions or deviations from the agenda, unless for the inclusion of unexpected and urgent agenda items at the discretion of the Chair.

39. Notice

- 39.1 Written* notice of each Committee* meeting must be given to each member* of the Committee* at least 2 business days before the date of the meeting.
- 39.2 Notice may be given of more than one Committee* meeting at the same time.
- 39.3 The notice must state the date, time and place (or places) of the meeting, and specify the general nature of the business to be conducted by providing an Agenda, and no other business may be conducted at such meeting.
- 39.4 In cases of urgency a meeting may be held without the notice required by Rule 39.1, provided that:
- as much notice as practicable is given to each Committee* member* by the quickest practicable means; and
 - resolutions may only be passed by an absolute majority*.

40. Use of Technology

- 40.1 A Committee* member* who is not physically present at a Committee* meeting may participate in the meeting by the use of technology that allows that Committee* member* and the Committee* members present at the meeting to clearly and simultaneously communicate with each other.
- 40.2 For the purposes of this section a Committee* member* participating in a Committee* meeting as permitted under Subrule 40.1 is taken to be present at the meeting and, if the member* votes at the meeting, is taken to have voted in person.

41. Quorum

- 41.1 The quorum for Committee* meetings is the presence in person of five Committee* members.
- 41.2 No business may be conducted unless a quorum is present.
- 41.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- in the case of a special meeting – the meeting lapses;
 - in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.

42. Chair of Committee Meetings

- 42.1 The Commodore is entitled to Chair Committee* meetings.
- 42.2 If the Commodore is not present, or does not wish to Chair the meeting, the Vice-Commodore is entitled to Chair.
- 42.3 If neither the Commodore nor the Vice-Commodore is present, or if neither wishes to Chair the meeting, the Rear Commodore is entitled to Chair.
- 42.4 If none of these persons are present, or if none wishes to Chair the meeting, the Committee* must elect another Committee* member* to Chair.

43. Voting

- 43.1 Each Committee* member* has one vote by show of hands, or if a member* requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 43.2 If an equal number of votes are cast for and against a motion or amendment, the Chair of the meeting may exercise a second or casting vote.

44. Conflict of Interest

- 44.1 Committee* members who have a material personal interest in a matter that is being considered at a Committee* meeting must disclose the nature and extent of their interest to the Committee*.
- 44.2 The member*-
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
see section 80 and 81 of the Act*
- 44.3 Rule 44 does not apply to material personal interests that:
 - a) exist only because the Committee* member* belongs to a class of persons for whose benefit the Club is established; or
 - b) the Committee* member* has in common with all or a substantial proportion of the members of the Club.
see section 80 and 81 of the Act*

45. Leave of Absence

- 45.1 The Committee* may by resolution grant a Committee* member's leave of absence from Committee* meetings for up to three consecutive meetings.
- 45.2 The Committee* may not grant leave of absence retrospectively unless it is satisfied that it was not reasonable for the Committee* member* concerned to seek leave of absence in advance.

46. Resolutions without Meeting

- 46.1 A resolution agreed to in writing* by a majority of all Committee* members has the same effect as a resolution passed at a Committee* meeting.
- 46.2 In this section "all Committee* members" does not include those Committee* members who:
 - a) would be prohibited by Rule 44 from voting on the matter at a Committee* meeting; or
 - b) have leave of absence from Committee* meetings under Rule 45.

Part 7 - FINANCIAL AND LEGAL

47. Sources of Funds

The funds of the Club may be derived from joining fees, fees, donations, sales, fund-raising activities, grants, interest, sponsorships and any other sources approved by the Committee*.

48. Financial Year

The financial year of the Club is from 1 July to 30 June each year, unless the Club adopts a different financial year.

49. Management of Funds

- 49.1 The Treasurer is responsible for the management of the funds of the Club.
- 49.2 The Treasurer of the Club must:
 - a) collect and receive all moneys due to the Club and make all payment authorised by the Club; and
 - b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
 - c) ensure that at least one other Committee* member* has access to the accounts and financial records of the Club.
- 49.3 All money received by or on behalf of the Club must be deposited without delay into a bank account in the name of the Club.

50. Financial records

- 50.1 The Club must keep financial records that—
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the Act*.
see section 89(1) of the Act*
- 50.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 50.3 The Treasurer must keep in his or her custody, or under his or her control—

- a) the financial records for the current financial year; and
- b) any other financial records as authorised by the Committee*.

51. Payments

- 51.1 All payments of the Club must be specifically authorised in writing* by the Committee*.
- 51.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the Commodore, Vice Commodore or Secretary in accordance with Rule 51.1.
- 51.3 All electronic payments, from a Club bank account, for example 'BPAY' and direct debits from a Club bank account, must be electronically authorised by two of the Commodore, Vice Commodore or Secretary.
- 51.4 Signatories must not sign cheques until the payee and amounts have been written on the cheque or for electronic payments, the payee detail and the amount has been completed.

52. Financial Statements

- 52.1 For each financial year, the Committee* must ensure that the requirements under the Act* relating to the financial statements of the Club are met.
- 52.2 Without limiting Rule 52.1, those requirements include—
 - a) the preparation of the financial statements;
 - b) the certification of the financial statements by the Committee*;
 - c) the review or auditing of the financial statements;
 - d) the submission of the financial statements to the Annual General Meeting* of the Club;
 - e) the lodgement with the Registrar* of the financial statements and accompanying reports, certificates, statements, and fee.

53. Minutes

- 53.1 Minutes of General Meeting*
 - 1) The Committee* must ensure that Minutes are taken and kept of each General Meeting*.
 - 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
 - 3) In addition, the Minutes of each Annual General Meeting* must include—
 - a) the names of the members attending the meeting;
 - b) proxy forms given to the Secretary of the meeting under Rule 20;
 - c) the financial statements submitted to the members in accordance with Subrule 17.4.c;
 - d) the certificate signed by two Committee* members certifying that the financial statements give a true and fair view of the financial position and performance of the Club (if required); and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act*.
- 53.2 Minutes of Committee* meetings
 - 1) The Committee* must ensure that Minutes are taken and kept of each Committee* meeting.
 - 2) The Minutes must record the following—
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote; and
 - d) any material personal interest disclosed under Rule 44.

54. Access to Records

- 54.1 Financial members may on request inspect:
 - a) the register of members, within the limits imposed by Rule 15;
 - b) the Minutes of General Meetings*;
 - c) subject to Rule 54.2, the other records of the Club, including Minutes of Committee* meetings, at a time suitable to the member* and the Secretary on a business day within one week of the application by a member* or such other day as the member* and the Secretary may agree upon.
see sections 53(1), 57 and 101(2) and items 13, 15, and 16 of Schedule 1 of the Act*.
- 54.2 Members may not inspect the records of the Club that relate to confidential personal, employment, commercial and legal matters, except as permitted by the Committee*.
see items 13 and 16 of Schedule 1 of the Act*.
- 54.3 The Club must on request make copies of the Constitution and By-laws available to members and applicants for membership without charge.

55. Use of Register of Members

- 55.1 Members may only use or disclose information from the register of members to contact or send material to other members if this is directly related to the management or purpose of the Club.
see section 58 of the Act*.
- 55.2 Non-members must not use or disclose information from the register of members to contact or send material to members unless this is:
 - a) directly related to the management or purpose of the Club; and

- b) authorised by the Committee*.
see section 58 of the Act*.

56. Signing of Documents

If authorised by resolution of the Committee*, the Club may sign contracts and other documents either;

- a) by affixing the Common Seal, refer Rule 57; or
- b) by having the document signed by any 2 of the Commodore, Secretary or Treasurer.
see section 38 of the Act*.

57. Common Seal

57.1 The Club may have a Common Seal.

57.2 If the Club has a Common Seal—

- a) the name of the Club must appear in legible characters on the Common Seal;
- b) a document may only be sealed with the Common Seal by the authority of the Committee* and the sealing must be witnessed by the signatures either of the Commodore and Secretary or any two Flag Officers authorised by Committee* members; and
- c) the Common Seal must be kept in the custody of the Secretary.

58. Registered Address

58.1 The registered address of the Club is—

- a) the address determined from time to time by resolution of the Committee*; or
- b) if the Committee* has not determined an address to be the registered address—the postal address of the Secretary.

59. Amendment of Constitution

59.1 This Constitution may only be amended by special resolution*.
see section 50(1) of the Act*.

59.2 A resolution is confirmed if, at the General Meeting*, not less than seventy-five percent of the members entitled to vote are present, in person, or by proxy, vote in favour of the resolution. In any other case the resolution is revoked.

59.3 An amendment to this Constitution does not take effect until it has been approved by the Registrar*.
see section 50(2) of the Act*.

59.4 The Secretary must apply to the Registrar* for approval of the amendment within 28 days after the special resolution* was passed.
see section 50(3) of the Act*.

60. Winding Up

In the event of winding up or the cancellation of the Incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act*.

61. Notice requirements

61.1 Any notice required to be given to a member* or a Committee* member* under these Rules may be given—

- a) by handing the notice to the member* personally;
- b) by sending it by post to the member* at the address recorded for the member* on the register of members; or
- c) by email.

61.2 Subrule 61.1 does not apply to notice given under rule 39.4.

61.3 Any notice required to be given to the Club or the Committee* may be given—

- a) by handing the notice to a member* of the Committee*;
- b) by sending the notice by post to the registered address;
- c) by leaving the notice at the registered address; or
- d) if the Committee* determines that it is appropriate in the circumstances, by email to the email address of the Club or the Secretary.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF

(HASTINGS YACHT CLUB INCORPORATED)

USE EXISTING FORMAT

APPENDIX 2

FORMAL APPOINTMENT OF PROXY FOR ANNUAL AND SPECIAL GENERAL MEETINGS

CONVENED* UNDER RULE 17 or 18

I, _____

Of _____

Being a Financial Member* of Hastings Yacht Club Incorporated

Hereby Appoint, _____

Of _____

Being a Financial Member* of that Club, as my Proxy to Vote for me on my behalf at:
the Annual General Meeting* of the Club to be held on xx/xx/xx
or at a Special General Meeting* as convened* under the Rules to be held on xx/xx/xx;
and at any adjournment of the meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution; (Insert details in box below).

WRITE INSTRUCTIONS IF SPECIFIC	TICK IF NON SPECIFIC
--------------------------------	----------------------

Signed _____

The _____ day _____ 2 _____

Proxies as per Constitution

To be given to the Secretary no later than 24 hours prior to the meeting and should be in this form as being that required to comply with the Rules of the Hastings Yacht Club Incorporated.

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Constitution. Unless the Rules specifically state. The power to Vote covers both Elections and Motions, this includes Attending and Participating in the Meeting. Including Amendments. The Proxies given to the Proxy Holders may be specific, that is definite instructions may be stated on the form and must be adhered to, or they may be discretionary (non specific), which implies trust that the Proxy Holder will act for the Member* in a rational manner.

APPENDIX - 3

SCHEDULE OF SERVICES AND FEES

YARD FEES

TENDERS ON STANDS FOR SWING MOORINGS. Invoice Per Year In Advance
ALL OTHER VESSELS STORED. Invoice Per Year In Advance
O.T.B. YARD FEE 5 METRES AND BELOW. Invoice Per Year In Advance
O.T.B. YARD FEE ABOVE 5 METRES. Invoice Per Year In Advance
UNDER 18 YEAR OLDS O.T.B. YARD FEE: 50% of FULL O.T.B. YARD FEE. Invoice Per Year In Advance
TRAILER SAILER YARD FEE. Invoice Per Quarter in Advance
MISCELLANEOUS STORAGE. Invoice Per Year in Advance
MAST STORAGE. (MIN 1 METRE BY LENGTH) Invoice Per Year in Advance
OUTBOARD MOTOR SHED STORAGE. Invoice Per Year In Advance

KEEL BOATS SERVICE FEES

SLIPPING FEE: OUT AND BACK IN	
QUICK SLIP (INC' PRESSURE WASH)	
YARD FEE.	1 TO 8 WEEKS.
After eight weeks, Committee* permission to be applied for and granted on a four-weekly basis.	
YARD FEE.	9 TO 12 WEEKS.
YARD FEE.	13 TO 16 WEEKS.
YARD FEE.	AFTER 16 WEEKS.
Without Committee* permission, a Penalty Rate will apply.	

APPENDIX – 3 (Cont'd)

MEMBERSHIP FEES

<p>TYPE OF MEMBERSHIP</p>
<p>Family Members:</p> <p>Family members shall comprise a family partnership and any of their children under fourteen (14) years. For the purpose of holding office, voting etc, a family membership shall have the same rights and powers as a senior member*, except that only one of each family membership may vote or hold office at any one time. With this proviso, where senior members are referred to in these Rules, this shall be read to include family members.</p>
<p>Senior Members:</p> <p>A senior member* shall be a member* over the age of eighteen (18) years, and have full voting rights.</p>
<p>Organisation Member*:</p> <p>Organisation membership gives the right of an outside Organisation to participate in some aspects of Club activities, as approved by the HYC Committee*:</p> <ul style="list-style-type: none"> • Organisation shall have similar interests. • Be represented by a nominated officer (with back-up). • Cost of membership to be set by the Committee. • Members have no individual rights. • No voting rights for Organisation Members. • Organisation members shall sign visitors' book. • Have the right to participate in races. • Nominated officer shall receive Club circulars to members. • Shall have no rights to yard facilities.
<p>Junior Member*:</p> <p>A junior member* shall be a member* between the ages of nine (9) and eighteen (18) years.</p>
<p>Social/Crewing Member*:</p> <p>Relatives and friends of members may become social/crewing members. A social/crewing member* shall be a member* over the age of eighteen (18) years and shall be entitled to all social privileges and to participate in races.</p> <p>Casual Crewing Member</p> <p>A Casual Crewing Member shall be a relative or friend of a member and who fills a casual crew vacancy on a member's boat. A Casual Crewing Member* shall be bound by all the Rules and By-Laws of the Club but shall have no right to vote, attend general meetings or use the yard facilities. On each occasion, a Casual Crewing Member must be proposed by the skipper and approved by the Club Captain or his representative.</p>
<p>Life Members:</p> <p>Honorary Life Membership may be conferred on any member* in consideration of outstanding loyalty, commitment and services to the Club. Election to life membership shall be recommended by the General Committee* and must be ratified by a motion at a General Meeting*. Life members shall be entitled to all the privileges of the Club without payment of any further annual fee. Life members shall be bound by all the Rules of the Club.</p>
<p>Temporary Membership:</p> <p>The General Committee* may extend temporary membership to a member* of another recognised Yacht Club on a monthly basis to be reviewed by the Committee* at the end of each month. A temporary member* shall pay twenty per cent (20%) of a senior member's fee for each month of membership. Temporary members shall not be entitled to vote on any matter affecting the Club but shall be bound by all Rules and By-laws of the Club.</p>

Honorary Member:

The General Committee* may extend honorary membership to any person in consideration of services to the Club. Such membership shall be for one (1) season, but may be renewed by the General Committee*. No fee shall be payable by an honorary member*, who shall not be entitled to vote on any matter affecting the Club but shall be bound by all Rules and By-laws of the Club.

Intermediate Membership:

An intermediate member* shall be a person between the ages of eighteen (18) and twenty-one (21) years, or twenty-five (25) years in the case of a full time student. A junior, on reaching the age of eighteen may apply for intermediate membership. A person between the ages of eighteen and twenty-one, or twenty-five in the case of a full time student, may apply for intermediate membership.

Junior members transferring to intermediate membership are not required to pay a joining fee providing that the transferring member* has been a member* for at least (2) years. Intermediate members transferring to senior membership are not required to pay a joining fee.

For the purposes of holding office, voting, etc., intermediate members shall have the same rights and powers as a senior member*.

Absentee membership:

The Committee* may, upon written request, grant a member* who intends to be sailing out of Victorian Waters for an extended period, leave of absence for a period of not less than twelve (12) months and not exceeding twenty-four (24) months for any one application. During such leave the member* shall be subject to an absentee member's fee (this shall be paid at the time of application) as may be determined by the senior members pursuant to Rule 8.

Transfers:

Any member* may request transfer from one class of membership to another. Such transfer, if approved by the General Committee*, shall become effective from the time of the subsequent Annual General Meeting*. If the member* requesting such a transfer has been a member* for more than two (2) years the General Committee* may waive the joining fee for the new class of membership sought.

Visitors:

Any member* other than a crewing member* may introduce a visitor or visitors to the Club premises for the day of the visit only. All visitors must be entered in the Visitor's book and shall not be introduced more than once a month, unless granted special permission by the General Committee*.

Any member* in default of any monies due to the Club shall incur a late payment charge of 5% of the total of the late fees. The 5% late payment charge shall apply for each month or part thereof that the fees are overdue.

Annual fees may be subject to change by the Club at any time in accordance with its Rules.

APPENDIX – 4

DUTIES OF COMMITTEE OF MANAGEMENT

TITLE	DUTIES
COMMODORE	Overall Strategic Management of 'the Club' Chair for AGM, SGM and Committee* Meetings 'The Clubs' Primary Ambassador. Co-sign cheques and authorise payments with Vice Commodore or Secretary.
VICE COMMODORE	Step up to Commodore Position as Necessary. Manage the Incidents/Activity reports. Resolve Complaints Check insurances are current and up to date. Manage the Grants, Donations and Sponsorships. Manage the Website maintenance. Manage the Weather Website Maintenance. Manage the Safety duties. Co-sign cheques and authorise payments with Commodore or Secretary.
REAR COMMODORE	Maintain systems for applications to slip and store boats. Approve boat movements in and out of the yard. Record storage of boats and equipment in yard for invoicing Record keel boat slipping for invoicing. Organise Yard/Ramps/Pontoon Maintenance. Organise 'Working Bees'. Maintain yard operating procedures. Overall OH&S requirements in the yard. Assist with the administration and maintenance of the Fob Register.
THE SECRETARY	Convene* monthly meetings of the Committee*; and, Annual General Meetings*; and, Special General Meetings*. Keep complete and accurate Minutes of all resolutions and proceedings of all meetings of the Club and Committee* in a file provided for the purpose. Maintain an up to date register of members and their contact details. Perform all duties prescribed by these Rules and/or as directed by the Committee*. Coordinate all correspondence in and out of the Club. Co-sign cheques and authorise payments with Commodore or Vice Commodore. Fulfil all duties in the position of Public Officer. Hold and control the Common Seal of 'the Club'. Maintain the Clubs Constitution with Appendices in accordance with the Act*. Update and issue By laws as necessary to members. Maintain current Club lease.
THE TREASURER	Pay invoices from suppliers. Invoice members and deposit payments at bank. Keep correct accounts and books showing the financial affairs of the Club. Accounts in accordance with section 30(3) of the Act* shall be prepared for each Club year and after audit shall be presented to the AGM. Treasurer will make a statement of the Clubs financial position at every Committee* meeting. Prepare all payments. All monies received or disbursed by him/her and/or the Honorary Treasurer shall be entered in the accounting system and paid in or out of the Clubs bank account. Yachting Victoria 'My Club' Administrator Administer and maintain Fob Register. Prepare scoping letter for annual audit/internal review.

CLUB CAPTAIN	<p>Chair of the Sailing Committee*. This Committee* shall be organised after the AGM by calling for volunteers at that meeting Schedule and oversee Keel, Trailable and OTB races. Steward race handicapping system. Schedule and oversee official club cruises and other regattas. Conduct random safety inspections on yachts</p>
TRAINING OFFICER AND SAILABILITY	<p>Chair of the Training Committee*. This Committee* shall be organised after the AGM by calling for volunteers at that meeting Organise Sailability Programs Develop and conduct a training program for all aspects of sailing including safety, racing and cruising. Conduct training and racing program for junior, intermediate and adult members. Organise and conduct training for local schools and other suitable organisations</p>
CHILDSAFE OFFICER	<p>Maintain Register of Members with Working With Children Check Deliver advice and awareness around and within the Club Promote the policies and procedures of Child Safe Be available to listen/receive complaints and/or concerns from members, especially minors Ensure compliance with legislation</p>
Additional Duties to be Allocated by the General Committee*	
SOCIAL OFFICER	<p>Develop and organise a program of social activity for the club which promotes maximum interaction between members</p>
MAINTENANCE	<p>Conduct Buildings and Yard Maintenance activities. Assist Rear Commodore with working bees.</p>
SPECIAL PROJECTS	<p>Implement the Five Year Plan. Implement unplanned projects prioritised on HS&E requirements.</p>
DUTY OFFICER	<p>Select, schedule and contact candidates on Duty Officers schedule. Follow-up to ensure weekend coverage is in place.</p>
NEW MEMBERS OFFICER	<p>Meet and greet new members at 2nd readings at Committee* meetings. Introduce new members to Committee*. Provide information package that includes Constitution, By-laws and Membership Rights and Responsibilities.</p>
GRANTS, DONATIONS, SPONSORSHIPS	<p>Research and obtain government and non-governments grants to finance projects on the 5 year plan. Source donations from individual and small/large organisations. Encourage sponsorships from local and non-local businesses. Maintain record of mutual benefits.</p>
SAFETY	<p>All aspects of the Club house OHS&E. Conduct site and boat safety audits. Conduct basic risk assessments on yard activities. Develop basic operating procedures Perform upgrades as necessary to safe boating. Provide training for patrol boat crew.</p>
CLUB BOATS: WHITTLEY, HS11, INFLATABLES, CONRAN	<p>Conduct maintenance activities on the boat and trailer. Provide necessary registrations.</p>
OFFICER OF THE DAY	<p>Shall, in the absence of a Flag Officer or Committee* Member* be responsible for control of 'the Club'.</p>
DOLPHIN MAGAZINE EDITOR	<p>Editor in charge of publishing articles and advertising in the Dolphin Magazine quarterly.</p>

APPENDIX – 5

Voting and Other Rights and Duties

	Rights	Rights	Duties
	Voting	Fob	Officer of the Day (OOD)
Family	√*	√	√
Senior	√	√	√
Organisation	×	√***	×
Junior	×	×	×
Social	×	√	×
Life	√**	√	×
Temporary	×	√	×
Honorary	×	√	×
Intermediate	√	√	×
Absentee	×	√	×

* A 'family' is only entitled to one vote, regardless of number of family members eligible to be included in the family membership. The family may decide which member* will exercise the right to vote.

** May not vote on any matter related to setting of Membership fees.

*** May hold one fob, however the provision of extra fobs will be at the discretion of the Committee*.

APPENDIX - 6

CLUB BURGEE

The Club Burgee shall be of triangular shape, and consist of a white triangle at the hoist, the remainder being divided into two equal parts by a horizontal line, the area above the line being light blue and areas below, dark blue. Superimposed on a white triangle shall be a blue "H".

Any member* is entitled to fly the Club burgee on his boat providing it is not being used as a working boat or let for hire whilst flying the burgee.

The Commodore's flag shall be the Club burgee swallow-tailed.

The Vice Commodore's shall be similar but with one red ball in the upper head quarter.

The Rear Commodore's shall be similar but with two red balls in the upper head quarter.



