

# **Warneet Motor Yacht Club Rules**

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

## The Association

1. The name of the Association is: Warneet Motor Yacht Club Inc. (**the Association**)
2. The purposes of the Association are:
  - A. To promote and encourage participation in sailing and boating;
  - B. To represent the interests of members to Government and other stakeholders;
  - C. To promote and facilitate skills development of members or potential members;
  - D. To provide information, advice, services and programs which advance social inclusion and community participation; and
  - E. To be adequately funded, efficiently and effectively governed. (the Purposes)

## 3. Powers

The Association has power to do all things that help it to achieve these Purposes.

The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

## 4. Financial year

The financial year of the Association starts on 1<sup>st</sup> July of each year.

## 5. Members

1. The Committee can determine categories of membership and associated rights, responsibilities and fee structures.
2. Anyone who supports the Purposes of the Association can apply to join the Association as a member in any of those categories.
3. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
4. All fees charged by the club will apply on a pro rata basis to be calculated according to the time of accepting a member's application for membership, until the next annual subscriptions fall due. (First of June)
5. A person can apply to join the Association by writing to the Secretary and paying the appropriate joining fee.
6. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that

decision, but it must return the joining fee and write to the person to tell them their application has been rejected.

7. A person becomes a member when:
  - a. the Committee has approved their application to join the Association
  - b. the Association has received the person's joining fee, and
  - c. the Secretary has entered the person's name, address and date they became a member on the members register.

*Note: CAV has indicated that an email address may be sufficient to meet the Act's requirement that members provide an address for the members register*

The Association 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.

8. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
9. Annual subscriptions shall fall due on the first of June each year. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)).
10. Members have rights and liabilities as set out in the Act and in these rules.
11. Each member's liability is limited to the joining and annual subscription fees (if any).

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

12. A member may, subject to rules 17 to 19, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.

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

13. 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.

*Note: rules 15 to 16 are required by the Act*

14. 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 Association.
15. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
16. 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.

*Note: if a member disagrees with the Secretary's decision about special circumstances, they can apply to VCAT for a review of the decision. 'Special circumstances' are not defined in the Act, but could include, for example, where a member has had threats made against them by another member or where some other harm or danger is linked to a member's details being available on the register.*

## **The Committee**

17. The Association is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
18. The Committee can exercise all powers and functions of the Association (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).
19. 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.
20. Committee Members are elected by members of the Association at the AGM by ballot.

*Note: a ballot is a written vote, like at a state or federal election.*

21. 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 **Offices**)
  - f. Up to six Ordinary Committee Members.

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

22. At the first Committee meeting after each AGM, the Committee will decide the particular responsibilities of each Officer and Ordinary Committee Member.
23. The Secretary must be over 18 years of age, and live in Australia.

*Note: this is a requirement of the Act*

24. If the Secretary stops living in Australia, they cannot remain the Secretary.

*Note: to reside in Australia does not mean the Secretary must always be in Australia, but they must mainly live in Australia.*

25. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

*Note: You must inform CAV of a change of Secretary within 14 days.*

26. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
27. A member can nominate to be on the Committee by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 14 days before the AGM.
28. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
29. [If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the AGM.]
30. 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 Association
  - 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.
31. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 33, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.
32. Among its other responsibilities, the Committee is responsible for making sure that:
  - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b. all records, securities and relevant documents of the Association are kept properly.

## **Committee Meetings**

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

*Note: At an urgent meeting, only the issues for which the meeting was called can be considered.*

34. The Committee can decide how often it meets.
35. 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.
36. 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 Committee Members can choose who will be Chair for that meeting.
37. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
38. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

## **General Meetings**

39. The Association must hold an AGM within five months of the end of the Association's financial year.
40. 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.
41. The Committee or a group of at least 10% of all members may call a Special General Meeting.
42. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, [or by proxy]) for the meeting to be held.
43. Members may vote by proxy at general meetings.
44. 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).
45. Notices of general meetings must include proposed matters to be dealt with at that meeting.

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

46. The Chair of a general meeting will be the Commodore, or if the Commodore is not in attendance, the Vice Commodore, or if both the Commodore and Vice Commodore are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
47. 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.
48. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
49. 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**

50. If there is a dispute between a member and another member, a member and the Association, 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.
51. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee give the people involved reasonable notice of the time and place of the hearing
  - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d. 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.

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

### **Disciplining members**

52. The Committee can discipline a member of the Association 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 Association.

53. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
54. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by a unbiased decision-maker
  - b. the member must have opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
55. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

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

## **Funds**

56. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.
57. The Association 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 Association's Purposes.
58. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
59. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
60. The Association does not have a common seal.

## **Alteration of rules**

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

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

## **Winding Up**

62. The members may vote by special resolution at a general meeting to wind up the Association.
63. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, 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.

## **Bylaws**

### **Schedule 1:**

These schedules detail Bylaws applying to the conduct of Officers and Members of Warneet Motor Yacht Club (WMYC). Bylaws are an interpretation of the rules; made, altered or rescinded by resolution of the Committee of Management as they see fit, according to circumstances from time to time.

#### **A. Use of WMYC Property and Donations**

1. Property of WMYC may be used by members for any purpose consistent with the "Stated Purpose of the Association".
2. Prior to donations being sought, endorsement of such action by the Committee of Management is required.
3. Any donation of money must be made to the Treasurer and be recorded in WMYC financial statements

#### **B. Sub Committees**

1. Sub Committees may be established from time to time by resolution of the Committee of Management.
2. Delegation of particular powers to act on behalf of the Committee of Management shall be recorded in the resolution to establish any Sub Committee.

#### **C. In the absence of the Commodore**

1. In the absence of the Commodore, the Vice Commodore will act as the Commodore in regard to general management of WMYC business.



2. In the absence of the Commodore, the Rear Commodore will act as the Commodore in regard to all water/boat related business of WMYC business.

**D. Advisory Position**

1. The immediate past Commodore shall hold an advisory position on the new Committee of Management unless elected to a Committee position.
2. The advisory position shall be for a period of 6 months after the AGM.
3. The advisory position shall have no voting rights.
4. The committee may end the tenure of advisory position at any time by majority vote of the committee.

**E. Annual General Meeting**

1. An Annual General Meeting (AGM) shall be held in July on a date to be agreed upon by the committee.
2. The Secretary shall notify members of the nominations for committee positions within 7 days after nominations close, either in writing by post or by electronic mail should they have an email address noted on the members register.
3. A person may not nominate for a position on the committee unless they are current financial full member of the club.
4. A person is not eligible to vote at the AGM unless they are current financial full member of the club.

**F Disrepute**

1. When considering this matter, the Committee of Management will use the following criteria as a definition of disrepute. *Evidence of actual or likely harm by undermining trust or respect as well as damaging reputation or indicating a person, persons or organisation is unworthy of high regard.*
2. If a member of WMYC is deemed by a majority of the Committee of Management to have brought one or more members or the organisation as a whole into disrepute, the following procedure will be implemented.

3. In the first instance, the member shall be given guidance through reference to this By Law and an explanation of what is required in terms of future behaviour.
4. In the second instance, the member shall be warned that their behaviour is not acceptable and any future breach of this By Law will result in termination of their membership.
5. In the third instance, if deemed appropriate by a majority of the Committee of Management, immediate termination of membership.

## **Bylaws**

### **Schedule 2: Categories of Membership**

#### **Full Membership**

Means the person or persons named may participate in all WMYC activities, be nominated for any Committee or Sub-Committee position, or vote at General Meetings.

Full membership is either;

"Single", applying to one person, or

"Family", applying to any family group defined as couple and any dependent children under the age of 21 years.

#### **Social Membership**

Means the person or persons named may participate in all WMYC activities, but may not accept nomination for any Committee or Sub-Committee position, or vote at General Meetings.

Social membership is either;

"Single", applying to one person, or

"Family", applying to any family group defined as Couple and any dependent children under the age of 21 years.

#### **Life Membership**

Means (no fee is charged) membership granted by a majority of the Committee of Management following nomination and seconding by current financial members and endorsement by majority vote at an AGM.

Life Membership also extends to the spouse of any named person.

#### **Honorary Membership**

Means (no fee is Charged) membership conferred by the Committee of Management.

Honorary Membership is applicable only to the named person.

The person named as "Honorary Member" may participate in all WMYC activities, but may not accept nomination for any Committee or Sub-Committee position, or vote at General Meetings unless they become a full financial member.

## **Bylaws**

### **Schedule 3: Designated Duties of Officers**

#### **1. Officers**

Officers and Committee members nominate to undertake duties prescribed here (as approved by a majority of the Committee).

##### **Commodore**

- Manage all aspects of the Warneet Motor Yacht Club (WMYC)
- Preside at meetings, open and close meetings on time.
- Maintain liaison with other Yacht Clubs, Yachting Victoria and Yachting Australia.
- Represent the Committee of Management, as required
- Support Officers and Committee Members

##### **Vice Commodore**

- Act as Commodore in the absence of the Commodore
- Provide support to Officers and Committee Members

##### **Rear Commodore**

- Manage water based functions and assets of WMYC in conjunction with the Commodore and Vice Commodore
- Manage and maintain the boat yard, and boat shed in conjunction with the sailing committee
- In co-operation represent the club liaison with Yachting Westernport
- In co-operation represent the club liaison with Yachting Victoria

##### **Secretary**

- Record and distribute minutes of all Executive Committee Meetings and General Meetings
- Compile and distribute agendas

- Deal with correspondence inward and outward
- Be responsible to Consumer Affairs according to legal requirements
- Oversee WMYC Leases, liaise with Local groups

### **Treasurer**

- Oversee and keep records of all WMYC Finances
- Provide Committee of Management with monthly statement of debits and credits and account balances
- Pay accounts and bank income
- Hall hire – Bookings

### **2. Ordinary Committee Members**

At the first Committee meeting after each AGM, the Committee will decide the particular responsibilities of each Ordinary Committee Member.

## **Bylaws**

### **Schedule 4: Sub-Committees**

#### **1. Sailing Sub-Committee**

**Members** – Tom Oncken, Brian Shaw, Alex Stroud, Clem Stroud, Chris Piper, Cam Brown, Kevin Swallow.

#### **Delegated Authority**

- Support Rear Commodore organise on-water activities.

#### **3. Building Sub-Committee**

**Members** – Clem Stroud & Ken Drane.

#### **Delegated Authority**

- Progress redevelopment of WMYC Clubhouse building to completion.
- Make monthly progress reports to Committee of Management.

#### **4. Furnishing Sub-Committee**

**Members** – Sharne Jenkin & Abi Standing.

#### **Delegated Authority**

- Determine furnishings to best suit refurbished building.