



**By-Laws
of the
Hobsons Bay Yacht Club
Foundation Inc.**

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Change Control

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KN Comments	2 nd August'24		Various comments and additions
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By-Laws of the Hobsons Bay Yacht Club Foundation Inc.

1. PREAMBLE

- 1.1 Hobsons Bay Yacht Club Foundation Inc. is an incorporated association governed by the rules set out in two documents:
 - 1.1.1 The Rules of Hobsons Bat Yacht Club Foundation Inc (The Constitution)
 - 1.1.2 By-Laws (this document)
- 1.2 The purposes for which the Foundation exists are as stated in The Constitution.
- 1.3 If there is any inconsistency between the provisions of these By-Laws and the provisions of The Constitution, or the provisions of the constitution shall prevail.
- 1.4 Role of Foundation versus Club
 - 1.4.1 The Foundation has not been established to influence the ongoing operational, maintenance, asset replacement and management of the club or it's finances
 - 1.4.2 The club is solely responsible for decisions as to what projects it proceeds with, the project management, and the efficient and effective management of that expenditure.
 - 1.4.3 The Foundation will provide financial assistance to Club Projects in full or in part subject to the Foundation's capacity, its Funds Management Strategy, and the rules, regulations, and donors wishes.

2. DEFINITIONS

Act – means the Association Incorporation Reform Act 2012

Assets – On Land means the Club owned assets located on the land defined by the Parks Victoria Lease

Assets – On Water means the Club owned assets either located on the Parks Victoria Seabed Plan of lease No.CA-0971 (DRAFT 21022019), or stored on the Land lease

ASF means the Australian Sports Foundation Ltd

Club means Hobsons Bay Yacht Club Inc. (HBYC)

Club Member means a financial club member entitled to vote at the AGM as defined in the HBYC Constitution (Rules)

Committee means the Foundation Committee comprising members as defined in the Rules

Financial Institution means a licenced bank, building society or credit union incorporated in Australia covered under the Financial Claims Scheme and as listed as such on the APRA website apra.gov.au

Foundation means the Hobsons Bay Yacht Club Foundation Inc. (Foundation)

Funding Request means a written proposal consistent with the criteria set forth in Appendix 1 Funding Request Criteria and Format.

Grant Disbursement means a payment to the Club or Grant Recipient in response to request a Funding Request from the Club or other qualified Grant Recipient as allowed within the terms of the Specific Funds.

ITAA means the Income Tax Assessment Act (ITAA 1997)

Operating Expenses means expenses ordinarily incurred in the operation of The Foundation and includes,

- i. registration fees, bank fees, taxes and charges, professional fees for legal, auditing and accounting,
- ii. promotional costs including advertising, marketing material, website, and
- iii. fund raising event costs including catering, and other associated out of pocket costs.

Project means a discrete initiative or activity that is the subject of a funding application

Specific Fund(s) means those funds set up in accordance with The Constitution Section 22 "Specific Funds" and then detailed in Section 30 "Specific Funds"

3. COMMITTEE RESPONSIBILITIES

A committee member must:

- 3.1 Act honestly and in good faith in the performance of their duties.
- 3.2 Exercise due care and diligence in the performance of their duties.
- 3.3 Not make improper use of their position as a committee member to gain directly or indirectly an advantage for themselves or for any other person
- 3.4 Fulfill the fiduciary duties to the Foundation and exercise discretion in a manner that they reasonably believe to be in the best interests of the Foundation
- 3.5 Endeavour to attend all Committee meetings
- 3.6 Provide complete and timely disclosure of any personal and financial conflicts of interest and to abstain from voting on proposals for Foundation funding as and when these occur

Committee members are responsible for:

Responsibility	Chairperson	Secretary	Treasurer	ALL Committee Members
Setting annual targets for raising funds	x		x	x
Approving applications for funding by a simple majority of members				x
Establishing a risk management framework or policy that outlines the approach to identifying, assessing, and mitigating risk.				x
Maintaining an understanding of all of the Club's policies				x
Meeting the external auditor or accountant at least annually	x		x	
Preparing Agendas and Minutes of Committee meetings		x		
Preparing an annual report	x	x		
Communicating status of the Foundation's funds and their allocation to proposals via reporting at the Club AGM, Half Yearly meeting of members and any Special meetings where relevant	x			

4. REPRESENTATION BY COMMITTEE MEMBER(S)

A Committee member may represent the Foundation only

- 4.1 with the full knowledge and approval of the Committee
- 4.2 to communicate to HBYC members and patrons the aims, objectives and status of the Foundation
- 4.3 to communicate to HBYC members the status of approved proposals

5. COMMUNICATIONS

- 5.1 Committee members must treat all discussions at committee meetings as confidential and only for the information of the committee
- 5.2 The committee's approach to public transparency is confined to reporting at the AGM, the Half Yearly meeting of members and its Annual Report while Minutes of committee meetings will be available for viewing if requested in writing by a club member
- 5.3 The objectives of and means of donating to the Foundation are to be available on the HBYC website
- 5.4 There are mechanisms by which the committee can listen to and understand the views of HBYC members, employees and volunteers, including surveys and meetings
- 5.5 Communication between committee members shall be via the group email: foundation@hbyc.org.au

6. DONATIONS

- 6.1 From time to time donations will be received by the Foundation
- 6.2 Donations other than via the ASF may have conditions stating how, when, where or for what purpose the funds are to be used.
- 6.3 Donations made to Specific Funds will not be transferred between Specific Funds without the written permission of the donor.
- 6.4 Such conditions must be taken into consideration and the risks of adhering to the conditions managed by the Committee using its risk management framework

7. MANAGEMENT OF FUNDS

- 7.1 All money received by the Foundation will be deposited in a bank account with a Financial Institution.
- 7.2 Online banking will be configured to require any payment to be authorized by 2 separate committee members and be subject to a daily withdrawal limit of \$20,000
- 7.3 Funds may be transferred to cash management accounts or term deposits at the same or other Financial Institution
- 7.4 The use of term deposits will balance the objective of maximizing interest received versus the requirements for reasonably foreseeable Funding Requests and Operating Expenses
- 7.5 Further investment options may be considered for funds held in excess of \$500,000 and where in accordance with the Investment Policy detailed in Appendix 2.

8. FUNDING REQUEST PROCESS

- 8.1 Each Funding request must be in writing, accompanied by a completed Funding Request (Appendix 1), together with all supporting information pertaining to the proposal. This includes:
 - 8.1.1 Specifications, Engineers Reports, Drawings, Quotations, Conference Programs, Training Programs, descriptions of Sailing or Boating events, and where relevant, details of any grant recipient of the financial assistance.
 - 8.1.2 Endorsement and sign-off by the relevant HBYC Sub-Committee, including HBYC Finance Committee.
 - 8.1.3 Endorsement and sign-off by the HBYC General Committee, as evidenced by a copy of the relevant resolution of the General Committee, or the Minutes of a General Meeting of the Club.

9. FUNDING REQUEST SUBMISSION

- 9.1 In submitting a Funding Request, the Club remains responsible for assessing, prioritising, approval, governance and delivery of the associated Project. This includes:
 - 9.1.1 requesting and assessing technical assessments and experts reports as appropriate,
 - 9.1.2 financial analysis,
 - 9.1.3 compliance with the Club Constitution and By Laws, and
 - 9.1.4 management and payment of applicable suppliers and contractors.
- 9.2 All funding request submissions shall be submitted to the Foundation Secretary for assessment by the Committee.

10. FUNDING APPROVAL PROCESS

- 10.1 The Foundation Committee will hold a meeting to discuss and consider the proposal for voting on, when they are satisfied that the proposal is suitable for a decision.

- 10.2 In assessing a funding request, the Committee must ensure that any related disbursement is in compliance with:
 - 10.2.1 the purposes of the Foundation, as stated in The Rules,
 - 10.2.2 any conditions and preferences that may have been communicated by a donor,
 - 10.2.3 all applicable legislation including the ITAA, and
 - 10.2.4 the rules and policies of the ASF as applicable.
- 10.3 In approving a funding request, the Committee will be approving funding to the Club or other grant recipient, allocated solely for the funding request proposal, as approved.

11. GRANT LIMITS TO FUNDING REQUESTS

- 11.1 Grant limits from each fund category will be controlled to ensure ongoing financial perpetuity and sustainability of the foundation.
- 11.2 Grants to any one project will be limited to 25% of total available funds of the category, to allow for potential multiple projects.
- 11.3 Total grants of any category will be limited to 50% of the available category funds at any instance of time.
- 11.4 Any grants in excess of the caps specified in 13.2 and 13.3 shall require approval by a unanimous vote of the committee members

12. GRANT DISBURSEMENTS TO AN APPROVED FUNDING REQUEST

- 12.1 Grant Disbursements may only be paid to the Club or to a grant recipient in response to an approved funding request.
- 12.2 A funding request may give rise to one or more related grant disbursements. Subsequent grant disbursements will require further separate resolutions by the Committee. In considering a subsequent grant disbursement the Committee will obtain confirmation that the Project remains compliant with the donation conditions and consistent with the Funding Request.

13. MONITORING OF ALLOCATED FUNDING

- 13.1 Monitoring of the funding approved and allocated for a proposal shall be:
 - 13.1.1 reported to the Committee by the grant recipient of the funding, confirming the appropriate expenditure of the funds allocated, in accordance with the funding approved by the Foundation.
 - 13.1.2 Reported to the Committee by the Club Treasurer, on the transaction history and balance of funds allocated to the grant recipient for a proposal, in accordance with the funding approved by the Foundation.

14. OPERATING EXPENSES

- 14.1 Operating Expenses maybe incurred and paid by the Club Manager or the Treasurer of the Foundation and ratified at a subsequent Committee meeting where
 - 14.1.1 those expenses are within an overall budget for an event or initiative of the Foundation and previously approved by the Committee, or
 - 14.1.2 are less than \$1,000 in aggregate.

15. ANNUAL REPORT

The Foundation's Annual Report shall comprise

- 1. A list of the Committee members and key positions held
- 2. A summary covering the number of meetings held, donations received, funds raised, number of proposals received for consideration and number of proposals approved for allocation of funds
- 3. Status of the approved proposals

4. Balances of the Foundations fund accounts
5. Balances allocated but as yet not drawn down
6. Auditors report (if an auditor was appointed)
7. Any special meetings or events

16. PROJECT COMPLETION REVIEW

On completion of each funded project a project completion review will be performed. This will be produced by the General Committee and will confirm if the objectives and outcomes stated in the proposal have been achieved. If these were not fully achieved an explanation will be provided.

By-Laws Approved by the HBYC Foundation committee

Committee Chairperson

Date.....

Appendix 1 – Funding Request Template.

The following template is recommended to be used to apply for an allocation of Foundation Funding. Copies can be obtained from the HBYC office or on the HBYC website.

HBYC Proposal for Foundation Funding

Title	
Purpose & Objective(s)	Set out the reason for and objective(s) of the Proposal
Proposed Scope	The proposed scope of work or activity
Outcomes	List the expected outcomes of the Proposal
Options	List any Options considered and reasons for the recommended approach OPTION 1..... OPTION 2..... OPTION 3.....
Funding required and timing	Set out the financial funding required and the timeframe for when it is required \$..... Timing
Dependencies	Set out any other factors on which this Proposal depends including any impact on the Club's Assets – On Land or the Club's Assets – On Water

Risks & Risk Mitigation	Set out the risks of achieving the objectives and outcomes and any means of risk mitigation
Alignment with Club Strategic Plan & Other Master Plans	
Attachments	Attach any of the following documents that are relevant to this proposal: • Specifications • Engineers Reports • Drawings • Quotations (from Consultants / Contractors / Suppliers) • Conference programs • Training programs • Boating events • Recipient details
Recommendation	
Authorisations	Finance Committee: 2nd Sub Committee: 1st General Committee: 3rd
Foundation Committee approval, & any conditions of the approval:	

Appendix 2 – Funds Management and Investment Policy (To Be Developed)

- Framework for Retention versus Release of Funds
- Planning Horizon – Annual budget cycle not sufficiently long term
- Permitted Investments
- Governance re Investment Decisions