



CONSTITUTION

Associations Incorporation Reform Act 2012

SEPTEMBER 17, 2021

270 Nelson Place, WILLIAMSTOWN VICTORIA 3016

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012
Hobsons Bay Yacht Club Inc. Constitution

TABLE OF PROVISIONS

PART 1- PRELIMINARY	3
1.1 Name	3
1.2 Purposes	3
1.3 Financial year	3
1.4 Definitions	3
PART 2 - POWERS OF THE CLUB	4
2.1 Powers of the Club	4
2.2 Not for profit organisation	5
2.3 Alteration of the Constitution	5
PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	5
Division 1 - Membership	5
3.1 Number of Members	5
3.2 Eligibility for Membership	5
3.3 Membership Categories	5
3.4 Application for Membership	6
3.5 Consideration of Application	7
3.6 New Membership	7
3.7 Annual subscription and Nomination Fee on joining	7
Table 1 - Membership Categories	8
3.8 Membership Privileges	8
Table 2 – Membership Privileges, Calls or Levies	9
3.9 Any Member failing to pay the subscription	9
3.10 Rights not transferable	9
3.11 Ceasing Membership	9
3.12 Call or Levy	10
3.13 Resigning as a Member	10
3.14 Register of Members	10
Division 2 - Disciplinary action	10
3.15 Grounds for taking disciplinary action	10
3.16 Disciplinary Committee	10
3.17 Notice to member - Disciplinary Hearing	11
3.18 Decision of Disciplinary Committee	11
3.19 Appeal rights	11
3.20 Conduct of Disciplinary Appeal meeting	12
Division 3 - Grievance procedure	12
3.21 Application	12
3.22 Parties must attempt to resolve the dispute	12
3.23 Appointment of mediator	12
3.24 Mediation process	13
3.25 Failure to resolve dispute by mediation	13
PART 4 - GENERAL MEETINGS	13
4.1 Chair of Meetings	13
4.2 Annual General Meeting	13
4.3 Half Yearly General Meeting	13
4.4 Notice of Annual, Half Yearly or Special General Meetings	13

4.5	Special General Meetings	14
4.6	Proxies	14
4.7	Use of technology for attendance at General Meetings	15
4.8	Quorum at all General Meetings	15
4.9	Adjournment of all General Meetings	15
4.10	Voting at a General Meeting	16
4.11	Special resolution	16
4.12	Determining whether resolution carried	16
4.13	Minutes of General Meeting	16
	PART 5 - GENERAL COMMITTEE	17
	Division 1 - Powers of the General Committee	17
5.1	Powers	17
5.2	Delegation	17
	Division 2 - Composition of General Committee and duties of members	17
5.3	Composition of the General Committee	17
5.4	Duties of the General Committee	17
5.5	Chair of General Committee Meetings and Delegates	18
5.6	Honorary Secretary	18
5.7	Honorary Treasurer	18
	Division 3 - Election of General Committee members and tenure of office	19
5.8	Eligibility for Membership of the General Committee	19
5.9	Positions to be declared vacant	19
5.10	Nominations	19
5.11	Election of Officers of the Club and General Committee	19
5.12	Ballot	20
5.13	Term of office	20
5.14	Vacation of office	20
5.15	Removal from office	21
5.16	Filling casual vacancies	21
	Division 4 - Meetings of General Committee	21
5.17	Meetings of General Committee	21
5.18	Notice of meetings	22
5.19	Urgent meetings	22
5.20	Procedure and order of business	22
5.21	Use of technology for attendance at General Committee meeting	22
5.22	Quorum	22
5.23	Voting	23
5.24	Conflict of interest	23
5.25	Minutes of General Committee meeting	23
5.26	Leave of absence	23
	PART 6 - FINANCIAL MATTERS	23
6.1	Source of funds	23
6.2	Management of funds	24
6.3	Financial records	24
6.4	Financial statements	24
6.5	Auditor	25
	PART 7 - GENERAL MATTERS	25
7.1	Common Seal	25
7.2	Registered address	25
7.3	Notice requirements	25
7.4	Custody and inspection of books and records	25
7.5	Signing of Documents	26
7.6	Club Burgee, Flags and Badges	26
7.7	Winding up and cancellation	26

Hobsons Bay Yacht Club Constitution

Note

The persons who from time to time are members of the Club are in an incorporated association by the name given in rule 1.1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Club and its members.

PART 1 - PRELIMINARY

1.1 Name

The name of the incorporated association is Hobsons Bay Yacht Club Incorporated.

1.2 Purposes

The purposes of the Club are:

- a) To promote and encourage participation in sailing and associated on-water activities including racing, cruising and social events.
- b) To provide appropriate training services for all aspects of Club activities.
- c) To provide and maintain marina and land-based facilities for safe storage of boats and provision of facilities to undertake boat maintenance.
- d) To provide and maintain Club facilities and amenities customarily provided for members and guests' enjoyment including facilities for food and refreshments.
- e) To provide and maintain other facilities and amenities to assist in the promotion of sailing and training.
- f) To encourage community engagement and community use of the Club house facilities.
- g) To foster and continue to build friendships amongst members and the community that supports a strong Club culture.

1.3 Financial year

The financial year of the Club is each period of 12 months ending on 30 June.

1.4 Definitions

In these Rules:

Absolute majority means a majority of the General Committee members currently holding office and entitled to vote at the time (as distinct from a majority of General Committee members present at a General Committee meeting).

Chairperson of a General Meeting or Committee meeting, means the person chairing the meeting as required under rule 5.5(a).

Club means the Hobsons Bay Yacht Club Incorporated.

Club Manager means the person employed from time to time as the Manager of the Club.

Disciplinary Appeal meeting means a meeting of the members convened under rule 3.20.

Disciplinary Meeting means a meeting of the Committee convened for the purposes of rule 3.17.

Disciplinary Committee means the Committee appointed under rule 3.16.

Financial year means the 12-month period specified in rule 1.3.

General Committee means the Committee having management of the business of the Club.

General Committee meeting means a meeting of the General Committee held in accordance with these rules.

General Committee member means a member of the General Committee elected or appointed under Part 5 Division 3.

General Meeting means a General Meeting of the members of the Club entitled to attend under rule 3.8 and convened in accordance with Part 4. This includes an Annual General Meeting, a Half Year General Meeting, a Special General Meeting but does not include a Disciplinary Appeal meeting.

HBYC Governance Manual means the manual prepared by the General Committee to detail the manner in which the operations of the Club are governed.

Member means a member of the Club.

Non-voting member means a member referred to in rule 3.8.

Relevant documents mean the records and other documents, however compiled, recorded or stored, which relate to the incorporation and management of the Club and includes the following:

- i. Its membership records.
- ii. Its financial statements.
- iii. Its financial records.
- iv. Records and documents relating to transactions, dealings, business or property of the Club.

Rules of the Club means the current version of the HBYC Constitution, By-Laws and Operational Policies of the Club as amended from time to time.

Special resolution means a resolution that requires not less than three-quarters of the voting members at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

The Act means the **Associations Incorporation Reform Act 2012** as amended from time to time and includes any regulations made under that Act.

The Registrar means the Registrar of Incorporated Associations.

Voting member means a member who, under rule 3.8, is entitled to vote at a General Meeting.

PART 2 - POWERS OF THE CLUB

2.1 Powers of the Club

- a) Subject to The Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- b) Without limiting rule 2.1 a), the Club may:
 - i. Acquire, sell, hold, lease or rent real or personal property and to enter any arrangements with Government, local government authorities or commercial organisations.
 - ii. Open and operate accounts with financial institutions.
 - iii. Invest its money in any security in which trust monies may lawfully be invested.
 - iv. Raise and borrow money on any terms and in any manner as it thinks fit.
 - v. Secure the repayment of money raised or borrowed, or the payment of a debt or liability.
 - vi. Appoint agents to transact business on its behalf.
 - vii. Enter into any other contract it considers necessary or desirable.
 - viii. Only exercise its powers and use its income and assets (including any surplus) for its purposes.
 - ix. Do all things that are incidental or conducive to the purposes of the Club.
 - x. Make and amend Rules of the Club which shall be binding on all members.
 - xi. Associate or affiliate with any other yacht clubs or sporting associations.

2.2 Not for profit organisation

- a) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- b) Rule 2.2 a) does not prevent the Club from paying a member:
 - i. Reimbursement for expenses properly incurred by the member or
 - ii. 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.
- c) No member shall receive a greater profit or benefit or advantage from the Club than that received by every member thereof or salary or wages paid to employees.

2.3 Alteration of the Constitution

- a) The Constitution shall only be altered by resolution of a General Meeting.
- b) No such alteration of the Constitution will become effective unless it is passed by not less than seventy five per cent of the voting members present at the General Meeting.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 Number of Members

- a) The Club must have at least 5 members.
- b) There shall be no more than one thousand (1000) members of the Club provided that Youth, Reciprocal, Corporate, Community and Honorary members shall not be counted as members for the purposes of this part of this rule.

3.2 Eligibility for Membership

Any person who supports the purposes of the Club is eligible for membership.

3.3 Membership Categories:

- a) FULL members are those 18 years and over who have paid the appropriate subscription. Partners of existing Full members may become Full members themselves without the payment of a Nomination Fee. Membership granted to a partner will only be valid while both members retain membership.
- b) FAMILY membership includes two adults and their dependants up to the age of 24 years.
- c) LIFE members who have retained their Full or Partner membership for an aggregate or continuous period of at least 40 years may be granted Life membership.
- d) HONORARY LIFE membership may be conferred on members who have by their personal activity and interest, contributed in some considerable measure to the advancement of yachting in general or the Club in particular. Honorary Life members shall be recommended by the General Committee and be elected on the unanimous vote of the voting members present at a General Meeting.
- e) YOUTH members are those members under the age of 18 years and not included under a Family membership.
- f) INTERMEDIATE members are those members aged 18-24 years and not included under a Family membership.
- g) PENSIONER members who are of Age pension age or older and hold a Centrelink Pensioner Concession Card or a Department of Veteran Affairs Pensioner Concession Card and have been a Full member for at least five continuous years immediately prior to applying for Pensioner membership may, on written application to the General Committee, be granted Pensioner membership.
- h) CREW members are any person over the age of 24 years who takes an active role as a Crew member in Club organised sailing events.

- i) ABSENTEE membership who are Full members and who are absent from the Club for a minimum of 12 calendar months may apply annually to the Club for this membership category. Years of membership as an Absentee member are accrued towards Life membership at the discretion of the General Committee.
- j) HONORARY VOLUNTEER membership may be granted by the General Committee for a period of 12 months reviewed annually by the General Committee. The Honorary Volunteer member shall have access to Club facilities as determined by the General Committee and shall take an active role in the Club as a volunteer member.
- k) HONORARY member:
 - i. Any person who is a member of any other recognised yacht club and who is temporarily visiting Williamstown may be eligible for Honorary membership for a period not exceeding one month and shall not be elected to Honorary membership on more than four occasions in any 12 month period. Eligibility shall be determined by the General Committee. The number of Honorary Members elected pursuant to rule 3.3 k) i. is limited to 20 at any one time.
 - ii. Any person who is competing in, or who is officiating at any yacht race or regatta organised by the Club, or with which the Club is associated, shall be eligible for Honorary membership for the day or days on which the race or regatta is conducted.
- l) SOCIAL members are those over the age of 18 years who have paid the appropriate subscription. Social members shall have access to Club facilities as determined by the General Committee. Social members may take part in Club organised sailing events with the appropriate Day Sail pass membership.
- m) COMMUNITY membership may be conferred on an organisation that has an activity or interest in the Club for a period of 12 months reviewed annually by the General Committee. This membership will have access to Club facilities as determined by the General Committee.
- n) RECIPROCAL membership may be conferred on a person who is a member of a recognised yacht club. This membership shall be approved by the General Committee and access to facilities will be as determined by the General Committee,
- o) DAY SAIL PASS membership is for casual attendees to the Club renewable each day the person attends the Club for sailing events.

3.4 Application for Membership

- a) To apply to become a member of the Club, a person must submit a written application to the Honorary Secretary stating that the person:
 - i. Wishes to become a member of the Club and
 - ii. Supports the purposes of the Club and
 - iii. Agrees to comply with the Rules of the Club.
- b) The application shall be in writing on the approved form and shall show:
 - i. Full name of the applicant with their residential address, date of birth, occupation and category of membership applied for, notwithstanding rule 3.4 b) iv, together with such other information as may be required by the General Committee.
 - ii. The application form shall be signed by both the proposer and seconder and also by the applicant. The proposer and seconder shall be a voting member of the Club, both of whom shall have been members of the Club for a period of at least 12 months prior to submitting such nomination.
 - iii. A signature on the application by the applicant is and shall be at all times an acknowledgment that they will be bound by the Rules of the Club.
 - iv. That the applicant has not been refused membership from another club and/or has left a previous club unfinancial.

3.5 Consideration of Application

- a) The signed and completed application form for all categories of membership, except Honorary membership, shall be displayed on the Club notice board in the Club premises for at least two weeks before consideration of such member and an interval of no more than six weeks shall elapse between the application and approval of such member.
- b) Members other than Honorary Life members shall be approved by vote of the General Committee. One adverse vote in four shall exclude the applicant and a record of the number of General Committee members voting for the approval of a new member shall be kept by the Honorary Secretary and entered in the minutes of the Club.
- c) Upon approval of the application the nomination fee is due and payable with the subscription fee.
- d) No reason need be given for the rejection of an application.
- e) Election of any candidate may be declared void by the General Committee if it is subsequently found that there were any material omissions or inaccuracies in the information on the nomination form.
- f) A person who has been denied approval for membership shall not be eligible for renomination for a period of 12 months after the date of such denial.

3.6 New Membership

- a) If an application for membership is approved by the General Committee:
 - i. The resolution to accept the membership must be recorded in the minutes of the General Committee meeting.
 - ii. The Honorary Secretary shall, as soon as practicable, enter the name and address of the new member, the date of becoming a member and the category of membership in the Register of Members.
 - iii. Upon approval, a new member shall receive a notice of their approval to the appropriate category of membership together with a copy of the Rules of the Club as at that time, and a statement detailing the subscription and any other monies due.
 - iv. Should a new member fail to pay, within one month of notification by the amount of all fees incurred by their approval, such approval may be declared lapsed and void.
- b) A person becomes a member of the Club and is entitled to exercise their privileges of membership under rule 3.8 from the date on which the General Committee approves the person's membership.

3.7 Annual Subscription and Nomination Fee on Joining

- a) The annual subscription is for 12 months beginning at the commencement of the Club's financial year.
- b) The annual subscriptions for the following categories of membership shall be based on a percentage of the Full Member subscription as set out in Table 1 below. The subscription for all other categories of membership shall be determined by the General Committee.

Table 1 - Membership Categories and Subscriptions

Membership Category	Subscription as percentage of Full Membership
Full Member	100%
Partner of Full Member	50%
Family including dependants <25 years	155%
Honorary Life	0%
Life	0%
Youth	12%
Intermediate	25%
Pensioner	50%
Crew	50%
Absentee	25%
Honorary Volunteer	0%
Honorary	0%

- c) The due amount for all subscriptions shall be notified to members not less than 14 days prior to the due date.
- d) Subscriptions are deemed to be paid if a member has entered into an Eligible Payment Agreement with the Club prior to the due date.
- e) The General Committee may increase the Full Member subscription payable for the ensuing year by not more than 3% or CPI (Vic.), whichever is the greater, without having to put it to a vote at a General Meeting. Any increase greater than 3% or CPI (Vic.) whichever is the greater, must be put forward as a notice of motion for a vote at a General Meeting.
- f) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - i. The full annual subscription or
 - ii. A pro rata annual subscription based on the remaining part of the financial year as determined by the General Committee.
- g) Nomination Fee:
 - i. The nomination fee payable by applicants for membership shall be 100 per cent of Annual subscription for the membership category applied for.
 - ii. The nomination fee for all categories may be altered or waived at any time as determined by the General Committee.

3.8 Membership Privileges, Calls or Levies

Members shall have the privileges of membership, and liability for calls or levies as detailed in Table 2 below.

Table 2 – Membership Privileges, Calls or Levies

Membership Category	Membership Privileges, Calls or Levies											
	Attendance at General or Special Meeting of members	Voting *	Discussion or debate at General or Special Meetings of members	Stand for Officer of the Club or General Committee	Propose or second a member for Office or the General Committee	Move or second any motion or amendment at a General or Special meeting of members	Nominate or second any person as a member of the Club	Own a vessel on the Yacht Register	Sit on Committees other than the General Committee	Sailing	Subject to calls or levies	Access to Club house Facilities
Full and Partner	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Adult Family	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Family <25 years	No	No	No	No	No	No	No	**	No	Yes	No	Yes
Life	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Honorary Life	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
Youth	No	No	No	No	No	No	No	**	No	Yes	No	Yes
Intermediate	Yes	No	No	No	No	No	No	No	Yes	Yes	No	Yes
Pensioner	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Crew	Yes	No	No	No	No	No	No	No	Yes	Yes	No	Yes
Absentee	No	No	No	No	No	No	No	Yes	No	No	Yes	Yes
Honorary Volunteer	No	No	No	No	No	No	No	No	Yes	**	No	Yes
Honorary	No	No	No	No	No	No	No	No	No	Yes	No	Yes
Social	No	No	No	No	No	No	No	No	Yes	**	No	Yes
Community	No	No	No	No	No	No	No	No	No	**	No	Yes
Day Sail	No	No	No	No	No	No	No	No	No	Yes	No	Yes

*Under the condition that the member's rights is not suspended for any reason.

**As determined by the General Committee.

A member of the Club who is entitled to vote has the right:

- a) To receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules.
- b) To submit items of business for consideration at a General Meeting and to attend and be heard at General Meetings.
- c) To vote at a General Meeting and to have access to the minutes of General Meetings and other documents of the Club as provided for under rule 7.4

3.9 Any Member failing to pay the subscription when due shall without prejudice to membership, be suspended from all privileges of the Club until such subscription be paid. If payment is not made within two months, the member's name may be struck off the Register of Members unless the non-payment is satisfactorily explained to the General Committee.

3.10 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

3.11 Ceasing Membership

- a) The membership of a person ceases on resignation, expulsion or death.

- b) If a person ceases to be a member of the Club, the Honorary Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

3.12 Call or Levy

Calls or Levies shall be made in accordance with a resolution passed at a General Meeting and that notice of intention to seek such a call or levy shall have been given to each voting member with a notice of the meeting.

3.13 Resigning as a Member

- a) A member may resign by notice in writing given to the Honorary Secretary.
- b) A member may resign at any time. A member so resigning continues to be liable for any annual membership fees, as well as any other fees due and unpaid at the date of resignation.
- c) A member is taken to have resigned if the annual subscription is more than 3 months in arrears.
- d) A member resigning membership shall not be eligible to reapply for membership unless all monies due to the Club at the previous cessation of membership are paid.

3.14 Register of Members

- a) The Honorary Secretary must keep and maintain a register of Register of Members that includes for each current member:
 - i. The member's name.
 - ii. The address for notices last given by the member.
 - iii. The date of becoming a member.
 - iv. Membership category.
 - v. Any other information determined by the Committee. and
- (b) For each former member, the date of resigning membership.

Division 2 - Disciplinary action

3.15 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with Division 2 if it is determined that the member:

- a) Has failed to comply with the Rules of the Club or
- b) Has engaged in conduct that is contrary to the purposes of the Club or
- c) Has engaged in conduct that is prejudicial to the interests of the Club or
- d) Has engaged in conduct that is likely to bring the Club into disrepute.

3.16 Disciplinary Committee

- a) If the General Committee has received a formal complaint and is satisfied that there are sufficient grounds for taking disciplinary action against a member, the General Committee shall appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the member.
- b) There shall be three members of the Disciplinary Committee who:
 - i. Shall be nominated by the General Committee.
 - ii. May be General Committee members, members of the Club or anyone else, but
 - iii. Must not be biased against, or in favour of, the member concerned.

3.17 Notice to member – Disciplinary Hearing

- a) Before disciplinary action is taken against a member, the Honorary Secretary must give written notice to the member:
 - i. Stating that the Club proposes to take disciplinary action against the member.
 - ii. Stating the grounds for the proposed disciplinary action.
 - iii. Specifying the date, place and time of the hearing at which the Disciplinary Committee intends to consider the disciplinary action (the Disciplinary Hearing).
 - iv. Advising that the member may do one or both of the following:
 - a. Attend the Disciplinary Hearing and address the Disciplinary Committee at that meeting.
 - b. Give a written statement to the Disciplinary Committee at any time before the Disciplinary Hearing.
 - iv. The member may have a support person at the Disciplinary Hearing subject to receiving notice 24 hours prior and approval of the Disciplinary Committee.
 - v. Setting out the member's appeal rights under rule 3.19.
- b) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Hearing is held.

3.18 Decision of Disciplinary Committee

- a) At the Disciplinary Hearing, the Disciplinary Committee must:
 - i. Give the member an opportunity to be heard and
 - ii. Consider any written statement submitted by the member.
- b) After complying with rule 3.17 a), the Disciplinary Committee may:
 - i. Take no further action against the member or
 - ii. Warn the member or
 - iii. Reprimand the member or
 - iv. Suspend the membership rights of the member for a specified period or
 - v. Terminate the membership of the member and expel the member from the Club.
- c) The suspension of membership rights or the expulsion of a member by the Disciplinary Committee under this rule takes effect immediately after the vote is passed.

3.19 Appeal rights

- a) A person whose membership rights have been suspended or who has been expelled from the Club under rule 3.18 may give notice to the effect that the member wishes to appeal to voting members of the Club against the suspension or expulsion.
- b) The notice must be in writing and given:
 - i. To the Disciplinary Committee immediately after the vote to suspend or expel the person is taken or
 - ii. To the Honorary Secretary not later than 48 hours after the vote has been communicated to the member.
- c) If a person has given notice under rules 3.19 a) and b), a Disciplinary Appeal meeting must be convened by the General Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d) Notice of the Disciplinary Appeal meeting must be given to each voting member of the Club as soon as practicable and must specify:
 - i. The date, time and place of the meeting and
 - ii. The name of the person against whom the disciplinary action has been taken and

- iii. The matters that form the grounds or basis of the appeal.
- iv. 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.

3.20 Conduct of Disciplinary Appeal meeting

- a) At a Disciplinary Appeal meeting:
 - i. No business other than the motion of the appeal will be conducted.
 - ii. The General Committee must state the grounds for suspending or expelling the member and the reasons for taking that action.
 - 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 rule 3.20 a), the voting members present at the meeting must vote by secret ballot on the motion of whether the decision to suspend or expel the person should be upheld or revoked.
- c) A member shall not vote by proxy at the meeting.
- d) The decision is upheld if not less than three quarters of the voting members at the meeting vote in favour of the decision.
- e) A quorum at the meeting is twenty-five members who are eligible to vote.

Division 3 - Grievance procedure

3.21 Application

- a) The grievance procedure set out in Division 3 applies to disputes under the Rules of the Club between:
 - i. A member and another member.
 - ii. A member and any Committee of the Club.
 - iii. A member and the Club.
- b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

3.22 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3.23 Appointment of mediator

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.22, the parties must within 10 days:
 - i. Notify the General Committee of the dispute and
 - ii. Agree to or request the appointment of a mediator and
 - iii. Attempt in good faith to settle the dispute by mediation.
 - iv. The mediator must be:
 - a. A person chosen by agreement between the parties.
 - b. In the absence of agreement:
 - i. If the dispute is between a member and another member, a person appointed by the General Committee.
 - ii. If the dispute is between a member and any Committee or the Club, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- b) A mediator appointed by the General Committee may be a member or former member of the Club but in any case, must not be a person who:
 - i. Has a personal interest in the dispute.

- ii. Is biased in favour of or against any party.

3.24 Mediation process

- a) The mediator to the dispute, in conducting the mediation, must:
 - i. Give each party every opportunity to be heard.
 - ii. Allow due consideration by all parties of any written statement submitted by any party.
 - iii. Ensure that natural justice is accorded to the parties throughout the mediation process.
- b) The mediator must not determine the dispute.

3.25 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with The Act or otherwise at law.

PART 4 - GENERAL MEETINGS

4.1 Chair of Meetings

At all General Meetings the chair shall be taken by the most senior Flag Officer present. In the event of there being no Flag Officer present the meeting shall elect a Chairperson.

4.2 Annual General Meeting

- a) The General Committee shall convene an Annual General Meeting to be held within 5 months after the end of each financial year.
- b) The General Committee shall determine the date, time and place of the Annual General Meeting.
- c) At Annual General Meetings, the order of business shall be:
 - i. Apologies.
 - ii. Minutes of previous General Meeting.
 - iii. Correspondence.
 - iv. Receipt and adoption of Annual Report including the financial statements of the Club for the preceding financial year submitted by the General Committee in accordance with Part 7 of The Act.
 - v. Election of Officers and General Committee.
 - vi. Election of Auditor.
 - vii. Motions of which due notice has been given.
 - viii. General Business.

4.3 Half Yearly General Meeting

- a) The Half Yearly General Meeting shall be held in March each year.
- b) The ordinary business of the General Meeting is as follows:
 - i. Apologies.
 - ii. Minutes of previous General Meeting.
 - iii. Correspondence.
 - iv. Report of Officers and Sub Committees.
 - v. Motions of which due notice has been given.
 - vi. General Business.

4.4 Notice of Annual, Half Yearly or Special General Meetings

- a) The Honorary Secretary must give to each voting member of the Club:
 - i. At least 21 days notice of a General Meeting if a motion is to be proposed at the meeting or

- ii. At least 14 days notice of a General Meeting, other than a Special General Meeting, in any other case.
- iii. In the case of a Special General Meeting, notwithstanding rule 5.16 d), at least 7 days notice.
- b) The notice must:
 - i. Specify the date, time and place of the meeting and
 - ii. Indicate the general nature of each item of business to be considered at the meeting.
 - iii. If a motion is to be proposed:
 - a. To state in full the proposed motion and
 - b. To state the intent of the proposed motion.
- c) To comply with rule 4.6.

4.5 Special General Meeting

- a) Any General Meeting of the Club, other than an Annual General Meeting, Half Yearly General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- b) The General Committee may convene a Special General Meeting whenever it thinks fit.
- c) No business other than that set out in the notice under rule 4.4 may be conducted at the meeting.
- d) At a Special General Meeting, the order of business shall be:
 - i. Correspondence relative to motion.
 - ii. Motions of which due notice has been given.
- d) Special General Meeting held at the request of members:
 - i. The meeting shall be convened by the Honorary Secretary on receipt of a request for such meeting signed by twelve voting members or by five members of the General Committee.
 - ii. A request for a Special General Meeting must:
 - a. Be in writing and
 - b. State the business to be considered at the meeting and any resolutions to be proposed and
 - c. Include the names and signatures of the members requesting the meeting and
 - d. Be given to the Honorary Secretary.
- e) If the General 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 may convene the Special General Meeting.
- f) A Special General Meeting convened by members under rule 4.5 e):
 - i. Must be held within 3 months after the date on which the original request was made and
 - ii. Shall only consider the business stated in that request.

4.6 Proxies

- a) A voting member may appoint another voting member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary Appeal meeting.
- b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- c) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

- d) The member may use the form provided by the General Committee or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- e) Notice of a General Meeting given to a member must state that the member may appoint another member as a proxy for the meeting.
- f) A proxy form has no effect unless it is received by the Honorary Secretary no later than 24 hours before the commencement of the meeting.

4.7 Use of technology for attendance at General Meeting

- a) 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 communicate with each other clearly and simultaneously.
- b) For the purposes of Part 4, a member participating in a General Meeting as permitted under rule 4.7 a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.8 Quorum at all General Meetings

- a) No business shall be conducted at a General Meeting unless a quorum of members is present.
- b) At all General Meetings twenty-five voting members shall attend to form a quorum.
- c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - i. In the case of a meeting convened by, or at the request of, members under rule 4.5 e) the meeting must be dissolved.
 - ii. If a meeting convened under rule 4.5 e) is dissolved, under this rule 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 General meeting, the members must make a new request under rule 4.5 e).
 - iii. In any other case:
 - a. The meeting must be adjourned to a date not more than 21 days after the adjournment.
 - b. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
 - c. If a quorum is not present within 30 minutes at an adjourned General Meeting, other than a Special General Meeting convened under rule 4.5 e), the members present at the meeting, if not fewer than 10 voting members plus any Flag Officer present, shall proceed with the business of the meeting as if a quorum were present.

4.9 Adjournment of all General Meetings

- a) The Chairperson of a General Meeting at which a quorum is present shall, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting rule 4.9 a), a meeting may be adjourned:
 - i. If there is insufficient time to deal with the business at hand or
 - ii. To give the members more time to consider an item of business.
- c) No business shall be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

4.10 Voting at a General Meeting

- a) On any motion put at a General Meeting:
 - i. Subject to rule 4.10 c), each voting member has one vote and
 - ii. Members may vote personally or by proxy.
 - iii. The motion must be decided on a majority of votes.
- b) If votes are divided equally on a motion, the Chairperson of the meeting has a second or casting vote.
- c) If the motion is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting shall vote.
- d) This rule does not apply to a vote at a Disciplinary Appeal meeting conducted under rule 3.20.

4.11 Special resolution

- a) A special resolution is passed if not less than three quarters of the voting members at a General Meeting (whether in person or by proxy) vote in favour of the resolution.
- b) A special resolution is required:
 - i. To remove a General Committee member from office.
 - ii. To alter these Rules of the Club including changing the name or any of the purposes of the Club.

4.12 Determining whether resolution carried

- a) Subject to rule 4.10 b) the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - i. Carried or
 - ii. Carried unanimously or
 - iii. Carried by a particular majority or
 - iv. Lost and
 - v. An entry stating the outcome of the vote in the minutes of the meeting is conclusive proof of that fact.
- b) If a poll is demanded by three or more voting members on any motion:
 - i. The votes in the poll shall be in writing.
 - ii. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting and
 - iii. The Chairperson must declare the result of the resolution on the basis of the poll.
- c) A poll demanded on a motion of adjournment must be taken immediately.
- d) A poll demanded on any other motion on the resolution must be taken before the close of the meeting at a time determined by the Chairperson.

4.13 Minutes of General Meeting

- a) The Honorary Secretary must ensure that minutes are taken and kept of each General Meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, a record shall be kept of each General Meeting and must include:
 - i. The names of the members attending the meeting and
 - ii. Proxy forms given to the Chairperson of the meeting under rule 4.6 f).
- d) In addition, a record should be kept of each Annual General Meeting and shall include:
 - i. The financial statements submitted to the members in accordance with rule 4.2 (iv) and

- ii. 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 and
- iii. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under The Act.

PART 5 - GENERAL COMMITTEE

Division 1 - Powers of the General Committee

5.1 Powers

- a) The business of the Club shall be managed by or under the direction of a General Committee.
- b) The General Committee may exercise all the powers of the Club except those powers that these Rules of the Club or The Act require to be exercised by General Meetings.
- c) The General Committee shall have the power to make, alter and repeal all By-Laws and Policies as it may deem necessary for the proper conduct and management of the Club.
- d) The General Committee:
 - i. Shall appoint and remove staff.
 - ii. May establish subcommittees consisting of members with terms of reference it considers appropriate.

5.2 Delegation

- a) The General Committee may delegate to a member of the General Committee, a subcommittee or staff, any of its powers and functions other than:
 - i. This power of delegation or
 - ii. A duty imposed on the General Committee by The Act or any other law.
- b) The delegation must be in writing and may be subject to the conditions and limitations the General Committee considers appropriate.
- c) The General Committee may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of General Committee and duties of members

5.3 Composition of the General Committee

The General Committee consists of:

- a) Flag Officers:
 - i. A Commodore
 - ii. A Vice Commodore
 - iii. A Rear Commodore, and
 - iv. A Club Captain
- b) Officers of the Club:
 - i. An Honorary Secretary
 - ii. An Honorary Treasurer
- c) Seven eligible members elected under rule 5.11.

5.4 Duties of the General Committee

- a) As soon as practicable after being elected or appointed to the General Committee, each General Committee member must become familiar with the Rules of the Club and The Act.

- b) General Committee members shall enforce all Rules of the Club as set out in this Constitution, or which may be lawfully made by the Club from time to time in accordance with the HBYC Governance Manual.
- c) The General Committee is collectively responsible for ensuring that the Club complies with The Act and that individual members of the General Committee comply with the Rules of the Club and The Act.
- d) General Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- e) General Committee members must exercise their powers and discharge their duties:
 - i. In good faith in the best interests of the Club and
 - ii. For a proper purpose.
- f) General Committee members and former General Committee members must not make improper use of:
 - i. Their position so as to gain a personal advantage for themselves or for that member's family members or
 - ii. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- g) In addition to any duties imposed by the Rules of the Club, a General Committee member must perform any other duties imposed from time to time by resolution at a General Meeting.

5.5 Chair of General Committee Meetings and Delegates

- a) At all General Meetings the chair shall be taken by the most senior Flag Officer present. In the event of there being no Flag Officer present the meeting shall elect a Chairperson.
- b) The Commodore and Vice Commodore shall be the Club's principal delegates to councils or bodies to which the Club may at any time send representatives. The Commodore or Vice Commodore may appoint a proxy to attend on their behalf.

5.6 Honorary Secretary

- a) The Honorary Secretary must perform any duty or function required under The Act to be performed by the Honorary Secretary of an incorporated association.
- b) The Honorary Secretary shall:
 - i. Be the Public Officer of the Club.
 - ii. Keep full and correct minutes of all proceedings of General Meetings and the General Committee.
 - iii. Notify each voting member of every meeting of the Club.
- c) The Honorary Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

5.7 Honorary Treasurer

- a) The Honorary Treasurer shall:
 - i. Ensure that the financial records and transactions of the Club are kept in accordance with The Act.
 - ii. Coordinate the preparation of the audited financial statements of the Club and their certification by the General Committee prior to their submission to the Annual General Meeting.
 - iii. Produce a Balance Sheet, Statement of Receipts and Payments for the financial year to date for each General Committee meeting.

- b) The Honorary Treasurer must ensure that at least one other nominee from the General Committee has access to the accounts and financial records of the Club.

Division 3 - Election of General Committee members and tenure of office

5.8 Eligibility for Membership of the General Committee

A member is eligible to be elected or appointed as a General Committee member if the member:

- a) Is 18 years or over and
- b) Entitled to vote at a General Meeting
- c) Not subject to disciplinary action under rule 3.18 b) ii. to v.

5.9 Positions to be declared vacant

- a) At the Annual General Meeting the Chairperson of the meeting shall declare all positions on the General Committee vacant and hold elections for those positions in accordance with rules 5.10 to 5.12.

5.10 Nominations

- a) Prior to the election for each position, the Honorary Secretary must call for nominations to fill each position.
- b) An eligible member shall be nominated in writing and signed by two voting members and the nominee.
- c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- d) Nominations to be lodged with the Honorary Secretary.
- e) Nominations close at 8 pm seven days before the Annual General Meeting.
- f) All Retiring Officers and General Committee members shall be eligible to nominate for re-election.

5.11 Election of Officers of the Club and General Committee

- a) The General Committee shall be elected at the Annual General Meeting.
- b) The Immediate Past Commodore shall be invited by the incoming General Committee to be a non-voting member of the General Committee for the 12 months immediately following vacation of the office of Commodore.
- c) At the Annual General Meeting, separate elections must be held for each of the following positions in order:
 - i. Commodore
 - ii. Vice Commodore
 - iii. Rear Commodore
 - iv. Club Captain
 - v. Honorary Secretary
 - vi. Honorary Treasurer
 - vii. Seven General Committee members
- d) If only one member is nominated for the position, the Chairperson of the meeting shall declare the member elected to the position.
- e) If more than one member is nominated, a ballot shall be held in accordance with rule 5.12.
- f) If there are insufficient nominations for any of the above positions the Chairperson shall call for nominations from those present at the Annual General Meeting.
- g) On their election, the new Commodore may take over as Chairperson of the meeting.

- h) Members shall not be eligible for election to any position on the General Committee unless they are active sailing members or actively participate in the running of the Club. For the purpose of this rule an active sailing member shall be defined as one who has sailed regularly in Club events for at least twelve months and an active participant is a member who has served on a sub-committee for twelve months.

5.12 Ballot

- a) Voting for all positions on the General Committee shall be by secret ballot.
- b) At the Annual General Meeting at least two returning officers shall have been appointed by the Commodore or Chairperson to conduct the ballot and count all the votes received. In the event of an equal number of votes between two or more candidates a further secret ballot shall take place for the tied vote candidates.
- c) The election of all Officers of the Club and members of the General Committee shall be by secret ballot when the number nominated exceeds the number to be elected. Each voting member shall be given a ballot and shall vote for as many candidates as there are vacancies otherwise that vote shall be treated as invalid.
- d) The returning officers shall not be a member nominated for any position.
- e) Before the ballot is taken, each candidate may make a short speech in support of their election.
- f) The returning officer shall provide a ballot to:
 - i. Each voting member present and
 - ii. Each proxy appointed by a member.
- g) If the ballot is for a single position, the voter must mark on the ballot the candidate for whom they wish to vote.
- h) If the ballot is for more than one position:
 - i. The voter must mark on the ballot of each candidate for whom they wish to vote.
 - ii. If the voter marks the ballot with more candidates than the number to be elected the vote is deemed as invalid.
- i) Each ballot on which the candidate has been marked counts as one vote for that candidate.
- j) The returning officers must declare elected, the candidate, or in the case of an election for more than one position, the candidates who received the most votes.
- k) If the returning officer is unable to declare the result of an election under rule 5.12 because two or more candidates received the same number of votes, the returning officer shall conduct a further election for the position in accordance with rules 5.12 a) to j) to decide which of those candidates is to be elected.
- l) The number of votes obtained by each candidate shall not be disclosed by the returning officers.

5.13 Term of office

- a) General Committee member holds office until the positions of the General Committee are declared vacant at the next Annual General Meeting.
- b) A General Committee member may be re-elected.

5.14 Vacation of office

- a) A General Committee member may resign from the General Committee by written notice addressed to the Honorary Secretary.
- b) A person ceases to be a General Committee member if they:
 - i. Cease to be an eligible member or

- ii. Fails to attend three consecutive General Committee meetings, other than special or urgent General Committee meetings without leave of absence under rule 5.26 or
- iii. Otherwise ceases to be a General Committee member by operation of section 78 of The Act.

5.15 Removal from office

- a) A General Committee member may be removed from office:
 - i. By special resolution to remove a General Committee member from office passed by a majority of not less than three quarters of voting members present at a Special General Meeting called for that specific purpose.
 - ii. The Special Resolution shall be signed by a minimum of twelve voting members.
- b) A General Committee member who is the subject of a proposed special resolution under rule 5.15 a) i. may make representations in writing to the Honorary Secretary and may require that the representations be provided to the voting members.
- c) Voting at a Special General Meeting held under rule 5.15 a) must be conducted by secret ballot.

5.16 Filling casual vacancies

- a) The General Committee may appoint a voting member to fill a position on the General Committee that:
 - i. Has become vacant under rules 5.14 or 5.15 or
 - ii. Was not filled by election at the last Annual General Meeting.
- b) If the position of Honorary Secretary becomes vacant, the General Committee must appoint a voting member to the position within 14 days after the vacancy arises.
- c) Rule 5.13 applies to any Committee member appointed by the General Committee under rule 5.16 a) or b).
- d) If the number of General Committee members fall below that stated in 5.17 c) the remaining members of the General Committee shall:
 - i. Within 14 days call for nominations for the vacant positions from voting members.
 - ii. Within 21 days hold a Special General Meeting of voting members for the purpose of holding a ballot to fill the vacant positions.
 - iii. The ballot shall be conducted according to rules 5.11 and 5.12.

Division 4 - Meetings of General Committee

5.17 Meetings of General Committee

- a) The General Committee shall hold at least eleven monthly meetings per annum. Minutes of the meetings including a record of all resolutions and proceedings of the General Committee shall be prepared and filed within the Club's document system.
- b) The General Committee may act notwithstanding a vacancy or vacancies on that Committee.
- c) If the number of General Committee members falls below seven the General Committee shall act only for the purpose of calling a Special General Meeting under rule 5.16 d).
- d) The date, time and place of the first General Committee meeting must be determined by the Honorary Secretary as soon as practicable after the Annual General Meeting at which the members of the General Committee were elected.

- e) Special General Committee meetings may be convened by the Commodore or by any four members of the Committee.

5.18 Notice of Meetings

- a) Notice of each General Committee meeting must be given to each General Committee member no later than seven days before the date of the meeting.
- b) Notice may be given of more than one General Committee meeting at the same time.
- c) The notice must state the date, time and place of the meeting.
- d) If a Special General Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- e) The only business that shall be conducted at a Special General Committee meeting is the business for which the meeting is convened.

5.19 Urgent Meetings

- a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 5.18 provided that as much notice as practicable is given to each General Committee member by the quickest means practicable.
- b) Any resolution made at the meeting must be passed by an absolute majority of the General Committee.
- c) The only business that shall be conducted at an urgent meeting is the business for which the meeting is convened.

5.20 Procedure and order of business

- a) The procedure to be followed at a meeting of a General Committee shall be determined from time to time by the General Committee.
- b) The order of business may be determined by the General Committee present at the General Committee meeting.

5.21 Use of technology for attendance at General Committee meeting

- a) A General Committee member who is not physically present at a General Committee meeting may participate in the meeting by the use of technology that allows that General Committee member, and the General Committee members present at the meeting, to communicate with each other clearly and simultaneously.
- b) For the purposes of this part, a General Committee member participating in a General Committee meeting as permitted under rule 5.21 a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.22 Quorum

- a) No business shall be conducted at a General Committee meeting unless a quorum is present.
- b) The quorum for a General Committee meeting is the presence, in person or as allowed under rule 5.21, of a majority of the General Committee members holding office.
- c) If a quorum is not present within 30 minutes after the notified commencement time of a General Committee meeting:
 - i. In the case of a Special General Committee meeting the meeting lapses.
 - ii. In any other case the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 5.18.

5.23 Voting

- a) On any motion arising at a General Committee meeting, each General Committee member present at the meeting other than the Chairperson has one vote.
- b) A motion is carried if a majority of General Committee members present at the meeting vote in favour of the motion.
- c) Rule 5.23 b) does not apply to any motion or motion which is required by these rules to be passed by an absolute majority of the Committee.
- d) If votes are divided equally on a motion, the Chairperson of the meeting has a casting vote.
- e) Voting by proxy is not permitted.

5.24 Conflict of interest

- a) A General Committee member who has a material personal interest in a matter being considered at a General Committee meeting must disclose the nature and extent of that interest to the General Committee.
- b) The General Committee member:
 - i. Must not be present while the matter is being considered at the meeting and
 - ii. Must not vote on the matter.
- c) This rule does not apply to a material personal interest:
 - i. That exists only because the General Committee member belongs to a class of persons for whose benefit the Club is established or
 - ii. That the member has in common with all, or a substantial proportion of, the members of the Club.

5.25 Minutes of General Committee Meeting

- a) The Honorary Secretary must ensure that minutes are taken and kept of each Committee meeting.
- b) The minutes must record the following:
 - i. Names of members in attendance at the meeting.
 - ii. Approval of minutes of previous meeting.
 - iii. Conflict of interest under rule 5.24.
 - iv. Correspondence.
 - v. Receipt and adoption of Financial Report.
 - vi. Accounts paid.
 - vii. Reports.
 - viii. General business.
 - ix. Any resolution on which a vote is taken and the result of the vote.

5.26 Leave of absence

- a) The General Committee may grant a General Committee member leave of absence from General Committee meetings for a period not exceeding 3 months.
- b) Notwithstanding 5.26 c) if any member of the General Committee is absent from General Committee meetings for more than three consecutive months without leave of absence they shall be deemed to have resigned from the committee.
- c) The General Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for a General Committee member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

6.1 Source of funds

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

6.2 Management of funds

- a) The Club must maintain an account with a financial institution from which all expenditure of the Club is made and into which all of the Club revenue is deposited.
- b) Subject to any restrictions imposed by a General Meeting, the General Committee may approve expenditure on behalf of the Club up to \$50K for any one item or, if the one item is over \$50K, approved by a majority of voting members at a General Meeting.
- c) The General Committee may authorise the Honorary Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the General Committee for each item on which the funds are expended.
- d) All cheques, drafts, electronic bank payments, bills of exchange, promissory notes and other negotiable instruments must be authorised by two General Committee members authorised by General Committee, or one General Committee member and Club Manager.
- e) All funds of the Club must be deposited into the financial account of the Club no later than five working days after receipt.
- f) With the approval of the General Committee, the Club Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

6.3 Financial records

- a) The Club must keep financial records that:
 - i. Correctly record and explain its transactions, financial position and performance and
 - ii. Enable financial statements to be prepared as required by The Act.
- b) The Club must retain the financial records for seven years after the transactions covered by the records are completed.
- c) The Honorary Treasurer must keep in his or her custody, or under his or her control:
 - i. The financial records for the current financial year and
 - ii. Any other financial records as authorised by the General Committee.

6.4 Financial statements

- a) For each financial year, the General Committee must ensure that the requirements under The Act relating to the financial statements are met.
- b) Without limiting rule 6.4 a), those requirements include:
 - i. The preparation of the financial statements.
 - ii. The auditing of the financial statements.
 - iii. The certification of the financial statements by the Auditor.
 - iv. The endorsement of the audited financial statements by the General Committee.
 - v. The submission of the financial statements to the Annual General Meeting.

- vi. The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

6.5 Auditor

The accounts shall be audited prior to the Annual General Meeting by a qualified accountant who shall have been appointed at the previous Annual General Meeting. In the event of the death, resignation or incapacity to act as the Auditor the General Committee shall appoint another qualified Auditor to act until the next Annual General Meeting.

PART 7 - GENERAL MATTERS

7.1 Common Seal

- a) The Club shall have a Common Seal.
- b) The Common Seal shall:
 - i. Have the name of the Club and must appear in legible characters on the Common Seal.
 - ii. Only be used by the authority of the General Committee and the sealing must be witnessed by the signatures of two General Committee members, and
 - iii. Be kept in the safe custody of the Honorary Secretary.

7.2 Registered address

The registered address of the Club is 270 Nelson Place, Williamstown Vic 3016.

Email manager@hbyc.org.au

7.3 Notice requirements

- a) Any notice required to be given to a member under the Rules of the Club shall be given by:
 - i. Handing the notice to the member personally or
 - ii. Sending it by post to the member at the address recorded for the member on the Register of Members or
 - iii. Personal electronic communication.
- b) Rule 7.3 a) does not apply to notice given under rule 5.19.
- c) Any notice required to be given to the Club or the General Committee shall be given by:
 - i. Handing the notice to the Honorary Secretary or to the Club Manager.
 - ii. Sending the notice by post to the registered address or
 - iii. Leaving the notice at the registered address or
 - iv. Electronic communication to the registered address.

7.4 Custody and inspection of books and records

- a) Members may on request to the Honorary Secretary, inspect free of charge:
 - i. The Register of Members.
 - ii. The minutes of General Meetings, and
 - iii. Subject to rule 7.4 b), the financial records, books, securities and any other relevant document of the Club, including minutes of General Committee meetings.
- b) The General Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- c) The General Committee must on request make copies of the Rules of the Club available to members and applicants for membership free of charge.

- d) Subject to 7.4 b), a member may make a copy of any of the records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.

7.5 Signing of Documents:

Without prejudice to any other method, any deed or document required or desired to be signed, executed or authenticated by or on behalf of the Club, may be signed, executed or authenticated by the Commodore for the time being (or in the Commodore's absence by the Vice Commodore for the time being or by the Rear Commodore) or by the Honorary Secretary and any deed or document purporting to be signed, executed or authenticated shall be deemed duly signed, executed or authenticated by or on behalf of the Club unless and until the contrary is proved.

7.6 Club Burgee, Flags and Badges:

- a) The Club burgee shall be a bright white pennant with a royal blue cross and the letters "HB" in bright white in the centre.
- b) The Commodore's flag shall be the Club burgee swallow tailed.
- c) The Vice Commodore's flag shall be the Club burgee swallow tailed with a royal blue ball in the upper head quarter.
- d) The Rear Commodore's flag shall be the Club burgee swallow tailed with a royal blue ball in the lower head quarter.
- e) The Club Captain's flag shall be the Club burgee swallow tailed with a royal blue anchor in the lower head quarter.
- f) The Past Commodore's flag shall be the Club burgee swallow tailed with royal blue crossed telescopes in the lower head quarter. Past Commodores may fly this flag in the usual manner for as long as they remain members.
- g) The Club badge shall be the burgee in colour in a rich gold wreath.
- h) Pantone colours shall be:
 - i. Bright White hex code 11-0601 TCX
 - ii. Royal Blue hex code #3D428B
 - iii. Rich Gold hex code #ECBE07

7.7 Winding up and cancellation

- a) The Club may be wound up voluntarily by special resolution.
 - b) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
 - c) Subject to The Act and any court order made under The Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
 - d) The body to which the surplus assets are to be given must be decided by special resolution.
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