

**YACHTING VICTORIA INCORPORATED**  
**REG No. A 0012136F**

**RULES**

**INTRODUCTORY PROVISIONS**

**1. NAME**

The name of the incorporated association is **Yachting Victoria Incorporated**.

**2. DEFINITIONS**

In these Rules unless the contrary intention appears, the following words and expressions have the meaning set out against them:

<b>Act</b>	the <i>Associations Incorporation Reform Act 2012</i> as amended for the time being;
<b>Annual General Meeting</b>	a General Meeting of the Members convened in accordance with <b>Rule 19(2)</b> ;
<b>Annual Subscription</b>	the annual subscription determined in accordance with <b>Rule 12</b> and payable by a Member to YVI;
<b>Associate Member</b>	a Member, other than a Member Club or an Honorary Life Member;
<b>Board</b>	the board of YVI, elected or appointed in accordance with <b>Rule 15</b> ;
<b>Board Member</b>	a person elected or appointed to the Board;
<b>Secretary</b>	the person appointed by the Board as Secretary;
<b>Delegate</b>	a delegate of a Member Club appointed in accordance with <b>Rule 20</b> ;
<b>Financial Year</b>	the year ending on 30 June;
<b>General Meeting</b>	a general meeting of Members, convened in accordance with these Rules;
<b>Half Yearly General Meeting</b>	a General Meeting of the Members, convened in accordance with <b>Rule 19(3)</b> ;
<b>Honorary Life Membership</b>	honorary life membership of YVI conferred on an individual in accordance with <b>Rule 10</b> ;
<b>Honorary Treasurer</b>	a person elected as Honorary Treasurer in accordance with <b>Rule 15</b> ;
<b>Independent Board Member</b>	a Board Member appointed in accordance with <b>Rule 15(10)</b> ;
<b>Member Club Category</b>	a category allocated to a Member Club for the purpose of determining the Annual Subscription payable by the Member Club in accordance with <b>Rule 12</b> ;
<b>Member Club</b>	a yacht, sailing or boating club approved for membership by the Board in accordance with <b>Rules 7 and 8</b> ;
<b>Member</b>	a member of YVI as defined in <b>Rule 7</b> ;
<b>Observer</b>	an observer for a Member appointed in accordance with <b>Rule 21</b> ;
<b>President</b>	the President of YVI elected in accordance with <b>Rule 15</b> ;
<b>Regulations</b>	regulations under the Act;
<b>Special General Meeting</b>	a General Meeting of the Members, other than an Annual General Meeting or Half Yearly General Meeting conducted in accordance with <b>Rule 19(4)</b> ;

<b>Special Resolution</b>	a resolution at a General Meeting carried by not less than three quarters of the votes cast either personally or by proxy in favour of the resolution, and which otherwise complies with the Act and these Rules;
<b>Statement of Purposes</b>	the Statement of Purposes forming part of the Rules;
<b>Vice President</b>	the Vice President of YVI elected in accordance with <b>Rule 15</b> ;
<b>YAL</b>	Yachting Australia Limited;
<b>YVI</b>	Yachting Victoria Incorporated; and
<b>YVI Flag</b>	the flag for the time being adopted by YVI as its official flag.

### 3. STATEMENT OF PURPOSES

#### (1) The purposes

The purposes for which YVI is established are:

- (a) to support and encourage participation in sailing and boating at Member Clubs and other sailing organisations;
- (b) to strategically represent the sport of sailing and boating in Victoria to governments and other stakeholders on behalf of its Member Clubs and other sailing organisations;
- (c) to increase the success of competitive sailors from Victoria, including the provision of coaching services and facilities to Member Clubs, other sailing organisations and individuals, and to facilitate the development of high performance sailors;
- (d) to assist Member Clubs and other sailing organisations to create, attract and deliver major sailing and boating events in Victoria, including administering the international and national competition framework, and providing and supporting the training of officials and race managers, and the administration of the rules of racing.;
- (e) to facilitate and support the training of volunteers and staff at Member Clubs and other sailing organisations to maximise the number of people trained in safe sailing and boating in Victoria;
- (f) to support Member Clubs and other sailing organisations by providing information, advice and services and facilitating the interaction between Member Clubs and other sailing organisations to assist them in meeting their objects and purposes; and
- (g) to enter contracts, acquire, hold and dispose of property, to do all things appropriate or incidental to its purposes, and to ensure that its own administration is effective, efficient and properly governed.

#### (2) Powers of YVI

YVI has the legal capacity and powers of an individual, including the powers and subject to any limitations given to it by the Act.

#### (3) Interpretation

If any doubt, uncertainty or dispute arises concerning this Statement of Purposes or any matter relevant to it, the purposes of YVI must be given wide and liberal interpretation.

### 4. ALTERATION OF THE RULES AND INTERPRETATION

#### (1) Alteration

These Rules must not be altered except in accordance with the Act. In particular:

- (a) not less than thirty days' Notice of Meeting must be given to the Members stating in full the proposed resolution for the alteration and specifying the intention to propose the resolution as a Special Resolution (as required by the Act); and
- (b) no alteration may be made unless a Special Resolution is passed in favour of the alteration.

## **(2) Proposal for Alteration**

Without limiting **Rule 4(1)**, the Board or a group comprising not less than five Member Clubs may propose an alteration to these Rules or the Statement of Purposes by giving notice in writing of the proposed alteration to the Secretary who must either include the alteration on the agenda as special business for the next Annual General Meeting or Half Yearly General Meeting as the case may be, or convene a Special General Meeting for the purpose of considering the alteration. No alteration may be made unless a Special Resolution is passed in favour of the alteration.

## **(3) Interpretation**

If any doubt, difficulty or dispute arises as to the meaning of any part of these Rules, or a by-law or regulation (other than the sailing rules) the Board may decide it and the decision will be final and binding on all Members.

# **SPECIAL PROVISIONS**

## **5. PATRON**

The Board may appoint a patron of YVI. The appointment must be confirmed by the Members at the next Annual General Meeting.

## **6. YVI FLAG**

A Member is entitled to display the YVI Flag when conducting an official regatta or event on behalf of YVI or when a YVI Board Member is in attendance or on a yacht or motor boat when a Board Member is on board.

# **MEMBERSHIP PROVISIONS**

## **7. MEMBERSHIP**

### **(1) Categories of Membership**

A Member may be in one of the following categories:

- (a) a Member Club; or
- (b) an Associate Member.

### **(2) Associate Members**

An Associate Member may be in one of the following categories:

- (a) a class association – any yachting class association or body in Victoria (not being a yacht, sailing or boating club); or
- (b) other associate members – any other body, organisation, club, association or person approved for membership by the Board as an Associate Member.

The Board may determine sub-categories of Associate Members for particular purposes.

## **8. ADMISSION TO MEMBERSHIP**

### **(1) Application**

An organisation or person wishing to become a Member must:

- (a) submit an application to YVI in a form supplied or approved by the Secretary; and

- (b) be approved for membership by the Board.

**(2) Type of Organisation**

An organisation wishing to become or remain a Member Club or Associate Member must be either an incorporated association or a corporation or, in the case of an Associate Member any other entity approved by the Secretary.

**(3) Membership Requirements**

An organisation wishing to become or remain a Member Club or an Associate Member must also satisfy the following:

- (a) it must agree to comply, and require its members to comply with the rules and policies of YVI and YAL;
- (b) it must agree to submit to YVI at its request:
  - (i) its most recent annual report to its members, its financial statement, and any other information required for the purposes of **Rule 12(5)(e)**; and
  - (ii) any membership information or member activity YVI reasonably requires for the collation of yachting industry information for its dealings with government and other yachting industry stakeholders;
- (c) its objectives must be consistent with those of YVI, in the opinion of the Board;
- (d) it must submit to YVI the name, address and contact details of each of its members for inclusion in the YAL MyClub database;
- (e) it must agree to pay to YVI, or the YVI nominated service provider or agent:
  - (i) the Annual Subscription payable by the Member in accordance with **Rule 12**;
  - (ii) any applicable YAL fee in accordance with **Rule 13**; and
  - (iii) any other applicable costs, levies, fees or charges; and
- (f) it must not have less than ten members.

**9. REGISTER OF MEMBERS**

- (1) The Secretary must keep and maintain a register of Members containing:
  - (a) the name and address of each Member;
  - (b) the name of each Delegate and Observer; and
  - (c) any other information the Secretary considers appropriate.
- (2) The register is available for inspection free of charge by any Member on request.
- (3) A Member may make a copy of entries in the register.

**10. HONORARY LIFE MEMBERSHIP**

Honorary Life Membership may be conferred by the Members at an Annual General Meeting upon any person recommended by the Board, who in the opinion of the Board, has rendered outstanding service to YVI, and whose service should be recognised, subject to the following:

- (1) no more than three persons may have Honorary Life Membership conferred upon them at any one Annual General Meeting;
- (2) a Board Member, a Member Club or an Associate Member may propose to the Board the name of any person, considered eligible for Honorary Life Membership and when so doing must provide reasons in writing supporting the proposal;
- (3) a person may not be considered for Honorary Life Membership by an Annual General Meeting except on the recommendation of the Board;
- (4) an Honorary Life Member will be entitled to the following rights and privileges:
  - (a) to be named in the records of YVI as an Honorary Life Member;

- (b) to have the right to attend and speak at any General Meeting, but not be entitled to vote except as a Delegate;
- (c) to wear the insignia "Yachting Victoria Incorporated Life Member" on a blazer; and
- (d) to have the YVI Flag displayed on a yacht or motor boat when the Honorary Life Member is on board.

## **11. CEASING MEMBERSHIP**

- (1) A Member who has paid all moneys due and payable by the Member to YVI may resign from YVI by giving thirty days' notice in writing to the Secretary of the Member's intention to resign.
- (2) After the expiry of the period referred to in **Rule 11(1)**:
  - (a) the Member ceases to be a Member; and
  - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

## **FINANCIAL PROVISIONS**

### **12. ANNUAL SUBSCRIPTIONS**

#### **(1) The funds of YVI**

The funds of YVI shall be derived from Annual Subscriptions, donations and other sources as the Board determines.

#### **(2) Payment of Annual Subscription**

Each Member must pay to YVI, or the YVI nominated service provider or agent the Annual Subscription applicable to that Member in accordance with this **Rule 12**.

#### **(3) Determination of Annual Subscription**

The Annual Subscription for each Financial Year must be determined before the preceding 31 March in accordance with this **Rule 12**.

#### **(4) Annual Subscription payable by Associate Members**

The Annual Subscription payable by each Associate Member will be determined by the Board.

#### **(5) Annual Subscription payable by Member Clubs**

The Annual Subscription payable by each Member Club will be determined prior to 31 March for the next Financial Year as follows:

- (a) the Board will determine Member Club Categories to be allocated to Member Clubs, where the first Member Club Category has the highest Annual Subscription and the last Member Club Category has the lowest;
- (b) the Board will give each Member Club a recommended Annual Subscription applicable to each Member Club Category not less than thirty days prior to the next Half Yearly General Meeting. The Annual Subscription applicable to each Member Club Category will be determined by the Member Clubs at the Half Yearly General Meeting. If the Half Yearly General Meeting fails to make a determination, the Annual Subscription applicable to each Member Club Category for the previous Financial Year will apply;
- (c) in each Financial Year each Member Club will remain allocated to the same Member Club Category as the previous Financial Year unless the Board allocates and publishes a new Member Club Category for the Member Club, based on either information provided by the Member Club in accordance with **Rule 8(3)(b)(i)** or following a determination of the Board in accordance with **Rule 12(5)(e)**;
- (d) if a Member Club wishes to:
  - (i) change its Member Club Category from the previous Financial Year; or

- (ii) challenge the Member Club Category in which another Member Club has been allocated,

the Member Club must lodge with the Board a submission in writing with reasons by 31 October, and the Board will take the submission into account when determining the allocation in the next Financial Year, and the determination of the Board will be final;

- (e) the Board shall determine a Member Club Category for each Member Club for the purposes of **Rule 12(5)(b)**, having regard to the following criteria, giving higher priority to each higher listed criteria:
  - (i) total Member Club members;
  - (ii) total Member Club membership income;
  - (iii) categories of members in each Member Club;
  - (iv) number of members in each category;
  - (v) total Member Club sailing and boating members; and
  - (vi) total Member Club income.
- (f) if a Member Club fails or refuses to supply this data to the Board, the Board will determine a Member Club Category for the Member Club and the determination of the Board will be final.

**(6) Minimum Annual Subscription**

The Minimum Annual Subscription payable by a Member Club or an Associate Member will be the Annual Subscription applicable to the lowest Member Club Category.

**(7) Associate Members**

An Associate Member will not be required to pay an Annual Subscription in a Financial Year where 60% or more of its members are also members of Member Clubs at the end of the preceding Financial Year.

**(8) Amounts not included in the Annual Subscription**

The Annual Subscription does not include GST or any other government fees or charges. These will be added to the Annual Subscription payable by each Member.

**(9) Payment of Annual Subscription**

- (a) The Annual Subscription will relate to each Financial Year. The Annual Subscription and any other amounts payable by a Member Club must be paid in two instalments as follows:
  - (i) 50% by 30 September; and
  - (ii) 50% by 15 December,
 in each Financial Year.
- (b) The Annual Subscription payable by an Associate Member must be paid as the Board determines.

**(10) Interest**

Interest will be payable on unpaid amounts at the rate applicable under the Penalty Interest Rates Act 1983, calculated on a monthly basis.

**(11) Failure to pay**

If a Member fails to pay the Annual Subscription by 31 December in the then current Financial Year or any other moneys due to YVI within 90 days after the due date for payment, **Rule 24** will apply. The unpaid moneys will remain due and payable in full despite suspension or removal.

**(12) New Members**

A new Member joining YVI for the first time will receive a 50% reduction in the Annual Subscription if the Member joins after 31 December in a Financial Year.

**(13) Resigning Members**

A resigning Member will not receive any refund.

**(14) Exemptions, deferrals and other terms**

The Board, as it considers appropriate, may grant a whole or partial exemption from payment or a deferral of payment or other terms of payment of the Annual Subscription and other costs, levies, fees or charges payable by a Member, based on hardship.

**13. ADDITIONAL COSTS, LEVIES OR FEES****(1) YAL affiliation fee**

Each Member liable to pay to YVI a YAL affiliation fee must, in addition to any fee payable under **Rule 12** or any other applicable costs, levies, fees or charges pay to YVI the amount of the affiliation fee, determined and payable by the Member or YVI as the case may be in accordance with the applicable YAL rules and guidelines. YVI will pay the same amount to YAL following receipt of that amount.

**(2) Other costs, levies or fees**

A General Meeting may impose additional costs, levies, fees or charges on Member Clubs, but not Associate Members.

**14. PROPERTY AND FINANCE****(1) Control of money and accounts**

YVI, or its nominated service provider or agent shall ensure that:

- (a) all moneys due to YVI are collected and received and that all payments authorised by YVI are paid, and
- (b) correct accounts and books showing the financial affairs of YVI with full details of all receipts and expenditure connected with the activities of YVI are kept.

**(2) Banking**

All moneys received by or on behalf of YVI must be banked into a bank account in the name of YVI or its nominated service provider or agent. The bank accounts of YVI must be operated by signatories approved by the Board and in accordance with any financial by-laws for the time being of YVI.

**(3) Use of funds**

Subject to Clause 16 (1a) of these rules the income and property of YVI, wheresoever derived, must be applied solely towards the promotion of its Statement of Purposes.

**(4) Board Members' expenses**

A Board Member must not be appointed to any salaried office or office of profit in YVI and no remuneration or other benefit in money or moneys worth may be given by YVI to any Board Member except for the reimbursement of out-of-pocket expenses, or other expenses incurred on behalf of YVI.

**ADMINISTRATION PROVISIONS****15. THE BOARD****(1) Composition of the Board**

The Board shall consist of:

- (a) up to eight elected Board Members;
- (b) up to three Independent Board Members; and
- (c) an Honorary Treasurer, who may be an elected Board Member or an Independent Board Member.

**(2) President and Vice President**

The President and Vice President must be two of the eight elected Board Members, further elected as President and Vice President in accordance with **Rule 15(6)**.

**(3) Term of appointment**

- (a) The term of appointment of:
  - (i) each elected Board Member and each Independent Board Member is three years; and
  - (ii) the Honorary Treasurer, President and Vice President is one year.
- (b) Following the expiry of their term:
  - (i) an elected Board Member, an Independent Board Member and the Honorary Treasurer may offer for re-election or re-appointment, subject to **Rule 15(4)(d)(i)**; and
  - (ii) the President and the Vice President may offer for re-election to that position for a second year but no longer, or may continue as an elected Board Member subject to **Rule 15(4)(d)(ii)**.

**(4) Nomination for election**

- (a) A Member Club may nominate up to two candidates for election of elected Board Members, and one candidate for election of an Honorary Treasurer, President or Vice President.
- (b) Nominations must be writing and received by the Secretary no later than 31 July prior to the next Annual General Meeting.
- (c) The Secretary must communicate to Members and the Board a list of the nominations and any other information the Secretary considers appropriate no later than thirty days prior to the Annual General Meeting.
- (d)
  - (i) Subject to **Rule 15(4)(d)(ii)**, an elected Board Member, an Independent Board Member and the Honorary Treasurer may not serve as a Board Member for more than six years.
  - (ii) A Board Member, or a person who has served or is serving as Honorary Treasurer, who has served or is about to serve as President or Vice President may serve as a Board Member, including any time as Honorary Treasurer, for up to eight years.
- (e) To be eligible for nomination a nominee must:
  - (i) comply with **Rule 15(4)(d)**;
  - (ii) consent in writing to the nomination; and
  - (iii) be a member of a Member Club.

**(5) Number of nominations**

If the number of nominations for any position:

- (a) is equal to or less than the number of vacancies to be filled, the persons nominated will be deemed to be elected; or
- (b) exceeds the number of vacancies to be filled, a ballot must be held.

**(6) The ballot**

The ballot must be held at the Annual General Meeting in a usual and proper manner as the chairperson directs, and in the following order, for the election of:

- (a) elected Board Members;
- (b) Honorary Treasurer;
- (c) President; and
- (d) Vice President.

**(7) Honorary Auditor and Honorary Solicitor**

The Board may nominate suitable candidates to the positions of Honorary Auditor and Honorary Solicitor to be appointed at the Annual General Meeting to be held in each year, who may serve for up to three years, and may offer for re-election.



**(8) Vacancies**

A vacancy in any position will occur if a person:

- (a) is not elected to fill a position at an Annual General Meeting;
- (b) resigns; or
- (c) in the case of a Board Member fails to attend three consecutive meetings of the Board without leave of absence or reasonable excuse.

In those circumstances the Board may appoint a suitable person who satisfies the criteria in **Rule 15(4)(e)** to fill and continue the position until the conclusion of the next Annual General Meeting.

**(9) President and Vice President to attend Committees**

The President and the Vice President, by virtue of their position, will be a voting Member of each division, committee and sub-committee of YVI.

**(10) Independent Board Members**

The Board may appoint up to three additional persons to become Independent Board Members and may remove any Independent Board Member at any time. The following apply to the appointment of an Independent Board Member:

- (a) the Board must be satisfied that each person has appropriate skills, experience and background for the appointment;
- (b) the appointment will be for no longer than three years;
- (c) a person appointed will be a voting Board Member; and
- (d) a person appointed need not be a member of a Member Club or an Associate Member.

**16. MANAGEMENT****(1) Management**

Subject to clause 16 (1a) of these Rules the affairs of YVI shall be controlled by the Board.

- (a) The Board is authorised to and may cause YVI to enter into a contract with YAL, pursuant to which YAL is to provide agreed services to YVI (subject to certain exceptions) in accordance with the Statement of Purpose.

**(2) Powers**

Subject to clause 16 (1a) of these Rules the Board shall:

- (a) be responsible for the legal and financial governance of YVI;
- (b) appoint the Secretary;
- (c) approve the strategies and policies of YVI; and
- (d) subject to these Rules, the Act and the Regulations:
  - (i) exercise all the powers and functions that may be exercised by YVI other than those powers and functions that are required by the Act or these Rules to be exercised by a General Meeting; and
  - (ii) perform all acts and things that appear to the Board to be essential for the proper management of the business and affairs of YVI.

**(3) Meetings of the Board**

- (a) Unless the Board determines to the contrary, the Board must meet ten times, in each Financial Year. It will meet at a place and time as the Board determines.
- (b) Special meetings of the Board may be convened by the President or by any four members of the Board.

**(4) Notice of Board meetings**

- (a) Written notice of each Board meeting must be given to each Board Member at least two business days before the date of the meeting.
- (b) Written notice of any special meeting must be given to each Board Member specifying the general nature of the business to be conducted and no other business may be conducted at a special meeting.

**(5) Quorum for Board meetings**

- (a) Any four Board Members constitutes a quorum.
- (b) Business may not be conducted unless a quorum is present.
- (c) If within half an hour after the time appointed for a meeting a quorum is not present:
  - (i) in the case of a special meeting – the meeting lapses; and
  - (ii) in any other case – the meeting will stand adjourned to a time set by the President or, in the absence of the President, by the Vice President.

**(6) Presiding at Board meetings**

At meetings of the Board:

- (a) the President or, in the President's absence, the Vice President presides; or
- (b) if the President and the Vice President are absent, or are unable to preside, the Board Members present must choose one of their number to preside.

**(7) Voting at Board meetings**

- (a) Questions arising at a meeting of the Board must be determined on a show of hands or, if a Board Member requests, by a poll taken in a manner the person presiding at that meeting determines.
- (b) Each Board Member present at a meeting of the Board including the person presiding at the meeting, is entitled to one vote and, in the case of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**(8) Minutes of Board and committee meetings**

The Secretary must cause accurate minutes of all Board, committee and sub-committee meetings as the Board or the Secretary requires to be prepared and to retain them in the records of YVI.

**(9) Return of documents or other records**

Any Member and any present or past Director, officer, committee member, sub-committee member or otherwise, holding or controlling any YVI property, including records or intellectual property and whether created by YVI, the Member or person concerned or another, must immediately at the request in writing of the Secretary return it to YVI, whether the request specifies the property concerned or describes it in general terms.

**17. BY-LAWS**

The Board may make by-laws not inconsistent with these Rules for the proper governance of YVI and may alter, amend or rescind any by-laws as the Board may determine. The Board must make a copy of the current by-laws freely available to Members and at meetings.

**18. DIVISIONS AND COMMITTEES**

The Board may from time to time appoint or terminate any division, committee and sub-committee, subject to these Rules.

## MEETING PROVISIONS

### 19. GENERAL MEETINGS

#### (1) Types of meetings

A General Meeting may comprise:

- (a) the Annual General Meeting;
- (b) the Half Yearly General Meeting; or
- (c) a Special General Meeting.

#### (2) Annual General Meeting

- (a) The Annual General Meeting must be held during the month of September, or as close as practicable to September as the Board determines, in each year.
- (b) The ordinary business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since then;
  - (ii) to receive from the Board reports on the affairs of YVI during the last preceding Financial Year, including a report from each division and committee of YVI;
  - (iii) to elect officers of YVI in accordance with these Rules; and
  - (iv) to receive and consider the statement submitted by YVI in accordance with section 30(3) of the Act.
- (c) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

#### (3) Half Yearly General Meeting

- (a) The Half Yearly General Meeting must be held during the month of March, or as close as practicable to March as the Board determines, in each year.
- (b) The ordinary business of the Half Yearly General Meeting shall be:
  - (i) the determination of the Annual Subscription applicable to each Member Club Category in accordance with **Rule 12(5)(b)**; and
  - (ii) any other business raised by the Board.
- (c) The Half Yearly General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

#### (4) Special General Meeting

- (a) In addition to the Annual General Meeting and the Half Yearly General Meeting, other General Meetings may be held in the same year.
- (b) Any General Meeting other than the Annual General Meeting and the Half Yearly General Meeting is a Special General Meeting.
- (c) The Board may, whenever it thinks fit, convene a Special General Meeting.
- (d) If, but for this **Rule 19(4)**, more than fifteen months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- (e) The Board must, on the request in writing of Members representing not less than five Member Clubs, convene a Special General Meeting.
- (f) The request for a Special General Meeting must:
  - (i) state the object of the meeting;
  - (ii) be signed by the Members requesting the meeting; and
  - (iii) be given to the Secretary.

- (g) If the Board does not cause a Special General Meeting to be held within forty five days after the date on which the request is given to the Secretary, the Members

making the request, or any of them, may convene a Special General Meeting to be held not later than ninety days after that date.

- (h) If a Special General Meeting is convened by Members in accordance with this **Rule 19(4)**, it must be convened in the same manner so far as possible as a meeting convened by the Board. All reasonable expenses incurred in convening the Special General Meeting must be refunded by YVI to the persons incurring the expenses.

**(5) Special Business**

All business that is conducted at a General Meeting, except any business conducted under these Rules as ordinary business, is deemed to be special business.

**(6) Presiding at General Meetings**

- (a) The President, or in the President's absence, the Vice President, must preside as chairperson at each General Meeting.
- (b) If the President and Vice President are absent from a General Meeting, or are unable to preside, the Members present must select from one of their number a person to preside as chairperson.

**(7) Minutes**

The Secretary must keep and retain minutes of the resolutions and proceedings of each General Meeting including the financial statements and accounting statements submitted at a General Meeting in a book provided for that purpose, together with a record of the name of each person present. A full copy of the minutes of each General Meeting including the financial statements and accounting statements submitted at a General Meeting must be circulated as soon as practicable after the meeting to all Members.

**(8) Notice of General Meetings**

- (a) The Secretary, at least thirty days before the date fixed for holding a General Meeting, must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) No business other than that set out in the notice convening the General Meeting may be conducted at the meeting.
- (c) If a Special Resolution is proposed to be passed at a General Meeting, the notice must comply with **Rule 4** in the case of an alteration of the Rules, and otherwise contain the matters provided for in the Act for the passing of a Special Resolution.
- (d) A Member intending to bring any business before a General Meeting may give notice in writing to the Secretary describing the business, and the Secretary must include it as special business in the notice calling the next General Meeting.
- (e) A General Meeting may be convened on less than thirty days' notice if a Special Resolution is passed in favour of the short notice.

**20. DELEGATES**

- (1) Each Member Club is entitled to appoint a Delegate to represent it at General Meetings. A Board Member may not act as a Delegate.
- (2) Delegates are entitled to attend and vote at General Meetings.
- (3) The number of votes a Member Club has at a General Meeting is the number of votes set out below, according to the Member Club Category allocated to it in accordance with **Rule 12** before the close of business on the last business day before the General Meeting:
- (4)

Member Club Category	Number of Votes
<b>A+</b>	<b>15</b>
<b>A</b>	<b>14</b>

<b>A-</b>	<b>13</b>
<b>B+</b>	<b>12</b>
<b>B</b>	<b>10</b>
<b>B-</b>	<b>9</b>
<b>C+</b>	<b>8</b>
<b>C, C-</b>	<b>7</b>
<b>D+, D,</b>	<b>6</b>
<b>D-</b>	<b>5</b>
<b>E+, E, E-</b>	<b>4</b>
<b>F+, F, F-</b>	<b>3</b>
<b>G+, G, G-</b>	<b>2</b>
<b>H+, H, H-</b>	<b>1</b>

- (5) (a) A Member Club may appoint a substitute Delegate to attend a particular General Meeting and vote in place of its Delegate where the Delegate is not able to attend the General Meeting.
- (b) A reference to a Delegate elsewhere in these Rules is deemed to include a reference to any substitute Delegate.
- (6) (a) The name and address of each Delegate and any substitute Delegate must be given in writing by an authorised representative of the Member Club to the Secretary before the close of business on the last business day preceding the General Meeting.
- (b) A person appointed as a Delegate (but not a substitute Delegate) will remain a Delegate until notification of a change is given in writing to YVI.
- (c) The notice appointing a Delegate or substitute Delegate must be in a form provided or approved by the Secretary.
- (7) (a) A Member Club may appoint a proxy for its Delegate by an authorised representative of the Member Club giving the name and address of the proxy in writing to the Secretary before the close of business on the last business day preceding the General Meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must be in a form provided or approved by the Secretary.
- (c) A reference to a Delegate elsewhere in these Rules includes a reference to a proxy for a Delegate.

## **21. OBSERVERS**

- (1) Each Member is entitled to be represented at a General Meeting in addition to any Delegate, by an Observer who may be heard on any business before the General Meeting or who may bring business before the meeting. The Observer is not entitled to vote. A Board Member may not act as an Observer.
- (2) The name and address of each Observer must be given in writing by an authorised representative of the Member to the Secretary before the close of business on the last business day preceding the General Meeting.
- (3) A person appointed as an Observer will remain an Observer until notification of a change is given in writing to the Secretary.
- (4) The notice appointing an Observer must be in a form provided or approved by the Secretary.

## **22. CONDUCT OF GENERAL MEETINGS**

### **(1) Quorum**

- (a) No item of business may be conducted at a General Meeting unless a quorum of Delegates entitled under these Rules to vote is present at the time when the meeting is considering that item.

- (b) Fifteen Delegates personally present constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting convened at the request of Members – the meeting must be dissolved; and
  - (ii) in any other case – the meeting will stand adjourned to the same day in the next week at the same time and at the same place (unless another day, time or place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned).
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, ten Delegates personally present will constitute a quorum for the conduct of the business of the meeting.

## (2) Voting and Polls

- (a)
  - (i) Upon any question arising at a General Meeting, a Delegate has the number of votes applicable to the Delegate's Member Club under **Rule 20(3)** personally and may give additional votes by proxy held by the Delegate.
  - (ii) All votes must be given personally or by proxy.
  - (iii) In the case of an equality of voting on a question, the chairperson is entitled to exercise a second or casting vote.
  - (iv) A Delegate is not entitled to vote at a General Meeting unless all moneys due and payable to YVI by the Member represented by the Delegate have been paid.
- (b)
  - (i) If at a General Meeting a poll on any question is demanded by not less than five Delegates, it must be taken at that meeting as the chairperson directs and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
  - (ii) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.
- (c) If a question arising at a General Meeting is determined on a show of hands:
  - (i) a declaration by the chairperson that a resolution has been:
    - (1) carried;
    - (2) carried unanimously;
    - (3) carried by a particular majority; or
    - (4) lost; and
  - (ii) an entry to that effect in the minute book of YVI,

is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

## 23. ADJOURNMENT OF GENERAL MEETINGS

- (1) The chairperson may, with the consent of a majority of the Delegates present at the meeting voting personally and with any proxies held by the Delegates, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given in accordance with **Rule 19(8)**.
- (4) Except as provided in **Rule 23(3)**, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## COMPLAINT AND DISPUTE PROVISIONS

### 24. COMPLAINTS

#### (1) Complaint

A complaint may be made by any Member or Board Member that some other Member:

- (a) has not paid the annual subscription payable by the Member by 31 December in the then current Financial Year;
- (b) has persistently or wilfully refused or neglected to comply with a provision or provisions of these Rules; or
- (c) has persistently or wilfully acted in a manner prejudicial to the interests of YVI.

#### (2) Board

On receiving a complaint, the Board:

- (a) must cause notice in writing of the complaint to be given to the Member concerned;
- (b) must allow the Member, at least fourteen days after the time the notice is given, to make a submission to the Board about the complaint at a meeting of the Board, called in accordance with these Rules; and
- (c) must take into consideration any submission made by the Member at the meeting of the Board.

#### (3) Power to suspend or remove

After considering the complaint and any submissions made in connexion with the complaint, the Board may:

- (a) if it is satisfied that the facts alleged in the complaint have been proved and warrant suspension or removal as the case may be, suspend or remove the Member from YVI;
- (b) deem that the matter is a dispute and determine that it be resolved in accordance with **Rule 25**; or
- (c) otherwise determine the matter as the Board considers fit.

#### (4) Decision

Following any decision of the Board the Secretary must give notice in writing to the persons concerned of the Board's decision, and the decision will be final and binding on the matter, subject to **Rule 24(5)**.

#### (5) Grievance procedure

Within fourteen days after the Secretary gives a notice under **Rule 24(4)** the person making the complaint, or the Member receiving the complaint, or both, may give notice in writing to the Secretary requesting that the mediation process under **Rules 25(4) to (8)** be invoked, except that the mediator will be appointed by the President for the time being of YAL. The Secretary must promptly commence the mediation.

Following the mediation, if the matter is not resolved otherwise, the decision of the Board will remain final and binding.

## **25. DISPUTES AND MEDIATION**

### **(1) Nature of Dispute**

The grievance procedure set out in this **Rule 25** applies to a dispute between:

- (a) a Member and another Member; or
- (b) a Member and YVI,

and any mediation requested under **Rule 24(5)**.

### **(2) Meeting**

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.

### **(3) Mediation**

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.

### **(4) Mediator**

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
  - (ii) in the case of a dispute between a Member and YVI, a person who is a mediator appointed by the President for the time being of YAL.

### **(5) Mediator must be independent**

The mediator cannot be a representative of a Member or YVI who is a party to the dispute.

### **(6) Attempt to settle**

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

### **(7) Mediation process**

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party;
- (c) allow a party to appoint any person to act on behalf of the party; and
- (d) ensure that natural justice is accorded to the parties throughout the mediation process.

### **(8) Mediator cannot determine the dispute**

The mediator must not determine the dispute.

### **(9) Failure of mediation**



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

## MISCELLANEOUS PROVISIONS

### 26. NOTICES

- (1) Any notice that is required to be given to a Member or YVI, under these Rules may be given by:
  - (a) delivering the notice to the Member or YVI personally;
  - (b) sending it by prepaid post addressed to the Member at its address shown in the register of Members, or YVI at its current address;
  - (c) facsimile transmission, if the Member or YVI has requested that the notice be given to it in this manner; or
  - (d) electronic transmission, unless the Member or YVI has requested that the notice not be given to it in this manner.
- (2) Where a notice given to a Member refers to information posted on the YVI website, or communicated by means of other technology used for the communication of information whether in use at the commencement of the Rules or invented or adopted after then, that information will be deemed to form part of the notice, unless the Member has requested in writing that information not be given to the Member in this manner, in which case it must be sent in accordance with **Rule 26(1)(a), (b) or (c)**, as the case may be.

### 27. COMMON SEAL

#### (1) Custody of the common seal

The common seal of YVI shall be kept in the custody of the Secretary.

#### (2) Use of the common seal

The common seal must not be affixed to any instrument, except by the authority of the Board, and the affixing of the common seal must be attested by the signatures of either both the President and the Vice President, or one of the President or the Vice President and the Secretary.

### 28. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (1) Except as otherwise provided in these Rules, the Secretary must keep in the Secretary's custody or control all books, documents and securities of YVI.
- (2) All accounts, books, securities and other relevant documents of YVI, and the minutes of any General Meeting and any financial statements and accounting records submitted at a General Meeting must be available for inspection by any Member on request free of charge and on any other terms and conditions the Board or the Secretary determines to which access may be granted.
- (3) A Member may make a copy of any accounts, books, securities, any other relevant documents, and the minutes of any General Meeting and any financial statements and accounting records submitted at a General Meeting.

### 29. INDEMNITY

The Board, divisions, committees, sub-committees and their members and any persons assisting them in the discharge of their respective duties shall be indemnified against any legal proceedings, costs, damages and expenses incurred by them or any of them in consequence of anything done, omitted, said or written by them or any of them in the discharge of their duties, except in the case of wilful misconduct, recklessness or neglect.

### 30. WINDING UP

On the winding up or cancellation of the incorporation of YVI, the surplus assets of YVI, after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up, subject to the Act:

- (1) must not be paid to or distributed to:
    - (a) any Member or former Member; or
    - (b) any person to be held on trust for any Member or former Member; but
  - (2) must be given or transferred to some other institution or institutions promoting objects, and required by their constitution to apply profits or income in promoting their objects which are similar to the objects of YVI, to be determined by an ordinary resolution of the Members prior to the winding up or cancellation of YVI; or
  - (3) comprising funds derived from donations to YVI which are tax deductible pursuant to the *Income Tax Assessment Act* may only be given or transferred to an institution or institutions similarly qualifying under the provisions of that Act; and
- must otherwise be disposed of in accordance with the Act.