

ORCV RULES (CONSTITUTION)

SUMMARY OF MATERIAL CHANGES BETWEEN 2016 (CURRENT VERSION) and PROPOSED 2020 VERSION

To assist Members to identify and understand the changes proposed to the Constitution the following table has been prepared. This table highlights the clauses that are proposed to change and compares these to the current clauses contained in the current 2016 constitution.

COMPARISON TABLE:

- Word highlighted **YELLOW** in the Current Wording column have been deleted from the wording proposed in the 2020 Draft Version;
- Words and sentences highlighted in **YELLOW** in the Proposed Wording Column are those that differ from the current rules. New clauses have not been highlighted.

| PAGE & CLAUSE | CURRENT WORDING | PAGE & CLAUSE | PROPOSED WORDING | RATIONALE |
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| N/A | None | Page 2 & 3 | Definitions | NEW – Introduced to give clarity and to avoid differences in interpretations |
| N/A | None | Page 3 | Interpretation a) In these Rules any reference to a particular gender includes the other genders where the context permits; and b) Words or expressions contained in these Rules must be interpreted in accordance with the Act and any regulation made under that Act, as amended from time to time | NEW - Clarifying and tightening up the document |
| Page 1 Clause 2 | The purposes of the Club are: _ a) to encourage and promote amateur yachting in all its forms and incidental thereto to foster and encourage:- i) cruising (particular deep sea cruising); ii) ocean racing; iii) long distance racing; b) to foster and encourage the study and practice of seamanship navigation and safety at sea; c) to provide and arrange such facilities and services for members as | Page 4 Clause 2 | The purposes of the Club are to:_ a) encourage and promote amateur yachting in all its forms and incidental thereto to foster and encourage:- • ocean cruising; • ocean racing; • long distance racing; | Expand and better define our purposes |

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| | <p>may be decided upon and to affiliate as thought fit with any other bodies having objects similar to those of this Club (the Purposes)</p> | | <ul style="list-style-type: none"> b) foster and encourage the study and practice of seamanship, navigation and safety at sea c) be the custodian of several historically important races and sailing series d) mentor yacht owners and skippers who wish to increase their knowledge and ability in order to safely undertake ocean sailing <p>The purposes of the Club are to be achieved by: _</p> <ul style="list-style-type: none"> a) being a member based organisation run for Members operating as a Non-Profit Organisation (NPO) b) at all times working in alignment with the Club's Vision, Mission and Values as defined from time to time by the Committee c) providing or arranging such facilities and services for members as may be decided d) partnering and forming alliances with other organisations to promote the sport of sailing and sailing events, leverage mutually beneficial opportunities or enhance Member opportunities | <p>Acknowledge and link rules to important races and series</p> <p>Define</p> <p>Link Rules to our Vision, Mission and Values</p> <p>Improved wording</p> |
| <p>Page 1 Clauses 3 & 4</p> | <p>3) The Club has power to do all things that help it to achieve these Purposes. 4) The Club and its Committee may only exercise their powers and use the income and assets of the Club for the Purposes of the Club.</p> | <p>Page 4 Clauses 4 & 5</p> | <p>Within the limits of the Act, the Club has power to do all things that help it to achieve these Purposes, including;</p> <ul style="list-style-type: none"> a) Forming Sub Committees as necessary b) Co-operate, affiliate and enter into reciprocal arrangements with other clubs and sailing organisations in a manner determined from time to time by the Committee | <p>Clarifying and tightening up the clauses</p> |

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| | | | <p>c) Appoint, employ, dismiss or suspend any employee or servant of the Club</p> <p>The Club and its Committee may only exercise their powers and use the income and assets of the Club for the Purposes of the Club.</p> <p>a) Subject to items b) and c) below, no income or property of the Club may be distributed, paid or transferred directly or indirectly as a dividend, bonus, gift or otherwise to a Member.</p> <p>b) Nothing in these Rules prevents the payment in good faith to Members, Employees or Servants of the Club for services rendered to the Club on approval of the General Committee</p> <p>c) Nothing in these Rules prevents the award of trophies, honours or gifts to Members, Employees or Servants of the Club for exceptional service or success in competition on approval of the General Committee</p> | |
| <p>Page 1 Clause 9</p> | <p>9) The application— a) must be signed by the applicant; and b) the membership shall be proposed by a Senior Member and/or an Honorary Life Member and seconded by another Senior Member and/or an Honorary Life Member and the proposer and seconder shall have been members of at least 12 months standing and both proposer and seconder shall know the candidate personally, and Updated 14 Aug 2018 to incorporate rule change approved at 2015-16 AGM c) shall be made under such terms and conditions as the Committee may from time to time decide.</p> | <p>Page 5 Clause 10</p> | <p>The application—</p> <p>a) must be signed or submitted online by the applicant; and</p> <p>b) the Membership shall be proposed by a Voting Member and seconded by another Voting Member</p> <p>c) the proposer and seconder shall have been members of the Club for at least 12 months and both proposer and seconder shall either know the applicant personally or be satisfied the candidate</p> | <p>Mechanism required to manage online applications</p> |

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| | | | <p>is suitable for Membership based on an interview in person and/or verification of references from a Partner club, and</p> <p>d) shall be made under such terms and conditions as the Committee may from time to time decide.</p> | <p>Mechanism required to facilitate approvals of applicants that do not have a ORCV proposer as defined in the rules</p> |
| <p>Page 2 Clause 11</p> | <p>The Club must inform the person when their membership has started, and if they have to pay any annual subscription fee (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.</p> | <p>Page 6 Clause 13</p> | <p>The Club must inform the person when their Membership has started, and if they have to pay any annual subscription fee. That fee (if any) shall be applied using the pro rata fee policy, as outlined in the Bylaws, and must be paid within the time period defined in the Bylaws.</p> | <p>Change of wording to introduce pro rata fee policy and link to Bylaws</p> |
| <p>Page 2 Clause 15</p> | <p>a) A Senior Member must be 18 years of age or over,</p> | <p>Page 6 Clause 18</p> | <p>a) A Senior Member must be 25 years of age or over</p> | <p>Extend the age band for Youth as a way of Promoting membership to young adults (& students) through lower fees</p> |
| <p>Page 2 Clause 15</p> | <p>b) A Junior Member must be 14 to 17 years of age, and so elected shall have all the rights and privileges enjoyed by Senior Members save and except that a Junior Member shall not have the right to vote at meetings of the Club;</p> | <p>Page 6 Clause 18</p> | <p>a) A Youth Member must be between 16 to 24 years of age inclusive, and so elected shall have all the rights and privileges enjoyed by Senior Members except that a Youth Member must be 18 years of age or over to have the right to vote at General Meetings of the Club or be eligible for Committee;</p> | <p>Change of descriptor to cater for young adults Change age ranger from 14 to 17 to 16 to 25. Stipulation that a youth member who is under 18 cannot vote or hold a GC position. Note: A youth member who is under 18 can be on a sub-committee</p> |
| <p>Page 2 Clause 15</p> | <p>c) An Honorary Life Member i) It shall be in the power of the Committee, in consideration of special services rendered to the Club by a member to elect such member as a Life Member. Such election shall be subject to confirmation at the next annual general</p> | <p>Page 6 Clause 18</p> | <p>c) An Honorary Life Member i) It shall be in the power of the Committee, in consideration of special services rendered to the Club by a Member to nominate such Member as a Life Member.</p> | <p>Committee nominates rather the elects</p> |

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| | meeting of the members and, if approved by the majority of the members voting, the nominee shall be declared a Life Member. Life Members shall be amenable to all rules of the Club. | | Such nomination shall be subject to confirmation at the next Annual General Meeting of the Members and, if approved by the majority of the Members voting, the nominee shall be declared a Life Member. A Life Member shall be bound by the Rules of the Club. | Update wording to be consistent with the document and requirement of other membership categories |
| Page 3 Clause 15 | d) An Outport Member A Senior Member whose usual place of abode is not within a radius of 80 kilometres of the General Post Office in Melbourne or such other distance as the committee may decide, may make application to the secretary for classification as an Outport Member | Page 7 Clause 18 | a) An Outport Member i) A Senior Member whose principle place of residence is not within a radius of 80 kilometres of the General Post Office in Melbourne or such other distance as the committee may decide, may make application to the Secretary for classification as an Outport Member | Aligning to the recognised classification of the primary residence |
| Page 3 Clause 15 | e) ii) Every Honorary Membership expires on June 30 of each calendar year, at which point it may be extended for a period of 12 months or less as determined by the General Committee. | Page 7 Clause 18 | e) ii) Every Honorary Membership expires at the end of the Membership year as defined in the Bylaws, at which point it may be extended for a period of 12 months or less as determined by the General Committee. | Change to align with membership year and link to Bylaws |
| N/A | None | Page 7 Clause 18 | f) Temporary Member ii) The Committee may allow a person to become a temporary Member provided they satisfy the requirements of temporary Membership as outlined in the Bylaws iii) A temporary Member is not entitled to any of the privileges of membership except for those provided by the Club and | NEW CATEGORY – Required for Ocean Pass (AS Sail Pass) system |

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| | | | Australian Sailing for the duration of the event or events for which the temporary membership was provided | |
| Page 3 Clause 15 | f) Absentee Members i) A member who having been a member for not less than 3 years becomes resident outside the State of Victoria and is to remain outside the said State of Victoria for a period of not less than 1 year may make written application to the Committee for classification as an Absentee Member | Page 7 Clause 18 | g) Absentee Member i) A Member who having been a Member for not less than 1 year becomes resident outside the State of Victoria and is to remain outside the said State of Victoria for a period of not less than 1 year may make written application to the Committee for classification as an Absentee Member. | Change qualifying period from 3 to 1 year |
| Page 3 Clause 16 | Unfinancial Members a) Any Member who has not paid his or her annual subscription or other monies owed to the Club, and is therefore deemed unfinancial, is not entitled to attend or take part in any proceedings at any meetings of the Club or to exercise any of the rights and privileges of a Member until all outstanding monies, together with any penalty for late payment which the General Committee may from time to time impose, have been paid, whether payment has been requested or not. | Page 7 Clause 19 | Unfinancial Members a) Any Member who has not paid his or her annual subscription or other monies owed to the Club, and is therefore deemed unfinancial, is not entitled to take part in any proceedings at any meetings of the Club or to exercise any of the rights and privileges of a Member until all outstanding monies, together with any penalty for late payment as defined in the Bylaws, have been paid, whether payment has been requested or not. | Deletion of the word “attend” from the current version as non-members often attend the AGM Link to Bylaws |
| Page 4 Clause 20 | Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it. | Page 8 Clause 23 | Written requests from Members to inspect or obtain copies of Committee meeting minutes, will be referred to the Committee for consideration. | The Act states Members are entitled to access Committee meeting minutes |
| N/A | None | Page 7 Clause 24 | Members can write to the Secretary to ask that the Secretary restrict access to their details on the Members register if they have special circumstances. | NEW CLAUSE - to Strengthen privacy |

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| | | | The Secretary will decide if there are special circumstances, and will write to the member outlining their decision. | |
| Page 4 Clause 23 | The Committee is made up of the following roles: 23 g) for the first 2 years after he/she has held office as Commodore, the immediate past Commodore – each of whom (save for the immediate past Commodore) shall be elected by Ballot at the annual general meeting of the Club, according to the tenure specified in clauses 33,34. | Page 8 Clause 26 | The Committee is made up of the following roles: a. The Commodore b. The Vice Commodore c. The Rear Commodore d. The Treasurer e. The Secretary (a-e - these are the Officers) f. 6 Ordinary Committee Members g. Immediate Past Commodore may hold an advisory position and or an Ordinary Committee Member position that is made available for him or her at the Invitation of the Commodore for a period up to 2 years. | Paragraph (highlighted in yellow) has been deleted New Clause 26 g to defining the role & powers of the IPC and stating the position is at the invitation of the Commodore. |
| Page 4 & 5 Clause 27 | Each Committee Member finishes their time on the Committee (term) at the next Annual General Meeting after they were appointed, but they can be elected again. | Page 9 Clause 28 | Each Committee Member finishes their time on the Committee (term) at the Annual General Meeting two (2) years after they were appointed, but they can be elected again. | Correcting clause to read as intended |
| Page 4 & 5 Clause 28 | A Committee Member stops being on the Committee if they: a) resign, by writing to the Committee or the Secretary b) are removed by a special resolution of members of the Club c) become insolvent (as the term is used in the Corporations Act 2001) d) become a represented person (under the Guardianship and Administration Act 1986), or e) die. | Page 8 Clause 29 | A Committee Member stops being on the Committee if they: b) resign, by writing to the Committee or the Secretary c) are removed by a special resolution of members of the Club | New Point C covers previous points c), d), & e) |

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| | | | d) become ineligible due to any of the exclusion clauses noted in the Act | |
| Page 5 Clause 29 | If a Committee Member (other than the immediate past Commodore) stops being on the Committee before the end of their term in accordance with rules 33 & 34, the Committee can temporarily appoint a member of the Club to fill the vacancy on the Committee until the expiration of the tenure for that position | Page 9 Clause 30 | If a Committee Member stops being on the Committee before the end of their term in accordance with clauses 34 and 35, the Committee can temporarily appoint a Member of the Club to fill the vacancy on the Committee until the expiration of the tenure for that position. | Deleting the exclusion of the IPC |
| Page 5 Clause 32 | c) Except as otherwise provided in these rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Club. | Page 9 Clause 33 | c) Except as otherwise provided in these Rules, the secretary shall ensure the Club keeps and protects books, documents and securities of the Club. | Updated wording in acknowledgement that the secretary cannot control or hold all documentation including electronic files |
| Page 5 Clause 37 | Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time | Page 9 Clause 38 | Committee Members may attend meetings through technology (such as but not limited to phone or video conferencing | Delete sentence to align with current online meeting protocol |
| Page 6 Clause 40 | Any 4 Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum). | Page 10 Clause 41 | Greater than one half (50%) of the General Committee must be present (either in person or through the use of technology) for the meeting to be validly held (the Quorum). | Alignment to the Act |
| N/A | None | Page 10 Clause 42 | Decisions by Committee outside of Committee Meetings The Committee may vote on decisions outside of Committee Meetings through email or other electronic means subject to; a) an Officer agreeing a decision on the motion is sufficiently urgent and important and is willing to propose or second the motion | NEW CLAUSE – to allow for decision making outside of committee meeting (In person or online) |

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| | | | <ul style="list-style-type: none"> b) Committee Members being provided with sufficient time to receive, assess and respond to the motion c) any Committee Member may request the matter under consideration be referred to a Committee meeting, which may be a special General Committee meeting, in which case the circular motion is set aside. d) voting being in a written form with records of voting available for review by the Secretary e) a majority of Committee Members are required to vote to approve the motion f) the decision is required to be initiated | |
| Page 6 Clause 42 | If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting. | Page 10 Clause 44 | If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be sought and may be received during the Annual General Meeting. | Re wording |
| Page 6 Clause 44 | If the number of nominations exceeds the number of vacancies to be filled, a ballot shall held. | Page 10 Clause 46 | If the number of nominations received by the Secretary from members eligible to be appointed, exceeds the number of vacancies to be filled, a ballot must be held for the election of one or more as Officers of the Club or Ordinary Committee Members to fill the vacancy(ies). The outcome of the ballot process will be announced by the Chairperson of the Annual General Meeting. | |
| N/A | | Page 11 Clause 49 | | NEW CLAUSE ISSUE – This is not a Rule |

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| Page 6 Clause 48 | The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered. | Page 11 Clause 51 | The ordinary business of the Annual General Meeting is to confirm the minutes of the previous Annual General Meeting, receive reports and statements on the previous Financial year, and elect Officers and Ordinary Committee Members in accordance with clauses 34,35 and 47. The notice of Annual General Meeting must include any special business or motions to be considered. | Define the 2 categories of general committee members and reference link to other clause(s) |
| Page 6 Clause 49 | The Committee or a group of at least 10% of all members may call a Special General Meeting | Page 11 Clause 51 | The Committee or a group of at least 10% of all Members, being Members entitled under these rules to vote at a General Meeting, may call a Special General Meeting. | Clarifying who can call a SGM |
| Page 6 Clause 50 | 50) At least 5 members (being members entitled under these rules to vote at a general meeting) (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy for the meeting to be held. | Page 11 Clause 52 | At least 10% of members (being members entitled under these Rules to vote at a general meeting, a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy for the meeting to be held. | Increase of quorum requirements for general meetings |
| Page 7 | Grievance Disputes | Page 11 Clause 62 | e) For Member Protection related matters, the procedure for handling grievance may be different from that defined in sections b) to d) to protect Members making a complaint and to ensure impartiality of complaint handling. Refer to Bylaws for rules relating to the Member Protection Policy. | ADDITIONAL POINT – to cater for member protection matters and a pathway to Bylaws & relevant policy(s) |
| Page 7 Clause 66 | The Committee can discipline a member of the Club if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Club. | Page 12 Clause 65 | The Committee can discipline a Member of the Club if it considers the Member has breached these Rules, Bylaws or if the | Link to Bylaws |

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| | | | Member's behaviour is causing (or has caused) damage or harm to the Club. | |
| Page 8 Clause 72 | The outcome of a disciplinary procedure can be that the member must leave the Club, for a period of time or indefinitely. The Club cannot fine a member. | Page 12 Clause 67 | d) The outcome of a disciplinary procedure can be that the Member must leave the Club, for a period of time or indefinitely. The Club cannot fine a Member but may ban them from participation in Club events for a period of time or indefinitely, subject to procedures set out in the Bylaws. | Expand consequences of disciplinary actions and link to Bylaws |
| Page 8 Clause 73 | The Club must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation | | | Clause relocated to Power page 3 Clause 4 |
| Page 8 Clause 74 | The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Club's Purposes | Page 13 Clause 69 | The Club may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, investments, property rental, sponsorship, sailing fees, training fees and any other sources approved by the Committee that are consistent with furthering the Club's purposes. | Improved definition rather than relying on catch all phrase. NOTE: Introducing INVESTING as a significant and stated activity |
| Page 8 Clause 76 | Petty Cash. The committee may establish petty cash policies and associated financial limits for payments and purchases on behalf of the club. This can include the issue of credit cards to staff and/or committee members. Subject to delegation limits set by the committee, such transactions can be authorised by one person. | Page 13 Clause 71 | Petty Cash e) The Committee may establish petty cash policies and associated financial limits for payments and purchases on behalf of the club. f) This can include the issue of credit cards to employees and/or Committee Members. g) Subject to delegation limits set by the Committee, such transactions or commitments can be authorised by one | |

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| | | | person who has been approved to do so by the Committee. | Tightening of the clause |
| N/A | None | Page 13 Clause 73 | <p>Prior to the commencement of each Membership year the Committee shall;</p> <p>e) Set joining and subscription fees for each category of Membership in the Bylaws.</p> <p>f) Set the formula for application of pro-rata subscription fees in the Bylaws.</p> | NEW CLAUSE – For the setting of fees |
| N/A | None | Page 13 Clause 74 | The Club may ban a person for non-payment of fees from participation in Club events for a period of time or indefinitely, subject to procedures set out in the Bylaws. | NEW CLAUSE – Consequences for non-payment of fees and link to Bylaws |
| N/A | None | Page 13 Clause 75 | <p>1. The Committee may in its absolute discretion reduce or waive any fee, in part or in full, payable by a Member suffering from significant illness or hardship.</p> <p>g) The decision shall be approved by a majority vote of Committee Members</p> <p>h) The decision to reduce or waive the annual fee or any part thereof applies only for that current Membership year.</p> | NEW CLAUSE – catering for hardship and illness. |
| N/A | None | Page 14 Clauses 79-82 | <p>Bylaws</p> <p>79) The Committee may make, repeal and amend any Bylaws necessary for the good conduct of the Club and which are not inconsistent with these Rules or the Act.</p> | NEW CLAUSE – For the introduction of Bylaws |

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| | | | <p>80) In the event of any inconsistency between the Rules and any Bylaws, the relevant provision of the Rules prevails.</p> <p>81) The Rules and Bylaws in force are binding on all Members.</p> <p>f. The Secretary must:</p> <ul style="list-style-type: none"> a) Maintain a record of all Bylaws and ensure they are published on the Club's website b) Notify Members of any additions or alterations of Bylaws 14 days prior to them becoming they become effective | |
| Page 8 Clause 81 | The members may vote by special resolution at a general meeting to wind up the Club. | Page 14 Clause 83 | The Members may vote by special resolution at a general meeting held specifically for the purpose of voting whether or not to wind up the Club. | Updated wording |
| Pg 8 Clause 82 | If the Club is wound up, any surplus assets must not be distributed to the members or former members of the Clubs, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members. | Page 14 Clause 84 | <p>If the Club is wound up, any surplus assets must not be distributed to the members or former members of the Club, and (subject to the Act and any Court order) must be distributed:</p> <p>a) to another organisation or organisations with purposes comparable to the club, so long as that other organisation or organisations are not carried on for the profit or gain of its members</p> <p>b) subject to approval by a majority of members voting at a special general meeting held specifically for the purpose of voting on winding up the club and/or</p> | Required for Not For Profit status and taxation treatment in the case of winding up. |

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| | | | voting on implementing a wind up once approved by the members. c)If an organisation or organisations cannot be agreed for surplus asset distribution prior to the end of the Membership year, the surplus assets shall be distributed to Australian Sailing for use in future activities which are consistent with the Club purposes. | |
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