

Yachting Victoria

Standard Committee By Laws

1 Committee Objectives

- (a) The Committee shall have a set of Objectives, approved by the Board, which are consistent with the Vision, Mission and Objectives of YV, and which shall be published to members.
- (b) The Objectives of the Committee appear as **Appendix 1** to these By Laws.

2 Committee Members

The Committee shall be comprised of the following persons:

- (a) voting Committee Members:
 - (i) up to ten Committee Members, unless otherwise approved by the Board, who must be paid up members of Member Clubs or Associate Members, whose nomination to the Committee must be approved by their Member Club or Associate Member; and
 - (ii) the President or the Vice President of YV either of whom may attend and vote on any Committee.

A Member Club or Associate Member may have up to two voting Committee Members on the Committee.

- (b) non-voting Committee Members, comprising any one or more of:
 - (i) a member or members of the Board;
 - (ii) up to two additional persons, unless otherwise approved by the Board, who may not be members of a Member Club or an Associate Member, with relevant expertise and who is co-opted to the Committee;
 - (iii) the CEO; and
 - (iv) one additional staff member of YV.

The qualifications for Committee members are set out in **Appendix 2**, and must be approved by the Board. **Appendix 2** will also record any increase in membership numbers in accordance with **clauses 2 (a) (i) and 2 (b) (ii)**.

Where there are more nominations for voting Committee Members positions than there are positions available, an election shall be held, with all nominees entitled to one vote to determine who will comprise the voting Committee Members. Where the membership of a Committee cannot be resolved in this manner, the Board will determine who will be the voting Committee Members.

3 Appointments

Appointments to the Committee must be approved by the Board and be made as follows:

- (a) each existing Committee will continue with its current Committee Members at the date of commencement of these Standard Committee By Laws. During the next 12 months the Committee must determine its Committee Members in accordance with **clause 2**;
- (b) within 30 days after each AGM, the Chairperson must nominate in writing to the CEO, any changes to the Chairperson, Vice Chairperson, Secretary and Committee Members for the next year;
- (c) the Board will confirm the position of Chairperson, Vice Chairperson, Secretary and Committee Members for the next year, within 60 days after the AGM. Until the expiry of this 60 days the previous Chair, Vice Chairperson and Secretary will continue in the roles;
- (d) the officer positions on the Committee will be:
 - (i) Chairperson;
 - (ii) Vice Chairperson, who will act in the absence of the Chairperson; and
 - (iii) Secretary, who will be responsible for keeping all records and minutes, establishing meeting agendas, correspondence and other administrative tasks,none of whom will be an Board representative, unless approved by the Board and the Committee, and all of whom must be a member of a Member Club or an Associate Member;
- (e) the Chairperson or any other Committee position may be removed by vote of a two-thirds majority of the voting Committee Members; and
- (f) any member of a Committee who is absent for three meetings in a year without prior notice to the Chairperson or Secretary, shall cease to be a member of the Committee.

4 Changes during the Year

- (a) At any time during the Year, the Board may terminate any existing Committee or establish any new Committees as the Board decides.
- (b) At any time, the Committee may submit to the Board for approval:
 - (i) any recommended changes to the Committee Objectives;
 - (ii) any recommended changes to the By Laws of the Committee;
 - (iii) any recommended changes to the Chairperson, Vice Chairperson, Secretary, or other membership of the Committee; or
 - (iv) any other material changes concerning the Committee,and the Board's approval or otherwise will be final.

5 Agreed Principles

Committee Members shall :

- (a) uphold the Vision, Mission and Objectives of YV;
- (b) represent the interests of YV ahead of individual Member Clubs or Associate Members;
- (c) declare at any meeting or otherwise as the Chairperson requires, any sailing, business or personal interests which might in any way be in conflict with or relevant to the governance or decision making of the Committee or YV;
- (d) keep confidential any discussion required by the Committee or YV to be kept confidential;
- (e) obtain the prior approval of the Board, via the CEO, for the nomination of any representatives to any YA committee; and
- (f) support the sponsors and stakeholders of YV.

6 Decision making process

The Committee shall :

- (a) present all resolutions that have effect outside the Committee and on YV policies through the CEO to the Board as recommendations;
- (b) work through any assigned member of YV staff to the CEO, or where there is not an assigned member of staff communicate directly with the CEO;
- (c) refrain from any communications directly with the media, and refer the media to the CEO;
- (d) in relation to YA:
 - (i) make recommendations to the Board on the appointment of Victorians to YA committees having similar objectives to the Committee; and
 - (ii) ensure that any motions moved or to be voted on by Victorian delegates at any YA committee meeting have the approval of the Committee and are communicated to the Board via the CEO prior to attending the meeting ;
- (e) recommend to the CEO any budget or expenditure of the Committee, and not commit any YV funds without the approval of the Board of a budget for or the expenditure of those funds;
- (f) direct to the YV office all funds received by the Committee;
- (g) if any business comes to the Committee that is the business of another committee, refer the business to that committee, and if there is not another Committee established for that business, refer it to the CEO; and
- (h) deal in good faith with all directions from the CEO or the Board.

7 Conduct of meetings

The Committee must conduct its meetings in accordance with the following principles:

- (a) meetings will be conducted in accordance with commonly accepted governance principles including providing notice of meeting and business of the meeting at least seven days prior to the meeting, keeping of minutes, and publishing proposed regular meeting dates well in advance;
- (b) meetings must not be scheduled on the night of a Board meeting;
- (c) operate with a quorum of at least 50% of the number of voting members. Where 50% of the voting members are not present, the meeting should be held and minutes kept, but all decisions must be ratified by email after the meeting, or by the next meeting with a quorum;
- (d) make decisions based on a show of hands. Where there is an equal number of votes on any matter, including that of the Chairperson, the Chairperson will have a second casting vote;
- (e) in relation to minutes of each meeting:
 - (i) each set of minutes must summarise any item of business to be referred to the Board; and
 - (ii) provide a copy to the Committee Members and the YV office within one week.

The YV office will then publish the minutes to Members.

- (f) provide a report in writing to the CEO of any matter requiring approval or decision at least seven days prior to the next Board meeting; and
- (g) the Chairperson or a nominee of the Chairperson must be available to present to the Board at any Board meeting.

8 Sub-Committees

The Committee may appoint one or more sub-committees to address any matters, and each sub-committee must:

- (a) operate in accordance with the by laws of its Committee; and
- (b) have all decisions ratified by the Committee before the decision becomes effective.

9 Reports

The Committee shall provide to the Board for presentation to Member Clubs and Associate Members, two reports in writing each year of its achievements relative to its Committee Objectives and all other important issues and plans for the next six months:

- (a) for half year ending 31 December – by 28 February; and
- (b) for the half year ending 30 June – by 31 August,

10 Board Expenses

YV will reimburse, subject to the prior approval of the CEO:

- (a) all out of pocket expenses for the Committee's operation, eg room hire and the like;
- (b) training costs for Committee Members which are relevant to their role on the Committee; and
- (c) interstate travel costs in accordance with YA policies which are not reimbursed by YA. This includes the attendance of one person at the meeting of each YA committee which is relevant to the business of the Committee.

11 Terminology

To assist in reading this document, the following words and expressions are defined:

AGM means the Annual General Meeting of YV, held in September each Year.

Associate Member is an Class Association or other body which is an Associate Member of YV.

Board means the elected Board of YV.

CEO means the Chief BoardBoardOfficer of YV.

Chairperson means the chairperson of the Committee.

Class Association is an Associate Member which is a class association.

Committee means a committee of YV.

Committee Member means a member of a Committee.

Committee Objectives means the objectives established by a Committee and posted on the YV website.

Constitution means the Constitution of YV.

Member means a member of YV.

Member Club means a yachting or other club which is a member of YV.

Secretary means the secretary of the Committee.

Vice Chairperson means the vice-chairperson of the Committee.

Year means the period of 12 months following each AGM.

YA means Yachting Australia Incorporated.

YV means Yachting Victoria Incorporated.

Appendix 1

[To be attached]

The Objectives of the YV XXXX Committee are:

Appendix 2

[To be attached]

The Membership and qualifications of the YV XXXX Committee shall be constituted as