R G Y C
FOUNDATION

R.G.Y.C. Foundation Incorporated

Statement of Purposes

The name of the incorporated association is RGYC Foundation Incorporated ("the Foundation")

The purposes for which the Foundation is formed are to assist the Royal Geelong Yacht Club ("RGYC") to maintain, improve and develop the sport of sailing and in particular -

1. to attract and retain for RGYC the continuing interest and financial support of the community at large;

2. to attract and encourage donations, gifts, bequests, endowment, trusts and other forms of financial assistance to or for the benefit of RGYC;

3. to raise finance for the acquisition and maintenance of plant and equipment, land and building and other facilities for use by RGYC and its members;

4. to establish and administer trusts and funds for educational and charitable purposes associated with the promotion and participation in the sport of sailing in the greater Geelong community;

5. to provide financial assistance for any educational programmes conducted or participated in by RGYC;

6. to provide financial assistance to aid members of RGYC to compete in local, state, national and international yachting events;

7. to disseminate, whether by written publication or otherwise, information and material of any nature whatsoever relating to RGYC and its activities, needs and objectives;

8. to widen knowledge, understanding and appreciation of RGYC and its activities, need and objectives in the community at large.

Rules

Interpretation

1. In these Rules unless contrary intention appears -

"Foundation" means the abovenamed incorporated association.

"Trustees" means the Board of Management of the Foundation.

"Member" means a member of the Foundation.

"Financial year" means the year ending on 30 June.

"RGYC" means R.G.Y.C. Foundation Incorporated.

"The Act" means the Associations Incorporation Act.

"The Regulations" means the regulations under the Act.

Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine gender and vice versa.

Membership

2. The members of the Foundation shall be those natural persons and bodies (whether corporate of unincorporated);

   (a) who are members of the Foundation at the time of its incorporation; and;

   (b) who shall qualify for membership in accordance with the succeeding Rules.

3. The qualification for membership shall be the making of a gift, or the accumulation of gifts, to the Foundation of not less than $1000.00.

4. The Trustees may appoint a Patron-in-Chief or any number of Patrons-in-Chief as it may from time to time think fit.

Proxies

5. Any member of the Foundation may, with the consent of the Trustees in writing, appoint a proxy who shall be a member of the Foundation and of the same category of membership as the appointor to attend and vote at the meetings of the Foundation on behalf of the appointor. The appointment shall be for such time and upon such conditions as the appointor shall determine. A body corporate or unincorporate may by notice in writing to the Trustees appoint a representative to represent it at meetings of the Foundation and to exercise on its behalf the same powers as it could exercise if it were a natural person.

Cessation of Membership

6. Save as provided in Rule 4 (a), membership of the Foundation shall continue:

   (a) in the case of a natural person, until his resignation or death; and

   (b) in the case of a body corporate of unincorporated, for a period of 20 years from the date it first qualified for membership or until its earlier resignation, but may be renewed by again qualifying for membership.

7. A member may, by notice in writing delivered to the Chairman or Honorary Secretary, resign from membership of the Foundation and shall thereupon cease to be a member.

8. The Honorary Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of qualification and (where applicable) cessation of membership of each member and the register shall be available for inspection by members at the address of the Public Officer or at such other place as the Trustees may from time to time determine.

Disputes and mediation

9. (1) The grievance procedure set out in this rule applies to disputes under these Rules between -

   (a) a member and another member; or

   (b) a member and the Foundation.

   (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

   (3) 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 10 days, hold a meeting in the presence of a mediator.

   (4) 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 Trustees of the Foundation;

or

ii. in the case of a dispute between a member and the Foundation, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Foundation can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

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

(8) The mediator, in conducting the mediation, must -

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party and;

(c) ensure that the natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) 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 otherwise at law.

General Meeting

10. (a) The Foundation shall convene an Annual General Meeting within four calendar months after the end of each financial year.

(b) The time and place of the Annual General Meeting shall be determined by the Trustees.

(c) The ordinary business of the Annual General Meeting shall be:

(i) to confirm the Minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;

(ii) to receive from the Trustees reports upon the transactions of the Foundation during the past preceding financial year;

(iii) to elect members of the Trustees under Rule 10;

(iv) to announce the names of the Officers of the Foundation for the ensuing year;

(v) to bring before the meeting such other matters as the Trustees may think fit;

(vi) to receive and consider the statement submitted by the Foundation in accordance with Section 30 (3) of the Act.

(d) The Annual General Meeting may transact special business of which notice has been given in the notice convening the meeting.

(e) All General Meetings of the Foundation other than Annual General Meetings shall be called Special General Meetings.

Convening of General Meetings

11. (a) The Honorary Secretary shall at least fourteen days before the date fixed for holding a General Meeting of the Foundation cause to be sent to each member at the address appearing in the register of members a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Honorary Secretary who shall include that business in the notice calling the next General Meeting after receipt of the notice.

(d) The accidental omission to give notice of any General Meeting to a member or members shall not invalidate the proceedings at that meeting.

Quorum

12. Four members of the Foundation present in person or by proxy shall be a quorum at all General meetings.

Chairman

13. At each General Meeting of the Foundation the Chairman, or in his absence the Deputy Chairman, and failing both of them a Trustee elected by the Meeting, shall be the Chairman of the Meeting.

Votes

14. At every General Meeting of the Foundation upon a show of hands each member present in person shall have one vote and upon a poll each member present in person or by proxy shall have one vote. The Chairman or any three members may, either before or on the declaration of the result of a show of hands, demand a poll.

Casting Votes

15. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting, at which the show of hands takes place or at which the polls demanded, shall be entitled to a casting vote in addition to the vote or votes to which he may be entitled as a member.

Trustees of the Foundation

16. (a) The affairs of the Foundation shall be managed by Trustees constituted as provided in Rule 17.

(b) The Trustees may:

(i) borrow money on behalf of the Foundation and give security by mortgage, charge or lien over all or any part of the property of the Foundation

(ii) invest monies of the Foundation upon such securities or otherwise and in such manner as the Trustees may determine but subject to any rules of law governing the investment of trust funds by trustees and from time to time vary such investments;

(iii) employ such persons or agents and procure such professional or other assistance or services as may be required by the Foundation in the carrying out of its activities and pay reasonable remuneration and fees therefore;

(iv) open any banking accounts and operate the same in the ordinary course of business so that all cheques and other negotiable instruments shall be signed, endorsed or otherwise executed by any two of three registered signatories or in such manner as the Trustees may otherwise from time to time determine;

(v) subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Foundation; and

(vi) subject to these Rules, the Regulations and the Act, perform all such acts and things as appear to the Trustees to be essential for the proper management of the business and affairs of the Foundation.

Membership – Trustees of the Foundation

17. (a) The Trustees shall comprise up to 8 members.

(b) During his or her term of office as a Flag Officer of RGYC, as a Member of the RGYC Board or as General Manager of RGYC, a person shall not be eligible to be a Trustee of the Foundation.

(c) The Trustees of the Foundation shall be:

(i) the Chairman of the Foundation;

(ii) the Officers for the time being of the Foundation appointed under Rule 18(b);

(iii) other members of the Foundation elected as Trustees in accordance with Rule 18(b);

(d) For the purposes of Rule 17 (c) a Trustee of the Foundation who retires at the Meeting at which the eligibility for election is to be determined, will be taken not to be an elected Trustee.

(e) At the first election of the Trustees of the Foundation held after the date of the adoption of this Rule, the Trustees of each category of member first elected shall be elected to hold office from the termination of the meeting at which that election was held until the termination of the third Annual General Meeting following his/her election. The Trustee elected second shall hold office from the termination of the meeting at which that election was held until the termination of the second Annual General Meeting following his/her election. Any Trustee elected third or later shall hold office from the termination of the meeting at which that election was held until the termination of the first Annual General Meeting following his/her election.

(f) Except as set out in Rule 17 (d) elected Trustees shall hold office from the termination of the meeting at which they are elected until the termination of the third Annual General Meeting following their election.

(g) A Trustee shall cease to be a member thereof if the Trustees shall so determine on the resolution of 75% of the Trustees.

(h) The Commodore of RGYC or his or her nominee shall be entitled to attend every meeting of the Foundation Trustees or of any Committee or Sub-Committee appointed by the Trustees pursuant to Rule 22. When present the Commodore shall be entitled to speak on any matter but shall not be entitled to vote.

Officers

18. (a) The Officers of the Foundation shall comprise, a Chairman who shall be Chairman of Trustees and one Deputy-Chairman, an Honorary Secretary and an Honorary Treasurer.

(b) The Officers of the Foundation shall be appointed by the Trustees at its first Meeting and thereafter immediately after each Annual General Meeting of the Foundation.

Vacancies

19. (a) The office of an Officer of the Foundation, or of an ordinary member of the Trustees of the Foundation, becomes vacant if the officer or member -

(i) ceases to be a member of the Foundation; or

(ii) becomes an insolvent under administration within the meaning of the Corporations Law; or

(iii) resigns from office by notice in writing given to the Secretary.

(b) In the event of a casual vacancy in any office referred to in sub-rule 18(a), the Trustees may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

Meetings of the Trustees of the Foundation

20. The Trustees shall meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit. Each Trustee shall have one vote. Until the Trustees shall otherwise determine, a quorum shall be four Trustees of the Foundation. Questions arising at any meetings shall be determined by a majority of votes of the Trustees present in person. The Chairman of the meeting shall have a second or casting vote should the voting be equal on a first show of hands.

Custodian Trustee

21. The Trustees may appoint a Custodian Trustee to hold and administer on behalf of the Trustees any of the property or investments of the Foundation.

Committees

22. The Trustees may appoint committees and sub-committees consisting of such members of the Foundation as it thinks fit and these shall be responsible to and shall report to the Trustees of the Foundation. Committees and sub-committees shall be chaired by a Trustee. Any committee or sub-committee has power to co-opt as a member persons who are not members of the Foundation.

Minutes

23. The Trustees shall cause to be kept the recorded Minutes of all resolutions and proceedings of General Meetings of the Foundation and of meetings of the Trustees and shall cause such Minutes to be signed by the chairman of the Meeting or of the next Meeting

Accounts

24. The Trustees shall:

    (a) cause proper accounts to be kept by the Honorary Treasurer with respect to all sums of money received and expended by the Foundation, all matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Foundation; and

    (b) cause to be prepared a Balance Sheet and a Statement of Income and Expenditure drawn up as at June 30 each year and shall for such purposes make available to the Honorary Treasurer such documents and information as he request and require. The accounts shall be subject to audit and a duly audited copy of the Balance Sheet and Statement of Income and Expenditure shall be furnished to Members not less than one calendar month prior to the date set for the Foundation's Annual General Meeting at which the annual accounts are to be presented.

25. The accounts shall be kept at the office of the Foundation or at such other place or places as the Trustees think fit and shall always be open to inspection by members.

Auditor

26. The Auditor of the Foundation, unless the Trustees otherwise resolve, shall be the RGYC's Auditor for the time being.

Custody of Books

27. Except as otherwise provided in these Rules, the Honorary Secretary shall keep in his custody or under his control all books, documents and securities of the Foundation.

Common Seal

28. (a) The Common Seal of the Foundation shall be kept in the custody of the Honorary Secretary.

(b) The Common Seal shall not be affixed to any instrument except by the authority of the Trustees of the Foundation and the affixing of the Common Seal shall be attested by the signatures of two Trustees.

Alteration of Rules and Statement of Purposes

29. These Rules and the Statement of Purposes of the Foundation shall not be altered except in accordance with the Act.

By-Laws

30. The Trustees may make, alter and repeal by-laws for the conduct and management of the Foundation PROVIDED that no by-laws shall be inconsistent with or affect or repeal anything contained in these Rules.

Notices

31. (a) A notice may be served by or on behalf of the Foundation upon any member either personally or by sending it by post to the member at his address shown in the register of members.

(b) Where a document is properly addressed, pre-paid or and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Source of Funds

32. The funds of the Foundation shall be derived from gifts, donations, bequests and other contributions to the Foundation, income earned on investments and such other sources as the Trustees from time to time determine.

Winding Up

33. (a) The Foundation shall not be wound up voluntarily unless it shall so resolve by special resolution.

(b) If upon a winding up or dissolution of the Foundation there remains, after satisfaction of all its debts and liabilities, any money or property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Foundation and whose rules shall prohibit the distribution of or it or their income and property among its or their members, such institution or institutions to be eligible for tax deductibility of donations under Section 78 (1) (a) of the Income Tax Assessment Act 1936.

Discipline

34. These Rules contain no procedure for the disciplining of members of the Foundation.