

RULES OF

KAWAKAWA BAY BOAT CLUB INCORPORATED

1 Constitution and name

- 1.1** The name of the club is the **KAWAKAWA BAY BOAT CLUB INCORPORATED** ("the Club").

2 Objects

- 2.1** The objects of the Club are to:

- (a) Provide safe, all weather, all tide boat launching and retrieval facilities, which are continually improved for the benefit of annual and day club members;
- (b) Promote junior sailing and provide a safety tender, loan sailing dinghies and education of young people with regard to sailing and the safety requirements when undertaking boating activities;
- (c) Promote and educate the users of the facility of maritime safety protocols whilst maintaining a spirit of friendship among the owners of boats and small craft of every description launching and retrieving from the facility;
- (d) Provision of a Watchhouse for Coastguard, Sea Rescue, Police and other emergency services to use when rescues are in progress;
- (e) Purchase, lease, or otherwise acquire and hold, improve, let, lease, sell, exchange, mortgage or otherwise dispose of land and other real and personal property and any estate or interest in it;
- (f) Erect and construct buildings or works of every description;
- (g) Make regulations to advance the attainment of any of the above objects; and
- (h) Do any act or thing incidental or conducive to the attainment of any of the above objects

- 2.2** Notwithstanding any other provision, the Club shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

3 Powers

- 3.1** In addition to its statutory powers, the Club may:

- (a) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient, and
- (b) Exercise all the powers of a trustee might exercise, and

- (c) Invest in any investment in which a trustee might invest.

4 Membership

4.1 The classes of membership and the method by which Members are admitted to different classes are as follows:

(a) **Individual Member**

An Individual Member is a member of the Club admitted under Rule 5.0 who has not ceased to be a Member under Rules 6.5 or 7.0.

(b) **Associate Member**

An Associate Member is an individual or incorporated or unincorporated body supportive of the objectives of the Club admitted under Rule 5.3 and who has not ceased to be a Member under Rules 6.5 or 7.0.

(c) **Affiliate Member**

An Affiliate Member is a company, society or club which is supportive of the objectives of the club, but who would otherwise not qualify as an Individual or Associate Membership and admitted under Rule 5.3 and who has not ceased to be a Member under Rules 6.5 or 7.0. These rules shall apply to Affiliate Members, except that they shall be expressly excluded from voting or from nominating a member of the Executive.

(d) **Life Member**

A Life Member is a person honoured for meritorious services to the Club after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions and levies.

(e) **Honorary Member**

An Honorary Member is a person honoured for services to the Club or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

4.2 Individual and Associate Members shall advise the Secretary or committee member delegated by the Executive of any change of address or telephone number.

4.3 The Secretary or committee member delegated by the Executive shall keep a membership register of Individual and Associate Members recording their names, addresses, telephone numbers and other details as required from time to time.

4.4 All Members (and Executive members) shall promote the interests and the objectives of the Club and shall do nothing to bring the Club into disrepute.

5 Admission of Members

- 5.1** Applicants for membership as Individual, Associate and Affiliate members shall complete any application form provided (and supply such information as may be required) by the Executive.
- 5.2** Membership applications shall be considered by the Executive who may interview the membership applicant or Rule 5.2 may be delegated to a sub-committee or individual committee member.
- 5.3** The Executive or its delegate/s shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final. The Executive or its delegate/s may admit an applicant for Individual Member, Associate Member or Affiliate Member.
- 5.4** The Executive may from time to time in its absolute discretion transfer members between the classes of Individual Member, Associate Member and Affiliate Member, and any such decision shall be final.

6 Subscriptions and Levies

- 6.1** The annual subscription for different classes of Member, and any amount payable on joining the Club, shall be set by resolution of a General Meeting for the financial year of the Club. The annual subscription is due on the first day after the General Meeting. All financial Individual and Associate Members as at 31 July each year are eligible to vote at the General Meeting.
- 6.2** An Individual Member who wishes to utilise multiple recreational vessels under their membership may incur an additional annual fee at the discretion of the Executive.
- 6.3** An Individual Member who is a registered commercial fishing entity may incur an additional annual fee at the discretion of the Executive.
- 6.4** The Executive may by resolution impose a levy or levies, which is additional to the annual fee, on Individual and Associate Members up to a maximum total of 25% of the annual membership fee in any one financial year.
- 6.5** Any Member failing to pay the annual subscription or any levy within three calendar months of the date the subscription or levy was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and shall be deemed to have ceased to be a Member until all arrears are paid in full.

7 Cessation of Membership

- 7.1** Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Club's then current financial year.
- 7.2** The Executive may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 7.3** After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Executive may

recommend to a General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.

- 7.4** A Member whose membership is terminated under Rules 7.1, 7.2 or 7.3 shall remain liable to pay all subscriptions and levies to the end of the Club's then financial year.

8 Re-admission of former Members

- 8.1** Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 7.2 or 7.3 the applicant shall not be readmitted without the approval of a General Meeting.

9 Election of Officers and Executive

- 9.1** The officers of the Club shall consist of Patrons (optional), Commodore, Vice-Commodore, President, Vice-President, Secretary, Treasurer and Membership Manager ("Officers"). The Secretary, Treasurer and Membership Manager roles may be combined together by resolution of the Club's Executive whenever appropriate.

- 9.2** The Club's executive shall consist of the Officers (with the exception of any Patrons) and the remaining number of other members so the total committee is not more than twelve.

- 9.3** Following the initial election of the Executive, the Executive shall be elected as follows:

- (a) Patrons shall retire at the next Annual General Meeting but shall be eligible to be re-elected at the Annual General Meeting;
- (b) The remaining members who are not Officers shall retire at the next Annual General Meeting but shall be eligible to be re-elected at the Annual General Meeting;
- (c) The Commodore, Vice-President, Secretary and Treasurer shall hold office until the first subsequent Annual General Meeting at which they shall retire, but shall be eligible for re-election and shall hold office thereafter for a period of two years and retire at the Annual General Meeting held two years from their appointment and following retirement shall be eligible for re-election;
- (d) The Vice-Commodore, President and Membership Manager shall hold office until, and retire at the Annual General Meetings that occur in alternate years to the Annual General Meeting at which the Commodore, Vice-President and Treasurer are elected and following retirement shall be eligible for re-election;
- (e) If the President does not desire to be, or is not re-elected to the position of President in accordance with clause 9.3(d) then the retiring President ("Immediate Past President") shall remain on the Executive for the following two years at which time the Immediate Past President shall retire but be eligible for re-election to the Executive.

- 9.4** Written nominations for nominees under Rule 9.3 signed by an Individual Member or by an Associate Member and accompanied by the written consent of the nominee shall be received by the Secretary not less than 7 clear days before the date of the Annual General Meeting. The Secretary shall circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in

support of the nomination at the General Meeting . In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.

9.5 If the position of any Executive member becomes vacant between Annual General Meetings that vacancy shall be filled by the Executive.

10 Management by the Executive

10.1 From the end of each Annual General Meeting until the end of the next, the Club shall be administered, managed and controlled by the Executive, which shall be accountable to the Members for the implementation of the policies of the Club as approved by any General Meeting.

10.2 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Club's powers, other than those required by statute or by these Rules to be exercised by the Club in General Meeting.

10.3 The Executive shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the President or Secretary but shall meet not less than four times in each calendar year.

10.4 All Executive meetings shall be chaired by the President or in the President's absence by the Vice-President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

10.5 The Executive may co-opt any Individual or Associate Member to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

10.6 The quorum for Executive meetings is at least half the number of the Executive members.

10.7 Only Executive members elected under Rule 9.3 or appointed under Rule 9.5 shall be counted in the quorum and be entitled to vote.

10.8 The Executive may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Club to any financial expenditure without express authority by resolution of the Executive.

10.9 The Executive and any subcommittee may act by resolution approved by not less than 75% of the members of the Executive or subcommittee in the course of a telephone conference call and / or email responses or through a written ballot.

10.10 The Executive may from time to time make regulations for the conduct and control of Club activities.

10.11 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Club.

10.12 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.

10.13 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with

these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

- 10.14** Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Club possessed by such former officer.

11 Secretary

- 11.1** The Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

- 11.2** The Secretary or delegated committee member shall hold the Club's records, documents, and books.

- 11.3** The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

12 Registered Office

- 12.1** The Registered Office of the Club shall be at such place as the Executive from time to time determines.

13 Finance

- 13.1** The Treasurer shall keep such books of account as may be necessary to provide a true record of the Club's financial position, report on the Club's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.

- 13.2** The Executive shall maintain bank accounts in the name of the Club and all money payable to the Club shall be paid to the Treasurer or delegated committee member who shall pay all money received into a bank approved by the Executive, in the name of the Club,

- 13.3** All cheques, electronic transactions and withdrawal forms shall be authorised by the Treasurer and any one of the two committee members appointed by the Executive for this purpose.

- 13.4** All money received on account of the Club shall be banked within seven days of receipt.

- 13.5** All accounts paid or for payment shall be submitted to the Executive for approval of payment. No payment for more than the specified sum can be committed to or paid without the prior approval by resolution of the executive. The specified sum shall be determined by the Executive from time to time and failing any such determination shall be the sum of \$2,000.00.

- 13.6** The Club's financial year shall commence on 1 August of each year and end on 31 July of the following year.

- 13.7** The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Society of Accountants and not a Member of the Club) to audit the annual accounts of the Club and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

14 Execution of Documents

- 14.1** The Common Seal of the Club, if any, shall be retained by the Secretary.
- 14.2** Documents shall be executed for the Club pursuant to a resolution of the Executive:
- (a) By affixing the Common Seal, if any, witnessed by any one of the President, Vice-President or Secretary and countersigned by some other member of the Executive, or
 - (b) By any one of the President, Vice-President or Secretary and some other member of the Executive signing on behalf of the Club.

15 General Meetings

- 15.1** The Annual General Meeting shall be held no later than 30 September in each year at a time and place fixed by the Executive.
- 15.2** Special General Meetings may be called by the Executive, or by written requisition to the Secretary signed by not less than ten percent of the financial Individual and Associate Members.
- 15.3** At least 14 days before any General Meeting the Secretary shall post or email to all Individual and Associate Members written notice of the General Meeting (including in the case of Annual General Meetings copies of the Annual Report). Audited Statement of Accounts, and a list of and information about nominees, and notice of any motions and the Executive's recommendations in respect thereof under Rule 15.10) will be tabled at the AGM. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 15.4** General meetings may be attended by all Members of whatever class of membership, but only financial Individual and Associate Members together with Life Members are entitled to vote.
- 15.5** A financial Individual Member shall be entitled to vote by written or email proxy in favour of The President, but no other proxy voting shall be permitted.
- 15.6** The quorum for General Meetings is 25 financial Individual and/or Associate members.
- 15.7** All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.
- 15.8** Voting at General Meetings shall be by voices, by show of hands or, on demand of the chairperson or of any Member present, by secret ballot. On any secret ballot each Individual or Associate Member shall be entitled to one vote.
- 15.9** The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s),
 - (b) Annual Report of the President,
 - (c) Statement of Accounts,
 - (d) Election of Officers and Executive members,
 - (e) Motions of which notice has been given,

- (f) Approval of plans for the balance of the current and next calendar years,
- (g) General business, and
- (h) Place of next Annual General Meeting.

15.10 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 28 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to Members in respect thereof at the General Meeting.

16 Alteration of Rules

16.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Individual and Associate Members present and voting plus proxy votes.

16.2 Any proposed motion to amend or replace these Rules shall be signed by at least one third of the Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

16.3 At least 14 days before the General Meeting at which any such proposal is to be considered the Secretary shall post or email written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof to all Individual and Associate Members.

17 Winding up

17.1 The Club may be wound up under the provisions of the Incorporated Societies Act 1908.

17.2 If the Club is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such charitable purposes as may be determined in accordance with the Incorporated Societies Act 1908 or by resolution, but no distribution shall be made to any Member.