

UNDER THE INCORPORATED SOCIETIES ACT 1908

The Rules of

**THE ROYAL AKARANA YACHT CLUB  
INCORPORATED**

These rules repeal all previous rules of the Royal Akarana Yacht Club (Inc.)

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**Name**

1. The name of the club is “ The Royal Akarana Yacht Club Incorporated ”.

**Interpretation**

2. In the interpretation of these Rules the following words and expressions shall have the meaning hereinafter specified unless there be something in the context inconsistent therewith:

“Act” means the Incorporated Societies Act 1908.

“Registrar” means the Registrar of Incorporated Societies.

“Commodore”, “Vice Commodore”, “Rear Commodore”, “Club Captain”, “Trustees”, “Manager”, “Treasurer”, “Water Sports Manager”, “Chairman”, and “General Committee” mean respectively – The Commodore, Vice Commodore, Rear-Commodore, Club Captain, Trustees, Manager, Treasurer, Water Sports Manager, Chairman, and General Committee ( and any other Member elected to the General Committee) of the Club .

“Casual vacancy” means a vacancy occurring in any office or position for any reason other than expiry of term of appointment.

“Member” means a person who is a member of the Club.

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

“Month” means calendar month.

“Year” means the financial year of the Club from the 1<sup>st</sup> day of June to the 31<sup>st</sup> day of May.

“Rules” and “Regulations” mean respectively the Rules and Regulations at the time being of the Club.

“In writing” means written, typewritten, or printed or partly written, partly typewritten or partly printed or any combination (including written communication by electronic means).

“Yacht” means a vessel used solely for private pleasure purposes.

## Objectives

3. The **objectives** of the Club are:
- a) To function as a Yacht Club and generally to encourage yachting and other marine activities.
  - b) To encourage yacht racing by the promotion of regattas and the provision of prizes or trophies other than money prizes and by any other means which may from time to time be determined by the Club.
  - c) To provide and maintain for the Club and its members a Clubhouse and facilities and such gear, fittings and other things as may be necessary for or may be conveniently used in connection with the affairs of the Club.
  - d) To administer programmes for the education of members (and other persons associated with regattas and races administered by the Club and other interested persons) in sailing, yacht management, yacht racing and/or yacht race management, maritime safety and other matters reasonably related to the activities of the Club.
  - e) To foster, cultivate and promote the social welfare of members by organising social activities and generally to promote and forward the interests and welfare of the Club and its members.
  - f) To administer the facilities of the Club in a manner which is incidental to the primary activities of the Club and which will enhance the capacity of the Club to maintain and upgrade those facilities , including the provision of venues for social gatherings, catering and hospitality services
  - g) To enter into arrangements for the Club to engage in the administration and maintenance of facilities belonging to third parties adjoining any premises of the Club including yacht marinas, yacht and boat maintenance areas, car and boat trailer parking areas, public lawns and gardens which may be reasonably incidental to the activities of the Club.
  - h) To encourage and assist in the formation and maintenance of other Clubs of any description and to co-operate and associate with any such clubs by association or otherwise howsoever.
  - i) To cause the Club to become affiliated with any other Yacht Club or Association, whether incorporated or not, whose objectives are altogether or in part similar to those of this Club and to secede from any such affiliation or to otherwise cooperate with any such Club or Association.
  - j) To purchase, take on lease or in exchange or hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which the Club shall think necessary or expedient for the purpose of attaining the objectives of the Club or any of them.
  - k) To do all such things as are incidental or conducive to the attainment of the above objectives or any of them.

## Constitution

4. a) The membership of the Club shall consist of twelve classes:

- (1) Senior Membership
- (2) Joint Membership
- (3) Family Membership
- (4) Veteran Membership
- (5) Life Membership
- (6) Honorary Life Membership
- (7) **Under 25** Membership
- (8) Academy Membership
- (9) Associate Membership
- (10) Honorary Membership
- (11) Social Membership
- (12) Corporate Membership
- (13) Sailability Membership**

All members of the Club at the time of the adoption of these Rules shall be members of the Club in the class which they were prior to the adoption of these rules.

- b) Membership of the Club shall not confer on any member thereof any estate or proprietary right, interest or share in the funds and property of the Club, nor shall any member be personally liable for any of the liabilities of the Club.

## Members

5. a) SENIOR Members –

Shall each be amateur or professional marine sports person, whether yacht owners or not, or any other persons interested in marine sports.

- b) JOINT Members –

Shall be those people (at least one of whom may qualify as a senior member) living together in a normal domestic relationship and who both elect to be full members.

- c) FAMILY Members -

May consist of one and/or two parents (at least one of whom may qualify as a Senior Member) and any number of dependent juniors.

- d) VETERAN Members –

Shall be those members eligible for national superannuation and **shall pay no more than one half of a Senior Membership subscription. Veteran Members retain full Senior Membership rights.**

e) LIFE Members –

(i) Any member of the Club may in recognition of distinguished services rendered by **them** to the Club for a period of not less than 10 years be elected a Life Member of the Club in Annual General Meeting.

(ii) Nomination of any such member as a Life Member shall be made in writing signed by two Senior Members of the club and handed to the Manager at least 28 days before the Annual General Meeting at which it is intended to propose such nomination.

(iii) The General Committee shall prior to such Annual General Meeting consider such nomination and may in its absolute discretion decline the same and in that event the nomination shall not be proceeded with, but if the General Committee shall approve thereof then such nomination may be proposed at such Annual General Meeting, and if thereupon two-thirds of the members present at such meeting shall vote in favour of the Motion, such nominee shall become a Life Member of the Club and exempt from annual dues.

(iv) Upon election a Life Member shall be entitled to be provided by the Club with a suitable Certificate and Badge.

(v) Notwithstanding the General Committee are hereby authorised to grant a Life Membership of the Club to a person who has shown commitment to the Club and has made a substantial contribution or donation to the Club and / or the Akarana Marine Sports Charitable Trust. A Life Member so appointed shall be exempt from payment of membership fees for the duration of their life and in addition such rights of membership shall be extended on the same basis and for the same period to any then current spouse or partner of such member together with any dependent child (being not older than 18 years of age) of that Life Member. In all other respects the rights of the Life Member shall be the same as those of any other Club member.”

f) HONORARY LIFE Members –

Any person of outstanding note who has rendered conspicuous service to the sport of yachting may be elected an Honorary Life Member of the Club in the manner provided in the preceding sub-clause (e) hereof.

g) **UNDER 25** Members –

Shall be those persons eligible for Senior Membership who are under the age of 25 years on the 1<sup>st</sup> day of June in the current financial year.

h) ACADEMY Members –

Shall be those persons eligible for an **Under 25** Membership who are currently enrolled in a yacht sailing or management course managed as part of the Sailing Academy operated by the Club.

i) ASSOCIATE Members –

Shall be a non-voting membership and apply to those persons otherwise eligible for Senior Membership and whose **primary residence is outside of the Auckland Region**, or to whom some other factor applies as may be approved by the General Committee.

j) HONORARY Members –

A person may be admitted as an Honorary Member upon **them** being proposed by a member of the Club in the following manner.

(i) **Their** name, address and calling must be entered in a book provided for that purpose and kept in the general office of the Club and notified on the general notice board of the Club. Such entry must be signed by **their** proposer and **their** admission approved of by a Flag Officer and the Manager expressed by their signatures. They shall then be notified of **their** admission by the Manager. The proposer of an Honorary Member shall be responsible for the conduct of such member and for any debts incurred by **them** to the Club.

(ii) The period for which an Honorary Member may be elected shall be three months, but the General committee may, at the request of the proposer, from time to time extend the period. Honorary Members shall be exempt from payment of any subscriptions. No person, once have been elected an Honorary Member shall be amenable to the rules, regulations and by-laws of the Club. No Honorary Members shall be permitted to entertain or introduce any visitor into the Clubhouse except with the consent of a Flag Officer or the Manager. Honorary Members shall not be entitled to vote or be eligible for any office in the Club.

(iii) The General Committee shall have the power at any time to revoke the admission of an Honorary Member without giving notice to such Honorary Member and without assigning any cause.

**(iv) The General Committee may admit a person as an Honorary Member for a limited event duration who has upon payment of full regatta fees entered a regatta or sailing event of the club and is not otherwise a club member.**

k) SOCIAL Members -

A person may be admitted as a Social Member with the approval of the Manager. Their name and address must be entered in a book provided for that purpose and kept in the general office of the Club. The Manager shall have the power at any time to revoke the admission of a Social Member without giving notice to such Social Member and without assigning any cause.

L) CORPORATE Members –

A company or other organisation may be admitted as a Corporate Member on such terms as may be determined by the General Committee.

m) **SAILABILITY Members –**

**A Sailability Member shall be a person who has a current membership to a Regional Sailability Programme and must also have a Physical or Intellectual Disability diagnosed by a medical professional.**

## **New Members**

6. a) New Members, whether intending Senior, Veteran, Joint, Family, Associate, Academy, Sailability or **Under25** Members may be admitted upon making application to the Manager in writing on the form provided for that purpose, signed by such intending member.
- b) **Such application must be accompanied by the joining fee applicable as set at the AGM, if no joining fee is set at the AGM then no mandatory joining fee will apply, and subscription payable – the subscription fee to be reduced to half the annual fee where application is made after 1st January in any year.**
- c) Such applicant shall be deemed to be a member of the Club upon their application being accepted by the General Committee (or any subcommittee appointed for the purpose by the General Committee) and entered on the register of members of the Club.
- d) No person who has been struck off the membership roll for non-payment of subscriptions, fees or dues shall be eligible for re-election until such subscription, fees or dues have been paid in full.
- e) A member rejoining the Club may at the discretion of the General Committee have **their** nomination fee waived.

## **CESSATION OF MEMBERSHIP**

### **Resignation of Members**

7. Any member may resign from **their** membership by giving to the Manager notice in writing to that effect, and every such notice shall, unless otherwise expressed or agreed to by the General Committee, take effect at the expiration of seven days after the giving of such notice, but any such retirement shall not release the member from payment of any subscription, levy or payable by **them** at the date of **their** retirement.

### **Temporary Resignation of Members**

8. Any member leaving New Zealand on giving notice to the Manager, may have **their** name placed on the list of Member Abroad free of subscriptions until their return within five years, provided that otherwise they have complied with the Rules, and shall be re-admitted to membership without the necessity of making a fresh application for membership on payment of the subscription for the current year, provided they does so with 3 months of **their** return to New Zealand.

### **Expulsion of Members**

9. a) If representations be made to the General Committee that any member shall have committed a breach of these Rules or any regulation made thereunder or shall be guilty of misconduct whether in or out of the Club which in the opinion of the General Committee is injurious or prejudicial to the character, welfare or interests of the Club a Special Meeting of the General Committee may be summoned to inquire into the matter, and the member whose conduct is in question shall be summoned to attend such meeting. Such member if they attends shall be informed of the charge against **them** and after hearing **them** in explanation or defence and such evidence as they may desire to call, or if such member shall fail to attend such meeting, then in **their** absence the General Committee, if it finds that such member shall have committed a breach of these Rules or

any regulations made thereunder, or if it finds such conduct to have been injurious or prejudicial as aforesaid may either:-

- (i) Admonish such member or
  - (ii) Suspend such member for a period not exceeding six calendar months during which period they shall not be entitled to any of the privileges of membership of the Club or
  - (iii) Call upon such member to resign AND in default of **their** resignation being received within seven days of the same being demanded then the club may at a Special General Meeting of members called for that purpose at which the matter is again considered expel such member and they shall forthwith without releasing **them** from any antecedent liability to the Club cease to be a member.
- b) The General Committee shall be the sole judge of what consists of a breach of these Rules or any regulations made thereunder or misconduct or insubordination and it shall have power to lay down regulation dealing with the conduct and discipline of members.
  - c) The quorum for such Special General Meeting of the Club at which any member is expelled shall be 15.

## Subscriptions

10. a) Every member of the Club (other than a Life Member, an Honorary Life Member, an Honorary Member or a Casual Member ) shall forthwith upon **their** election to the Club on or before the 1<sup>st</sup> day of September in each year during which they shall be a member pay to the Club such annual subscriptions as shall be fixed by the Club in Annual General Meeting for **their** particular class at the commencement of each year.

Senior members who have been members for a continuous period of twenty (20) years may upon application have their annual subscription reduced to ninety (90) percent of the Senior subscription. Senior Members who have been members for a continuous period of twenty-five (25) years may upon application have their subscription reduced to eighty (80) percent of the Senior subscription.

- b) Any member who shall not have paid **their** subscription to the Club on or before 1<sup>st</sup> day of January in any year may be debarred from all the privileges of members of the club until subscription has been paid.
- c) The General Committee may strike off the membership register the name of any member whose subscription is not paid in full on or before the 1<sup>st</sup> day of March in any year or who fails to pay any levy which may be imposed upon **them** as hereinafter provided for within 21 days after the imposition of the same shall have been notified to **them**, and thereupon such person shall cease to be a member of the Club. The General Committee may however reinstate any such person upon receipt of such subscription or levy.

## Further Subscriptions or Levies

- 11 a) Every member of the Club (other than a Life Member, an Honorary Life Member, an Honorary Member, an Academy Member and a Casual Member ) shall pay into the funds of the Club all and every the sums of money levied not exceeding 20% of a Senior Member's subscription in any

one year which shall be levied upon **them** as a member by resolution of a majority of two thirds of the members present and entitled to vote at an Annual General Meeting or a Special General Meeting of the Club called for that purpose and which such majority shall consider necessary or expedient to carry out the objectives of the Club or for the purpose of furthering the interests of the Club or its members.

- b) Whenever such a levy shall be imposed the Secretary or Manager shall notify all members of the amount levied and such levy shall be payable within 21 days after the dispatch of such notice PROVIDED that no levy shall be or become payable by any member until the expiry of at least one month after they has become a member of the Club.

### **Alteration of Rules**

- 12. a) These Rules may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by a majority of three-quarters of the members present at an Annual General Meeting or at a Special General Meeting duly convened.
- b) Any member desiring an alteration of these Rules shall give notice thereof in writing to the Manager at least 21 days before the meeting at which it is intended to propose such alteration, addition, rescission, variation or amendment.
- c) The Manager shall give at least 14 days notice to members of such meetings and shall set forth in the Notice convening such meeting the purport of the proposed alteration, addition, rescission, variation or amendment.
- d) If any such alteration, addition, rescission, variation or amendment shall be duly passed, duplicate copies of the same, signed by at least three members of the Club shall forthwith be delivered by the Manager to the Registrar in accordance with the requirements of the Act.
- e) No motion affecting the Rules or regulations of the Club which has been duly considered shall be brought forward again during the same Club year unless by consent of the majority of the members of the Club present at such meeting.

## **MEETINGS**

### **Annual General Meeting**

- 13. a) The Annual General Meeting of the Club shall be held not later than the 31<sup>st</sup> day of August in each year upon a date and at a time and place to be fixed by the General Committee for the following purpose:
  - i) a) To receive the Annual Report.
  - b) To receive the Statement of Accounts for the preceding year duly audited by the Auditor.
  - c) To set subscription fees and levies.
  - ii) To elect Club Officers and members to the General, Sailing and House Committees in order for the ensuing year.
  - iii) To appoint an Auditor for the ensuing year, such auditor to hold no other office in the club.



- iv) To consider Notices of Motion, provided that if the carrying of any such proposed Motion would materially affect any of the above-mentioned business, then such Motion shall be dealt with prior to such business.
  - v) General – to consider any other business which may properly be transacted at an Annual General Meeting.
- b) At least 28 days notice of the date of such meeting shall be given by the Manager to all members (other than Honorary Members, Academy Members and Casual Members) and (in the case of those members with voting rights) a form for the use in the nomination of officers of the Club, by circular and post, (or by facsimile, e-mail or other effective method of communication approved by the General Committee)

No business other than that stated on the agenda shall be transacted at such meeting unless notice thereof shall have been given to the Manager at least 21 days prior to the meeting.

- c) At each Annual General Meeting there shall be available for all those attending a copy of the notice thereof and of the business to be transacted thereat (including Notices of Motion) together with a copy of the Annual Report and Statement of Accounts for the past year.

## Special General Meetings

14. a) 1) The Commodore may order a Special General Meeting for such a time and place as they may think fit, and it shall be the duty of the Manager to call a Special General meeting:-
- i) On receipt of a requisition in writing to that effect stating the business to be transacted thereat signed by:
    - the Commodore, or
    - three members of any elected Committee or
    - twenty members of the Club and
  - ii) when otherwise required to do so by these Rules.
  - iii) Such meetings so called shall be summoned to be held within 10 days from the receipt of such requisition by the Manager.
  - iv) In the event of the Manager refusing or neglecting to convene a Special General Meeting when requisitioned to do so, the members signing the requisition may convene the meeting forthwith.
- 2) Seven clear days before any such Special General Meeting a notice thereof and of the business to be transacted thereat shall be given to every member with voting rights by circular, and no business other than that of which notice has been so given shall be brought forward at such meeting except such business as shall in the opinion of at least three quarters of the members present directly arise therefrom PROVIDED THAT in the event of the Commodore desiring that a meeting be held to deal with matters of urgency the meeting may be called on shorter notice given to members in writing at least 48 hours prior to the time fixed for holding such meeting. As to what constitutes urgency shall be determined by the General Committee.

## Service of Notices

- 15 Every notice required to be given to the members or any of them shall be deemed to have been duly given if delivered by circular and post, (or by facsimile, e-mail or other effective method of communication approved by the General Committee), and no meeting nor any resolution passed thereat shall be invalidated by reason of the fact that any member shall not have received notice of any meeting.

## Procedure at Meetings

- 16 At General Meetings the Chair shall be taken by the Commodore or in **their** absence by the Vice-Commodore or in **their** absence by the Rear-Commodore or in **their** absence by the Club Captain or any duly elected Chairman.

## Quorum

- 17 At all Annual General Meetings and Special General Meetings 20 members personally present shall constitute a quorum. If there is no quorum present within half an hour after the time fixed for commencement of the meeting, the meeting shall stand adjourned to the same day and hour of the following week. Those present at such an adjourned meeting shall be competent to transact all business for which the meeting was called notwithstanding that there may be fewer than the required quorum of members present.

## Voting

- 18 At all meetings every Senior, Veteran, Life, Honorary Life, Sailability and Under25 Member present shall be entitled on every motion to one vote exercised in person and every Joint Membership, every Family Membership and every Corporate Membership represented shall be entitled on every motion to one vote exercised in person by their respective representative. No vote shall be valid unless the vote is cast on behalf of a financial member with membership subscription amounts fully paid. No vote shall be given by proxy, and in the case of an equality of votes, the Commodore shall have a casting vote as well as a deliberative vote.

## Mode of Voting

- 19 i) The mode of voting on all questions (other than elections) at all meetings shall be by voices, or if the Chairman or any other two members shall require a show of hands, and the declaration of the Chairman that any resolution has been carried shall be deemed conclusive evidence of the fact unless a poll is demanded by at least three members immediately after the Chairman's declaration when the vote is taken on the voices or on show of hands.
- ii) The mode of voting on all elections at meetings where the nominations exceed the vacancies (including the election of Life Members and Honorary Life Members) shall be by secret ballot for which purpose a returning officer and a sufficient number of assistants and scrutineers shall be appointed at the meeting. In any such ballot any vote cast need not be for the full number to be elected.
- iii) Every question shall be decided by majority of votes unless otherwise provided.

## TRUSTEES

20 The Club in General Meeting may appoint not more than three Trustees who shall hold office during the pleasure of the Club and a Trustee shall be vacated if the Trustee:-

- a) resigns **their** office.
- b) ceases to be a member of the Club, becomes bankrupt or assigned **their** estate for the benefit of **their** creditors, becomes of unsound mind or a protected person under the Protection of Personal and Property Rights Act 1988, or becomes incapable of carrying out the duties of a Trustee.
- c) be removed from office by resolution duly passed by the Club in General Meeting.

The Club may vest in the Trustee by resolution in General Meeting of members any real or personal property, securities or moneys of the Club upon such trusts and subject to such conditions as the Club from time to time determine and may define the powers and duties of the Trustees so appointed. The Trustees will place any securities or moneys of the club in such Trustee Securities only as are determined by the Administration and Trustee Acts. A return of securities held and Bank balances to be provided at the end of the financial year for attachment to the Annual Report and Balance Sheet. Return to the Club by resolution passed at General Meeting of members any securities or property held in Trust.

All cheques and withdrawal slips drawn upon any trust account or bank account shall be signed by two Trustees.

Any vacancy occurring in the office of Trustees from time to time shall be filled by the club in General Meeting of members.

The Trustees in office at the time of the adoption of these rules shall continue in office.

## OFFICERS and Their Appointment

- 21 a) The Officers of the Club shall consist of :
- 1) One Patron
  - 2) One Vice Patron
  - 3) The Trustees
  - 4) A Commodore
  - 5) A Vice-Commodore
  - 6) A Rear-Commodore
  - 7) A Club Captain
  - 8) An Auditor
  - 9) Such Naval Member as the General Committee shall appoint.
  - 10) Elected members whose appointment is defined and provided in Rule 24 hereof.
  - 11) Such other officers as may be deemed necessary for the efficient working of the Club.

- b) The Commodore, Vice-Commodore, Rear-Commodore, Club Captain and Auditor shall be elected in Annual General Meeting and shall hold office for the ensuing Club year and shall be eligible for re-election thereafter.
- c) Any unsuccessful candidate for any office may obtain a recount of the voting for that office on giving notice thereof in writing to the Manager not less than 48 hours after the date of the election in question. All voting papers shall be retained under seal by the Manager for the said period of 48 hours against the possibility of a recount being required as aforesaid.
- d) The nomination of any candidate for any office in the Club (other than that of Patron, Vice-Patron or Trustees), must be made in writing and delivered to the Manager at least seven clear days before the Annual General Meeting at which it is intended to propose such nomination.
- e) Any candidate for the office of Commodore, Vice Commodore, Rear Commodore or Club Captain must have been a continuous financial member of the Club for at least five years and have served on an elected Committee of the Club for at least two years during the period of ten years immediately prior to the date of **their** nomination for office except that if no nominations are forthcoming then the fifth or second year requirement may be reduced to four years or one year. If still no nominations are forthcoming, then the four years may be reduced to three and the one year qualification may be waived.
- f) Any person appointed an Officer of the Club if not already a member of the Club shall by virtue of such appointment become a member of the Club without the necessity of any formal application for membership.
- g) No person employed by the Club (except on a casual basis) is eligible to hold any elected office except the office or offices for which they is employed.

## Flag Officers

- 22
- a) The Commodore, Vice-Commodore, Rear-Commodore and Club Captain shall constitute the Flag Officers of the Club and they may attend and take part in any meeting of any Committee and vote thereat.
  - b) It shall be the duty of the Commodore to preside at all General Meetings and meetings of the General Committee. The Commodore shall have command of the Club to administer the activities in accordance with Rules 24(a) and 29.
  - c) It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of **their** duties, and in **their** absence to officiate in **their** stead.
  - d) It shall be the duty of the Rear-Commodore and Club Captain to assist the Commodore and Vice-Commodore in the discharge of their duties and in their absence to officiate in their stead.
  - e) In the absence of any Flag Officer it shall be obligatory on the member who may be elected thereto by a majority of the members present to take the Chair at any meeting of the Club or of the General Committee.

## Honoraria

- 23 No honorarium shall be paid to any Officer of the Club except on a recommendation of the General Committee to the Annual General Meeting or a Special General Meeting. Such Meeting may reduce but shall not increase the amount of any Honorarium recommended by the General Committee.

## COMMITTEES

- 24 a) i) **General Committee:** The General Committee shall be the ruling body on all Club matters and will consist of:
- The Commodore
  - The Vice-Commodore
  - The Rear-Commodore
  - The Club Captain
  - Four Members, who shall be elected at Annual General Meeting with one nominated by the Sailing Committee and one by the House Committee.
  - The Manager
  - The Treasurer
- ii) The Trustees may attend ex officio and take part in any meeting of the General Committee but shall have no vote.
- iii) Any Club Member may, by appointment, attend the General Committee for any request or complaint, provided the member has not had satisfaction from the Sailing or House Committee.
- b) i) **Sailing Committee:** The Sailing Committee shall have the organisation of the racing programme of the Club, the management of all races conducted by the Club and generally all matters afloat subject to the overriding authority of the General Committee and will consist of:
- A Flag Officer nominated by the General Committee (Chairman)
  - Eight Members elected at Annual General Meeting of who at least two shall be boat owners.
  - The **Water Sports** Manager.
- ii) The Sailing Committee shall meet at least monthly (Special Meetings excepted) and shall nominate one of its elected members for the General Committee at the first meeting held after the Annual General Meeting.
- iii) Five members shall form a quorum at all meetings of the Sailing Committee.
- b) i) **Paddling Committee:** The Paddling Committee shall have the organisation of the paddling programme of the Club, the management of all paddling activity conducted by the Club subject to the overriding authority of the General Committee and will consist of:

A Flag Officer nominated by the General Committee (Chairman)

Up to eight Members elected at Annual General Meeting.

- iv) The Paddling Committee shall meet at least monthly (Special Meetings excepted) and shall nominate one of its elected members for the General Committee at the first meeting held after the Annual General Meeting.
- v) Three members shall form a quorum at all meetings of the Paddling Committee.
  
- d) i) **House Committee:** The House Committee shall manage the running of the Club ashore subject to the overriding authority of the General Committee and will consist of:  
A Flag Officer nominated by the General Committee (Chairman)  
Two Members elected at Annual General Meeting.  
The **Water Sports** Manager.
- ii) The House Committee shall meet at least monthly (Special Meetings excepted) and shall nominate one of its elected members for the General Committee at the first meeting held after the Annual General Meeting.
- iii) Three members shall form a quorum at all meetings of the House Committee.
- e) A member may be nominated for all committees but may only be elected to one committee.
- f) If requested by any three Committee members the Commodore shall call a meeting of all Flag Officers and Committeemen within 10 days of such request.
- g) All Club monies, trophies and securities handed over to any member, Committee or Sub-Committee, must be accounted for to the Club Treasurer forthwith.

### **Sub-Committees**

- 25 a) All Committees that are convened within the Club and are not elected by the Annual General Meeting must have the approval of the General Committee, but will be recognised as a sub-committee of either the General, Sailing or House Committee, as directed by the General Committee.
- b) The General, Sailing and House Committee may not co-opt members except in the case of a specialised Sub-Committee. Co-opted members may not vote on an elected committee.

### **Honorary Handicappers and Honorary Measurers**

- 26 At the first meeting of the General Committee held after the Annual General Meeting in each year it shall elect such number of Honorary Handicappers and Honorary Measurers as it shall think fit to carry out the handicapping and measuring of all yachts in connection with the activities of the Club.

## Publicity Officers

- 27 The Commodore or **their** nominees shall be the Club's Publicity Officers to handle the Press relations of the Club and publicity in general.

## Meetings of General Committee

- 28 a) i) The General Committee shall meet at least once each month except during the month of January or at such times as it shall think fit and it shall be the prerogative of the Manager to call a meeting of the General Committee for such times as they shall require and it shall be the duty of the Manager to call such meetings for such times and place as may be required by the Commodore or by any three members of the General Committee.
- ii) Should the office of Manager be vacant or should the Manager be absent or incapacitated or fail within five days to call a meeting of the General Committee when duly requested to do so in accordance herewith, any Officer or Member may call such a meeting, and any such meeting shall be deemed to have been validly called as if it had been called by the Manager.
- b) The Senior Flag Officer present at the commencement of any meeting of the General Committee shall be the Chairman of that meeting provided however that they shall vacate the Chair as an act of courtesy in favour of a flag officer senior to **them** upon such Flag Officer arriving at the meeting. In the absence of any flag officer at the commencement of any meeting of the General Committee, the Chair shall be taken by such other member of the General Committee as may then and there be appointed and the Members appointed shall have and may exercise all the powers and shall perform all duties of the Chairman
- c) Notice in writing of every meeting of the General Committee shall be given to each member thereof and shall be deemed to be duly given by e-mail not less than 7 days prior to the time appointed for the holding of the meeting in question PROVIDED that in case of urgency it shall be sufficient if verbal notice of the meeting is given to each member by the Manager or a Flag Officer not less than 24 hours prior to the time appointed for the holding of the meeting in question. As to what constitutes urgency shall be determined by a Flag Officer.
- d) At all meetings of the General Committee voting shall on all questions be by voice or if called for by two members by show of hands or by such other methods as the General Committee shall then and there decide.
- e) No member of the General Committee shall be allowed to vote on any question in which they is personally financially interested.
- f) Every question shall be decided by a majority of votes unless otherwise provided in these Rules.
- g) On all questions the Chairman shall have a deliberative vote and in the case of equality of votes they shall have a further casting vote.
- h) At all meetings of the General Committee five members shall constitute a quorum. If within half an hour after the time fixed for the commencement of such meeting there is not a quorum, the meeting shall stand adjourned to the same day and hour of the following week when those present at such adjourned meeting shall be competent to transact all business before the meeting notwithstanding that there may be less than five members present.

- i) Notwithstanding anything hereinbefore contained in these Rules, a resolution entered in the Minute Book of meetings of the General Committee signed by of all members present of the General Committee shall be as valid and effective as if such resolution had been passed at a meeting of the General Committee duly called and constituted.
- j) The Minute Books of Meetings of all committees shall be open for inspection by any full club member giving three (3) days notice to the Manager.
- k) A member of any elected Committee shall cease to hold office:
  - I. If they ceases to be a member of the Club.
  - II. If they absent **themselves** from all meetings of the elected Committee and of the Club during a period of two calendar months without leave or reasonable cause being shown.
  - III. If they resign **their** office by notice in writing to the Manager.
- l) In the event of any vacancy on the elected committees arising out of the preceding subparagraph (k) hereof the General Committee shall at its next succeeding meeting appoint a member of the Club other than the former member to fill the casual vacancy on the elected Committees until the next Annual General Meeting and any Member so appointed shall retire at the next Annual General Meeting together with the rest of the elected Committees, but all or any of the retiring elected Committees shall be eligible or re-elected.

## **Powers of General Committee**

- 29 a) The management of the Club shall be vested in the General Committee and the General Committee may exercise all such powers, and do all such acts and things as the Club by its rules, or otherwise authorised to exercise and do are hereby or by statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and of those Rules and to any regulations not being inconsistent with these rules from time to time made by the Club in General Meeting provided that no regulation made by the Club in General Committee shall invalidate any prior act of the General Committee which would have been valid if that regulation had not been subsequently made.
- b) Without prejudice to the generality of the powers conferred by the preceding subclause hereof, the General Committee shall have the following powers:
- I. To purchase or acquire for the Club any real or personal property or any rights or privileges which the General Committee shall decide to purchase or acquire at such price and generally upon such terms and conditions as it shall think fit, and to give and execute mortgages over the chattels, lands or buildings purchased or acquired for the balance of purchase moneys or otherwise upon such terms and conditions the General Committee shall think fit.
  - II. To purchase, construct and maintain yachts, boats, moorings, buildings, fences, hard standing, landscaping, machinery and other works as the General Committee may consider necessary for the use of the Club and to lease or accept leases of any land, leases or tenements, and to purchase, let or sell chattels and lands or any interest therein for such terms and conditions and upon such rental as it shall think fit, provided that no lands or buildings shall be sold or purchased or binding financial commitments entered into without the approval of a resolution of the Club in General Meeting.



- III. To borrow or raise moneys upon mortgage of the real or personal property of the Club or any part of parts thereof or upon giving security over any assets of the Club (including mortgages of interests in land and buildings), and to provide security charging the whole or any part of the assets of the Club or to mortgage or to borrow from bankers or other persons with or without security.
- IV. To enter into all such negotiations, contracts and agreements in the name and on behalf of the Club as the General Committee may consider expedient for the purpose of the Club.
- V. To control, invest and manage the funds and property of the Club or real or personal property in such a manner as the General Committee may consider fit and subject to any special resolutions of the Club in General Meeting and to incur such liabilities as may be necessary in connection herewith.
- VI. To acquire, dispose of, lease, hire, borrow, lend, mortgage or in any other way to deal with or in any real or personal property in pursuance of all or any of the objectives of the Club.
- VII. To vest in the Trustees any real or personal property, securities or moneys of the Club in such a manner as they from time to time be determined.
- VIII. To appoint from its own members or otherwise such committees or sub-committees as it may deem necessary from time to time to assist it in carrying out its duties and to dissolve any such sub-committees or from time to time change the personnel thereof by revoking the appointment thereto of any member with or without appointing a substitute.
- IX. To appoint any member of the Club to fill any casual vacancy in any office of the Club.
- X. To appoint such other Honorary Officers as it may think fit.
- XI. To nominate, in accordance with the deed of trust of the Akarana Marine Sports Charitable Trust (as amended and updated from time to time), persons to serve as trustees thereof, such persons being (unless otherwise determined by the General Committee in its discretion):
  - i) long-standing members of the Club with a demonstrated commitment to the Club;
  - ii) persons with strong commercial experience and ability in the execution of community and stakeholder engagement;
  - iii) otherwise suitably qualified to hold the office of trustee of the Akarana Marine Sports Charitable Trust,
  - iv) and in its determination of suitable nominees the General Committee shall consider give preference to members of the Club who have served for more than one term on a committee of the Club or have held the position of Flag Officer with the Club.
- XII. To appoint, pay and dismiss a Manager, a Treasurer, **Water Sports** Manager and such other officers as the General Committee may deem necessary and to elect any Manager, Treasurer or **Water Sports** Manager as Members of the Club during their tenure of office or for such shorter time as it thinks fit.

- XIII. To engage, control and dismiss the Club's servants and paid officials.
- XIV. In its consideration of applications for membership of the Club and nominations for election as Life Members or Honorary Life Members, to decline or reject any application or nomination without assigning any reason therefore.
- XV. To hire, purchase, lease or build suitable premises for the purpose of the Club and to provide all necessary equipment and furnishings therefore.
- XVI. To determine, regulate and control the use by members of the Club's Clubhouse and facilities, and to control the social activities of the Club.
- XVII. To permit other bodies and societies to have the use of the Club's Clubhouse and facilities on any occasions on which the same shall not be required for use by the Club or its members, and in the case of amateur bodies and societies in its discretion to permit such use free of charge or at a reduced charge.
- XVIII. To administer programmes for the education of members and others in sailing, yacht management, yacht racing and yacht race management, maritime safety, and other matters reasonably incidental to the activities of the Club.
- XIX. To manage or assist in the management of facilities reasonably adjacent to premises occupied by the Club including any marina, any yacht and boat maintenance and/or storage areas, parking areas for cars and boat trailers, lawns, gardens, landscaping, and other areas reasonably incidental to the activities of the Club.
- XX. To hold enquiries into all matters, questions and disputes affecting the welfare of the Club and its members, and to conduct such enquires in such manner as it may deem proper or expedient. The decision of the General Committee in all such matters, questions and disputes shall be final and conclusive.
- XXI. To inflict such penalty as it thinks fit upon any member found guilty of infringement of the Rules, regulations or by-laws of the Club, including the power to suspend such member during its pleasure or otherwise to penalise such member.
- XXII. To arrange and audit of the books of the Club at any time.
- XXIII. To determine all questions or disputes as to the construction or interpretation of these Rules or any regulation made hereunder or of any expression therein, and to make decisions on matters relating to the affairs of the Club which are not or in the opinion of the General Committee are not provided for by these Rules or by any regulations made hereunder, and it may if it deems fit so to do report the matter with its decision to a General Meeting of the Club for confirmation.
- XXIV. To make, alter or revoke standing orders for the conduct of meetings.
- XXV. To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club.
- XXVI. To claim, and recover in the name of the Club or otherwise all or any of the subscriptions or other moneys due to the Club by any member or other person.

XXVII. From time to time to make regulations not inconsistent with these Rules as it may think necessary or expedient for the purpose of carrying out these Rules for the well-being of the Club, for regulating its own proceedings and defining the duties of any of the Officers of the Club in so far as such duties are not defined by these Rules, for lawfully administering any activities of the Club authorised by these Rules and also from time to time to alter, amend or rescind the same PROVIDED THAT any regulation made under this power may be reviewed by the Club in General Meeting..

XXVIII. To exercise and do all and whatsoever may be deemed necessary or advantageous for attaining all or any of the objectives of the Club.

- c) In administering the financial and other affairs of the Club the General Committee shall be charged with ensuring to the best of its ability the responsible financial management and solvency of the Club and enhancing the strength of its financial position.

### **Indemnity**

- 30 a) The General Committee and the Officers and each and every one of them respectively shall be fully indemnified by and out of the funds of the Club against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act properly done, omitted or suffered in relation to the performance or professed performance of any of their official duties.
- b) The Trustees of the Club shall be and are hereby indemnified by the Club against the liability they are any of them may hereinafter incur as such Trustees in connection with any future mortgages or debts over the property of the Club they may hereinafter enter into under the directions of the General Committee or the Club in terms of these Rules.

### **Duties of Manager**

- 31. It shall be the duty of the Manager.
  - a) To attend all meetings of the Club and the General Committee unless excused by reason of absence or incapacitation, in which case they shall cause the necessary books and papers to be conveyed to the place of the meeting.
  - b) To call all meetings of the Club or of the General Committee forthwith upon being requested so to do in accordance with these Rules, and to notify those members liable of every meeting except standing meetings.
  - c) To keep a Minute Book or Minute Books in which they shall record correctly all the proceedings of the Club and the business transacted at General Meetings and meetings of the General Committee.
  - d) To keep a register containing the names and addresses of members of the various classes and the dates at which they became members and the dates at which they ceased to be members.
  - e) To conduct or supervise and approve all outgoing correspondence of the Club and keep and file the accounts, documents, records, reports, papers and communications of the Club in such manner and for such purposes as the General Committee may appoint and to bring them before such meetings as may properly deal with them.

- f) To keep a record of all attendances of members of the General Committee at General Meetings of the Club.
- g) To act as Secretary Manager in terms of the Act and prepare and forward to the Registrar of Incorporated Societies all notices, returns and other documents as are required by the Act and its amendments to be sent to the Registrar.
- h) To arrange for all funds collected by the Club to be lodged into the account or accounts in the name of the Club in a Bank or Banks selected by the General Committee. For any moneys they may receive they shall give an official receipt and promptly account for such moneys to the Treasurer.
- i) To prepare immediately prior to the Annual General Meeting and for presentation to such meeting an annual report on the business and proceedings of the Club during the preceding 12 months, and at the Annual General Meeting, supply to each member (other than Honorary Members) attending a copy of such report.
- j) To notify each new member of **their** election and furnish **them** with one copy of the Club Rules and regulations free of charge.
- k) To notify the Treasurer immediately after the Annual General Meeting of the members liable for the annual dues and also during the year to notify **them** of the election of new members.
- l) To obey all such lawful instructions and to do and perform all such lawful acts and things as may be given or required to be done by a meeting of the Club or the General Committee or by the Act and its amendments or by these Rules.
- m) On all occasions in the execution of their office to act under the supervision, control and direction of the General Committee.
- n) To do and perform all such lawful duties as may usually appertain to the office of Secretary.

### **Duties of Water Sports Manager**

32. It shall be the duty of the **Water Sports** Manager.

- a) To attend all Meetings of the Sailing Committee and Paddling Committee, and to keep a Minute Book in which they shall record correctly all the proceedings of the Sailing Committee and Paddling Committee and the business transacted at meetings of the Sailing Committee and Paddling Committee.
- b) To compile and keep a complete record of all racing fixtures held by the Club.
- c) On all occasions in the execution of their office to act under supervision, control and direction of the Sailing Committee and Paddling Committee.

### **Duties of Treasurer**

33. It shall be the duty of the Treasurer.

- a) To arrange that all moneys that are due to the Club are collected and received and that an official receipt has been given therefore.

- b) To ensure that all moneys collected by the Club have been correctly lodged by the Manager and or him or herself in the name of the Club to the account or accounts in the Bank or Banks as nominated by the General Committee.
- c) To keep such books of accounts as the General Committee from time to time require showing the Club's receipts and expenditures and all other matters usually entered in such books.
- d) To pay out of the Club's general expense account all debts and accounts contracted by the Club after the same shall have been passed for payment by the General Committee in accordance with these Rules.
- e) To produce to the General Committee at three-monthly intervals throughout the year an up-to-date statement of accounts.
- f) To prepare in conjunction with the Manager, immediately prior to the Annual General Meeting, a Statement of Accounts for the preceding 12 months ending 31<sup>st</sup> May and a general report upon the finances of the Club and, at the Annual General Meeting, to supply each member (other than Honorary or Casual Members) a copy of such statement of Accounts, and to present such documents to that meeting duly audited by the Auditor and provide annual financial statement as required by Section 23 of the Act.
- g) To obey all such lawful instructions, and to do and perform all such lawful acts and things as may be given or required to be done by a meeting of the Club or of the General Committee, or by the Act and its amendments or by these Rules.
- h) To do and perform and such lawful duties as may usually appertain to the office of Treasurer.

## Yachts

34. Each member (or other person) intending to participate in any Club yacht racing event shall state in writing to the Manager, the name, rig, measurements and number of each yacht belonging to **them** for which they shall desire the privileges of the Club, and the name, dimensions of engine and such other particulars as the Sailing Committee may from season to season decide upon, and the particulars shall be entered in the Club register. No yacht shall be entitled to any such privileges until such entry has been made.

## Racing Regulations

35. a) All yachts in all Club races shall be sailed by a financial member of the Club, except in the case of open events where financial membership of an affiliated N.Z.Y.F Club is required and failure to comply with this requirement MAY lead to disqualification.
- b) All sailing events shall be sailed under the rules of the International Yacht Racing Union currently in force and the Prescriptions of the New Zealand Yachting Federation. Alterations to the International Yacht Racing Rules may be made only in accordance with the procedures and restrictions laid down in those rules. Protests and Appeals shall conform to the procedures laid down in the I.Y.R.U. rules and in the N.Z.Y.F prescriptions thereto.

## **Club Funds**

36. The funds and property of the Club shall be solely devoted to the objectives specified in Rule 3 hereof, and no pecuniary gain shall be derivable by any member from the operations or property of the Club except as a salaried officer or by way of honorarium.

## **Control and use of Funds**

### **General Accounts**

37. I) All moneys received by or on behalf of the Club shall forthwith be paid to the credit of the account or accounts of the Club in such Bank or Banks as the General Committee may from time to time appoint.
- ii) The working and current expenses of the Club shall be paid out of such accounts from time to time by the Treasurer on the direction of the General Committee in accordance with these Rules.
- iii) All cheques and withdrawal slips drawn upon any such accounts shall be signed on behalf of the Club by the Treasurer and countersigned by a Flag Officer nominated by the General Committee or Manager if nominated by General Committee.
- iv) Any negotiable instrument paid to the credit of such accounts for the purposes of collection only may be endorsed on behalf of the Club by the Treasurer and any Flag Officer nominated by the General Committee.
- v) The General Committee may from time to time invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of the funds of the Club which shall not be required for the immediate business of the Club hereinafter mentioned or be under the control of the Trustees of the Club.

### **Trust Fund**

38. i) All moneys and funds of the Club as may from time to time by resolution of an Annual or other General Meeting be paid into any Trust account or Trust accounts in the name of the Club in any Banks or Savings Banks, or be otherwise invested or appropriated for any particular purpose or activity of the Club, shall constitute the "Trust Fund" of the Club.
- ii) The Trust Fund and all accumulations of income arising therefrom shall be kept intact and shall not be drawn upon or used for any purpose (save the purposes of investment or re-investment as provided for in sub-clause V hereof) except by the authority of and for the purposes specified in a resolution passed by a majority of three-quarters of the financial members present and entitled to vote at an Annual General Meeting or at a Special General Meeting duly convened PROVIDED HOWEVER that no resolution may be passed without the unanimous consent of all financial members present which directs or authorises the payment or appropriation out of the Trust Fund for the "general running expenses" of the Club in the generally accepted meaning of those words.
- iii) All cheques and withdrawal slips drawn upon any Trust account or accounts as aforesaid by resolution of an Annual or other General Meeting shall be signed on behalf of the Club by any two of the following officers, viz; the Commodore, the Treasurer and Manager.

iv) A negotiable instrument paid to the credit of such accounts for the purposes of collection only may be endorsed on behalf of the Club by the Commodore or the Treasurer.

v) The General Committee may from time to time by resolution of a majority of two-thirds of the members present and voting at a meeting of the General Committee invest and re-invest the Trust Fund in securities for the time being authorised by law for the investment of trust funds in New Zealand and from time to time may vary and transpose the same.

## **Borrowing Powers**

39. The Club shall in addition to the other powers vested in it have the power to borrow or raise money from time to time by the issue of debentures, bond, mortgages or any other security founded or bases on all or any of the property and/or rights of the Club or without any such security and upon such terms as to priority and otherwise shall seem fit to the General Committee who shall also be entitled to exercise such power to borrow or raise money.

## **Common Seal**

40. The Common Seal of the Club shall be that adopted by the General Committee and shall be in the custody of the Manager who shall be responsible for the safe custody and control thereof.

## **Attestation of Documents**

41. Whenever the Common Seal of the Club is required to be affixed to any deed, document, writing or other instruments, the Seal shall be affixed thereto only upon the authority of a General or Special Meeting of the Club and then only in the presence of the Commodore, the Manager duly authorised by resolution of the Club or General Committee who shall sign the document or instrument to which the Seal is so affixed.

## **Club Jacket**

42. a) All members of the Club (other than Honorary and Casual Members) shall be entitled to purchase and wear a Club Jacket or Blazer, subject to the cloth matching the sample cloth in the possession of the Manager.
- b) A member who has become a bona fide member of the Club may purchase from the Manager, a Jacket Badge, but no such badge shall be issued to any member who shall be in arrears with **their** subscription to the Club.
- c) All members to who Jacket Badges are issued shall be deemed to have agreed that the Jacket will not be worn by any unauthorised person nor will it be sold or disposed of to any person who is not qualified to wear the Jacket under this Rule.
- d) In all cases where the applicant for a Jacket Badge is not the time of their application a member of the Club, the General Committee shall have absolute discretion in granting or refusing such application.

## **Winding Up**

43. The Club may be wound up in the manner provided by the Incorporated Societies Act 1908, Section 24, or any Amendment thereto, or any Act passed in Substitution therefore: the resolution to be passed by a bare majority.

### **Disposition of Surplus Assets**

44. In the event of the dissolution or winding up of the Club the surplus assets and funds available after the payment of the Club's liabilities and the expenses of winding-up shall by resolution of a majority of the members of the Club present and entitled to vote at a Special General Meeting called for that purpose either:

be paid, transferred or delivered to such other Association, Clubs, or Institutions having objectives the same as or similar to those of this club and in addition to the funds of such Association as that meeting shall then and there determine.

OR be disposed of in such other manner as that meeting shall then and there determine.

PROVIDED HOWEVER that no resolution may be passed at any such Special General Meeting held for the purpose aforesaid which shall have the effect or be intended to have the effect of transferring or vesting the whole or any part of the surplus funds of the Club or any interest therein or benefit attaching thereto to any Sporting Body, Association, Club or Institution whatsoever controlling or promoting professional sports or activities or paying or distributing the same among the members of the Club.

### **Financial Year**

45. The financial year of the Club shall be from the 1<sup>st</sup> day of June in any year to the 31<sup>st</sup> May next following (to which last day the accounts of the Club shall be balanced) or such other period as the Club from time to time determines.

### **Breviate**

46. The catch words or headings of these Rules shall not be taken as part thereof or in any manner effect the interpretation or construction of the same.