

CONSTITUTION

OF

THE ROYAL AKARANA YACHT CLUB INCORPORATED

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Constitution**

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The Royal Akarana Yacht Club Incorporated Constitution

1. Definitions and interpretation

1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

Bylaws & Regulations means any bylaws, regulations, policies and codes of RAYC made under Rule 15.

Casual Vacancy is a vacancy which arises when a General Committee Member does not serve their full term of office.

Clubhouse means the clubhouse of RAYC from time to time.

Club Manager means the person in the highest-ranking management position in RAYC.

Code of Conduct means the Code of Conduct adopted by the General Committee from time to time.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Flag Officer means the Commodore, Vice Commodore and Rear Commodore.

General Committee means RAYC's governing body.

General Committee Member means a Flag Officer and a member of the General Committee.

General Meeting means an AGM or SGM of RAYC.

Interested means an Officer is interested in a matter if the Officer:

- (a) may obtain a financial benefit or otherwise gain or lose from the matter;
- (b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit or otherwise gain or lose from the matter;
- (c) may have a financial interest or other personal interest in a person to whom the matter relates;
- (d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest or other personal interest in a person to whom the matter relates; or
- (e) is interested in the matter because this Constitution so provides,

but an Officer will not be interested in a matter if any of the matters set out in section 62(2) and (3) of the Act apply.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of RAYC and includes all classes of members described in Rule 4.3.

Officer means a General Committee Member and any natural person occupying a position in RAYC that allows the person to exercise significant influence over the management or administration of RAYC.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Patron means a person appointed as a patron of RAYC.

RAYC means The Royal Akarana Yacht Club Incorporated.

Rules means the rules in this Constitution.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by at least a 75% majority of votes cast.

Treasurer means the treasurer of RAYC, appointed in accordance with this Constitution.

Trustee means the trustees of RAYC at the date of this Constitution coming into effect, subject to any changes in accordance with Rule 13.

Working Day has the meaning given to that term under the Legislation Act 2019 but excludes the day observed as the anniversary in Auckland.

Yacht means any watercraft, whether propelled by sail or other power, used for pleasure purposes only.

Interpretation: Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Rule headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any statutory regulations, Rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) A reference to a day means any calendar day and is not restricted to Working Days.

1.2 **Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member if delivered by hand to the Member or sent to the address set out in their Contact Details; or
- (b) RAYC if sent to admin@rayc.co.nz or by post to RAYC's registered office set out on the Register of Incorporated Societies.

1.3 **Receipt of notices:** A notice is deemed to have been received:

- (a) if delivered by hand, at the time of delivery; and
- (b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. **RAYC Details**

2.1 **Name:** The name of the society is The Royal Akarana Yacht Club Incorporated.

2.2 **Contact person:** At its first General Committee meeting following an AGM, the General Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person of RAYC whom the Registrar of Incorporated Societies can contact when needed, subject to those persons meeting the eligibility criteria set out in the Act. The General Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

2.3 **Registered office:** The registered office of RAYC is at the place described as such in the register established under the Act. The General Committee may change the registered office and shall provide notice of any change in compliance with the Act.

3. **Purpose and Powers**

3.1 **Purpose:** The purposes and objectives of RAYC shall be:

- (a) to function as a Yacht club and generally to encourage yachting and other marine activities;
- (b) to encourage marine activities 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 RAYC;
- (c) to provide RAYC and the Members a clubhouse and provide and maintain facilities and such gear, fittings and other things as may be necessary for or may be conveniently used in connection with the affairs of RAYC;

- (d) to administer programmes for the education of members (and other persons associated with regattas and races administered by RAYC and other interested persons) in marine activities, maritime safety and other matters reasonably related to the activities of RAYC;
- (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 RAYC and its Members;
- (f) to administer the facilities of RAYC in a manner which is incidental to the primary activities of RAYC and which will enhance the capacity of RAYC to maintain and upgrade those facilities, including the provision of venues for social gatherings, catering and hospitality services;
- (g) to enter into arrangements for RAYC to engage in the administration and maintenance of facilities belonging to third parties adjoining any premises of RAYC including yacht marinas, maintenance areas for marine activities, car and boat trailer parking areas, public lawns and gardens which may be reasonably incidental to the activities of RAYC;
- (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 RAYC 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 RAYC 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 RAYC shall think necessary or expedient for the purpose of attaining the objectives of RAYC or any of them; and
- (k) to do all such things as are incidental or conducive to the attainment of the above objectives or any of them.

3.2 **Capacity and powers:** RAYC has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

4. **Members**

4.1 **Application:**

- (a) New members, whether intending Senior, Joint, Family, Veteran, Under 25, Academy, Associate, Clubhouse, Corporate or Sailability Members may be admitted upon making application to the General Committee on the prescribed form provided for that purpose.
- (b) An application must be accompanied by the joining fee applicable as set by the General Committee but if no joining fee is set by the General Committee then

no joining fee will apply, and only a subscription fee for the relevant membership will be payable.

- (c) An applicant shall be deemed to be a Member 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 RAYC. Any joining fee and/or subscription fee paid in respect of an application to be a member that is deemed to be unacceptable by the General Committee will be refunded to the applicant.
- (d) No person who has been struck off the register of members for RAYC for non-payment of subscriptions, fees or dues shall be eligible to be a Member until such subscription, fees or dues have been paid in full. Upon payment of subscription, fees or dues, re-instatement to the register of members of RAYC is at the decision of the General Committee at its sole discretion.
- (e) A person rejoining RAYC as a Member may, at the discretion of the General Committee, have any applicable joining fee payable waived.
- (f) Membership classes, Senior, Joint, Family, Veteran, Under 25, Academy, Associate, Clubhouse, Corporate or Sailability Members may be offered to new applicants at the discretion of the General Committee.

4.2 **Member consent:** A person or entity consents to become a Member by submitting an application to RAYC, unless otherwise specified in this Constitution.

4.3 **Members:** The members of RAYC shall consist of the following thirteen classes:

- (a) **SENIOR Members:** Shall each be an amateur or professional marine sports person or any other person interested in marine sports over the age of 25.
- (b) **JOINT Members:** Shall be those people living together in a domestic relationship.
- (c) **FAMILY Members:** May consist of one and/or two parents and any number of dependent Under 25 Members or Academy Members.
- (d) **VETERAN Members:** Shall be those Members eligible for national superannuation. Veteran Members shall have full Senior Member rights.
- (e) **LIFE Members:**
 - (i) Any Member may, in recognition of distinguished services rendered by them to RAYC for a period of not less than 10 years, be elected a Life Member of RAYC in an Annual General Meeting.
 - (ii) Nomination of any such Member as a Life Member shall be made in writing signed by two Senior Members and handed to the Club 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 at the AGM, but if the General Committee shall approve the nomination then

such nomination may be proposed at such Annual General Meeting, and if thereupon the Motion is approved by a Special Resolution of the Members, such nominee shall become a Life Member.

- (iv) Notwithstanding anything in Rules 4.3(e)(i) to 4.3(e)(ii), the General Committee are authorised to make a Member who has shown commitment to RAYC, and has made a substantial contribution or donation to RAYC and/or the Akarana Marine Sports Charitable Trust, a Life Member.
- (v) A Life Member shall be exempt from payment of dues, fees and subscriptions for the duration of their life and, in addition, such rights of a Life Member shall be extended on the same basis, and for the same period, to any then current spouse or partner and natural children under the age of 25 of that Life Member. In all other respects the rights of the Life Member shall be the same as those of any Senior Member.
- (f) **HONORARY LIFE Members:** Any person of outstanding note who has rendered conspicuous service to associated sports of RAYC may be elected an Honorary Life Member in the manner provided in Rule 4.3(e).
- (g) **UNDER 25 Members:** Shall be those persons eligible to be a Senior Member who are under the age of 25 years on the date of their joining RAYC. On the annual renewal date of their membership, if the Member is the age of 25 and over, they will no longer be eligible to be an Under 25 Member.
- (h) **ACADEMY Members:** Shall be those persons who are currently enrolled in an academy managed course operated by RAYC.
- (i) **ASSOCIATE Members:** Shall be a non-voting Members who are otherwise eligible to be a Senior Member but whose primary residence is outside of the region of Auckland administered by Auckland Council 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 in the following manner:
 - (i) their name, address and contact must be entered in the register of members of RAYC provided for that purpose and kept in the general office of RAYC and notified on the general notice board of RAYC. Such entry must be signed by their proposer and their admission approved of by the General Committee. They shall then be notified of their admission by the Club Manager. The proposer of an Honorary Member shall be responsible for the conduct of such Member and for any debts incurred by them to RAYC;
 - (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 Honorary Members shall be permitted to entertain or introduce any visitor into the Clubhouse except with the consent of the General Committee. Honorary Members shall not be entitled to vote at a General Meeting or be eligible to be an Officer;

- (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; and
 - (iv) the General Committee may admit a person as an Honorary Member for a limited event duration who has entered into, and upon payment of full fees, a watersports event run by RAYC and is not otherwise a Member.
- (k) **CLUBHOUSE Members:** Shall be non-voting Members and apply to those persons otherwise eligible for Senior Membership who are not associated with RAYC's sports activities. The General Committee shall have the power at any time to revoke the membership of a Clubhouse Member without giving notice to such Clubhouse 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. A Corporate Member may include a number of Clubhouse Members, with the persons entitled to that membership nominated by the company or other organisation from time to time.
- (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.
- 4.4 **Determination of General Committee:** The General Committee shall have sole discretion to determine any other rights or obligations of a membership class referred to in Rule 4.3.
- 4.5 **Member rights and obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution, the Bylaws & Regulations and the Code of Conduct;
 - (b) they are bound by New Zealand's Sports Anti-Doping Rules (SADR) administered by the Sport Integrity Commission and any amendments to or replacements of SADR;
 - (c) they are entitled to all rights and entitlements granted by this Constitution or as otherwise determined by the General Committee;
 - (d) to receive, or continue to receive or exercise rights, they must meet all the Member requirements set out in this Constitution, the Bylaws & Regulations, the Code of Conduct or as otherwise set by the General Committee, including payment of any membership or other fees within the required time period;
 - (e) if they fail to comply with Rule 4.5(d), the General Committee may terminate their membership, but the Member continues to be bound by this Constitution;
 - (f) they do not have any rights of ownership of, estate or proprietary right, interest or share in the funds and/or property of RAYC or the automatic right to use, RAYC's property; and
 - (g) they will promote the interests and purposes of RAYC and must not do anything to bring RAYC into disrepute.

- 4.6 **Suspension of Member:** If a Member is, or may be, in breach under Rule 4.5, and the General Committee believes it is in the best interests of RAYC to do so, the General Committee may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the Member must be given notice of the suspension.
- 4.7 **Suspension of Member rights:** Unless otherwise determined by the General Committee, while a Member is suspended, the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within RAYC, until such time as the alleged breach is resolved or determined.
- 4.8 **Ceasing to be Member:**
- (a) A Member ceases to be a Member:
 - (i) on death;
 - (ii) by giving notice to the General Committee of their resignation and such resignation being accepted by the General Committee;
 - (iii) if their membership is terminated under Rule 4.5(e) or Rule 4.8(c); or
 - (iv) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
 - (b) Any Member leaving New Zealand, on giving notice to the Club Manager, may have their name placed on the list of Members abroad and such Members abroad shall not have to pay subscriptions for up to five years while they are not living in New Zealand, provided that they have complied with the Rules, and the Member abroad shall be re-admitted to membership without the necessity of making a fresh application for membership on payment of the subscription fee for the current year, provided they do so with 3 months of their return to New Zealand.
 - (c) If representations are made to the General Committee that any Member shall have committed a breach of these Rules, the Bylaws & Regulations, the Code of Conduct and/or is otherwise guilty of misconduct (whether in or not in connection with RAYC activities) which in the opinion of the General Committee is injurious or prejudicial to the character, welfare or interests of RAYC, a 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. If the Member attends the meeting, the Member shall be informed of the charge against the Member, and provided the opportunity to provide an explanation or defence (and such evidence as they may reasonably desire to call). If such Member fails to attend such meeting, and in the Member's absence the General Committee finds that such Member shall have committed a breach of these Rules, the Bylaws & Regulations, the Code of Conduct and/or is otherwise guilty of misconduct which has been injurious or prejudicial to the character, welfare or interests of RAYC, the General Committee may:
 - (i) admonish such Member;

- (ii) suspend such Member under Rule 4.6 or 4.7; and/or
 - (iii) call upon such Member to resign, and if that resignation is not received within seven days, terminate the Member's membership by notice in writing to the Member.
- (d) The General Committee shall be the sole judge of what constitutes a breach of these Rules, the Bylaws & Regulations, the Code of Conduct or is misconduct, and it shall have power to lay down regulation dealing with the conduct and discipline of Members.

4.9 Consequences of ceasing to be a Member: A Member who ceases to be a Member:

- (a) remains responsible to pay all their outstanding membership and other fees to RAYC;
- (b) must return all RAYC's property if required; and
- (c) ceases to be entitled to any rights of a Member.

4.10 Membership Fees:

- (a) Every Member of RAYC (other than a Life Member, an Honorary Life Member, an Honorary Member) shall forthwith pay to RAYC such annual subscriptions as shall be fixed by the General Committee for their particular class of membership and payable on each anniversary their admission to RAYC.
- (b) The General Committee will decide any joining, subscription and other fees payable by Members and the due date for those fees, including determining different levels of joining, subscription and other fees for different types of Members, subject to the following:
 - (i) any increase in subscription payable across the various classes of Members being determined by the General Committee by a percentage based on market cost factors for that year ahead including (but not limited to) use of the previous year's (CPI) Consumer Price Index; and
 - (ii) if there is no change recommended by the General Committee then the present joining, subscription and other fees shall remain for the following year.
- (c) Any Member who shall not have paid their subscription fees to RAYC within one month of the due date in any year may have their membership suspended or terminated by the General Committee until the subscription fees have been paid.
- (d) The General Committee may strike off the membership register the name of any Member whose subscription is not paid in full 3 months from the date it was due 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. The General Committee may however reinstate any such person upon receipt of such subscription or levy.

4.11 **Further Subscriptions or Levies:**

- (a) Every Member (other than a Life Member, an Honorary Life Member, an Honorary Member, an Academy Member and a Clubhouse Member) shall pay to RAYC the sums of money levied not exceeding 100% 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 75% of the Members present and entitled to vote at a General Meeting called for that purpose and which such majority shall consider necessary or expedient to carry out the objectives of RAYC or for the purpose of furthering the interests of RAYC or its Members.
- (b) Whenever such a levy shall be imposed, the Treasurer or Club 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 have become a Member.

4.12 **Member register:** The General Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to RAYC of any change to their Contact Details. The Member register will be updated as soon as practicable after the General Committee becomes aware of changes in the information recorded in the Member register. The General Committee will keep a record of those who have ceased to be an RAYC Member within the previous 7 years and the date on which they ceased to be a Member.

5. **General Meetings**

5.1 **AGM:** An AGM must be held once a year at the time, date and place as the General Committee decides, but not later than six months after the balance date in each year and not more than 15 months after the previous AGM.

5.2 **Notice of AGM:** The Members must be given at least 28 days' notice of the AGM. Such notice will be sent to Members to their last known email address unless a Member has requested in writing that they require any such notice to be posted to them. Such notice will also be posted on RAYC's noticeboard and posted on RAYC's website. The sending of an e-mail, or where requested the posting of such notice, will be deemed sufficient evidence that 28 days' notice has been given.

5.3 **Business of AGM:** The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
- (b) the General Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report on the operations and affairs of RAYC during that period;
 - (ii) the annual financial statements for that period;
 - (iii) the auditor's report to Members on the financial statements audited by a qualified auditor; and

- (iv) notice of any disclosures of conflicts of interest made by Officers, including a brief summary of the matters, or types of matters, to which those conflicts relate;
 - (c) the election of the Commodore, Vice Commodore, Rear Commodore and a minimum four other General Committee Members;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM; and
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to RAYC at least 14 days' before the date of the AGM.
- 5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 days' before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
- 5.6 **Calling of SGM:** The General Committee must call a SGM if it receives a written request stating the purpose of the SGM from the General Committee itself or by 20 Members.
- 5.7 **Notice of SGM:** Members must be given at least 10 days' notice of the SGM, unless the General Committee, in its sole discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM and any further matter determined by the General Committee.
- 5.8 **Method of holding meeting:** A General Meeting may be held via electronic means if the General Committee deems it necessary to do so due to extraordinary circumstances.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 20 of the Members who are entitled to vote, including Members present by casting votes by electronic means under Rule 5.16.
- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chairperson of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The Commodore chairs General Meetings. If the Commodore is unavailable, the Vice Commodore will act as chairperson and if the Vice Commodore is unavailable, the Rear Commodore will act as chairperson and if

none of the Flag Officers are available, the General Committee shall elect the chairperson of the General Meeting. In the absence of all of those persons, the Members present will elect a person to chair the General Meeting.

- 5.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
- (a) the chairperson of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the meeting and a majority, of at least 75% of votes cast, is obtained in favour of the motion to proceed.
- 5.14 **Attendance:** Members and any other persons invited by the General Committee are eligible to attend and speak at General Meetings.
- 5.15 **Voting:** At all meetings every Senior, Veteran, Life, Honorary Life, Under 25 and Sailability Member present shall be entitled, on every motion, to one vote exercised in person and every Joint, Family and 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 Member who has paid all amounts owed by the Member to RAYC at the date of the meeting.
- 5.16 **Voting by electronic means:** Voting by electronic means may be permitted if the General Committee determines that the meeting take place by electronic means in accordance with Rule 5.8.
- 5.17 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chairperson of the meeting, unless a ballot is called for and approved by the chairperson or three Members or as otherwise required under this Constitution.
- 5.18 **Minutes:** Minutes must be kept of all General Meetings.
- 5.19 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution. A resolution of Members in writing cannot be passed in lieu of a General Meeting.

6. **General Committee**

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the General Committee must manage, direct or supervise the operation and affairs of RAYC and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of RAYC.

- 6.2 **Composition:** The General Committee consists of the Commodore, the Vice Commodore, the Rear Commodore and a minimum of four other persons elected at the AGM. The Treasurer may be a General Committee Member.
- 6.3 **Membership:** All General Committee members must be Members.
- 6.4 **Role of Commodore:** It shall be the duty of the Commodore to take command of RAYC and act as chairperson at General Meetings.
- 6.5 **Role of Vice Commodore:** It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties and to officiate in the Commodore's absence.
- 6.6 **Role of Rear Commodore:** It shall be the duty of the Rear Commodore to assist the Commodore and the Vice Commodore in the discharge of their duties and to officiate in their absence.
- 6.7 **Election of Committee Members:** General Committee Members are elected as follows:
- (a) the General Committee must call for nominations for Flag Officer and General Committee Member positions that are to be vacated at an AGM at least 18 days before the AGM;
 - (b) nominations are made in the form decided by the General Committee and must be received by the date set by the General Committee and if no date is set, at least 14 days before the AGM;
 - (c) the General Committee must give notice of the nominations to all Members at least 7 days before the AGM;
 - (d) at the AGM, if there are more nominees than number of positions available, the election is by ballot. Each ballot shall allow a Member to vote for one Commodore, one Vice Commodore, one Rear Commodore and a minimum of four other General Committee members;
 - (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions shall be declared elected;
 - (f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees; and
 - (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.
- 6.8 **Qualification:** To be eligible for a position of Flag Officer, nominees shall have served on the General Committee for at least two years immediately preceding the meeting unless the General Committee waives this requirement by Ordinary Resolution.
- 6.9 **Consent:** Every General Committee Member must, in writing:
- (a) consent to be a General Committee Member; and
 - (b) certify that they are not disqualified from being elected or holding office as a General Committee Member by this Constitution or under section 47 of the Act.

6.10 **Disqualification:** The following persons are disqualified from being elected or holding office as a General Committee Member:

- (a) a person who is an employee of RAYC;
- (b) a person who is disqualified from being elected or holding office as a General Committee Member under section 47 of the Act; and/or
- (c) a person who has been removed as a General Committee Member following a process under this Constitution or the Bylaws & Regulations,

and if an existing General Committee Member becomes employed by RAYC, upon the date their employment commences they shall be deemed to have vacated their office as a General Committee Member. If any of the circumstances referred to in Rule 6.10(b) occur to an existing General Committee Member, they shall be deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

6.11 **Term of office:** The term of office for all Flag Officers and General Committee Members is one year, expiring at the end of the relevant AGM.

6.12 **Casual Vacancy:** If a Casual Vacancy arises, the remaining General Committee Members may:

- (a) appoint a person of their choice to fill the Casual Vacancy only until the next AGM; or
- (b) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

6.13 **Suspension of General Committee Member:** If any General Committee Member is or may be the subject of an allegation, notice or charge described under Rule 6.10 or any circumstances arise in relation to a General Committee Member which are or may be of concern to the General Committee, the remaining General Committee Members may by Special Resolution suspend the General Committee Member from the General Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the General Committee Member must be given notice of the suspension.

6.14 **Removal of General Committee Member:**

- (a) The General Committee may, by Special Resolution, remove any General Committee Member from the General Committee before the expiry of their term of office if the General Committee considers the General Committee Member concerned:
 - (i) has seriously breached duties under this Constitution or the Act;
 - (ii) is no longer a suitable person to be a General Committee Member; or
 - (iii) has failed to attend three consecutive meetings without having been granted a leave of absence.
- (b) The General Committee Member who is the subject of the Special Resolution is counted for the purpose of reaching a quorum but will not participate in the vote on the resolution.

- (c) Before considering a Special Resolution for removal, the General Committee Member who is the subject of the Special Resolution must be given:
 - (i) notice that a General Committee meeting is to be held to discuss the Special Resolution to remove the General Committee Member;
 - (ii) adequate time to prepare a response;
 - (iii) the opportunity prior to the General Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the General Committee meeting.

6.15 **General Committee Member ceasing to hold office:** A person ceases to be a General Committee Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the General Committee;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or
- (e) the person dies.

6.16 **Akarana Marine Sports Charitable Trust:** The General Committee shall 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):

- (a) long-standing Members with a demonstrated commitment to RAYC;
- (b) persons with strong commercial experience and ability in the execution of community and stakeholder engagement; or
- (c) otherwise suitably qualified to hold the office of trustee of the Akarana Marine Sports Charitable Trust,

and in its determination of suitable nominees the General Committee shall consider giving preference to Members who have served for more than one term on a committee of RAYC or have held the position of Flag Officer with RAYC.

6.17 **Sailing Committee:**

- (a) The Sailing Committee shall have responsibility for the organisation of the racing programme of RAYC, the management of all races conducted by RAYC and generally all matters afloat subject to the overriding authority of the General Committee and will consist of:
 - (i) a Flag Officer, or other General Committee Member, nominated by the General Committee; and

- (ii) eight Members (excluding the Flag Officer or General Committee Member nominated by the General Committee) elected at Annual General Meeting of who at least two shall be Yacht owners.
- (b) The Sailing Committee shall meet at least monthly.
- (c) Five members shall form a quorum at all meetings of the Sailing Committee.

6.18 Paddling Committee:

- (a) The Paddling Committee shall have responsibility for the organisation of the paddling programme of RAYC, the management of all paddling activity conducted by RAYC subject to the overriding authority of the General Committee and will consist of:
 - (i) a General Committee Member nominated by the General Committee; and
 - (ii) up to seven other Members elected at the Annual General Meeting or, where less than seven other Members are elected at the Annual General Meeting, the Paddling Committee itself can appoint one other Member to join the Paddling Committee.
- (b) The Paddling Committee shall meet at least monthly.
- (c) Three members shall form a quorum at all meetings of the Paddling Committee.

6.19 Sub Committees:

- (a) The General Committee may appoint a sub-committee or individuals to act in special capacities as it shall consider advisable and may define, limit, extend, terminate or vary the powers or duties of any sub-committee or individual appointed in accordance with this Rule. It shall not be necessary for any member of a sub-committee or individual appointed under this Rule to be a member of the General Committee.
- (a) All committees that are convened within RAYC, and are not elected at the Annual General Meeting, must have the approval of the General Committee, but will be recognised as a sub-committee of either the General Committee, Sailing Committee or Paddling Committee, as directed by the General Committee.

7. General Committee Meetings

- 7.1 **Calling meetings:** General Committee meetings may be called at any time by a Flag Officer or by three General Committee Members, but generally the General Committee meets monthly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the General Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a General Committee meeting is at least five General Committee Members (and/or Flag Officers). Any General Committee Member may be counted for the purposes of a quorum, participate in any, and vote on any, proposed resolution at a General Committee meeting without being physically

present. This may only occur at General Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the General Committee meeting can hear each other effectively and simultaneously.

- 7.4 **Chairperson:** The Commodore will chair General Committee meetings. If the Commodore is unavailable, the most senior Flag Officer present shall act as chairperson. If no Flag Officer is present, a General Committee Member may be elected as chairperson by a majority of the Members present.
- 7.5 **Voting:** Each General Committee Member has one vote. Voting is by voice or, on request of any General Committee Member, by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the chairperson does not have a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of General Committee Members is valid as if it had been passed at a General Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more General Committee Members.

8. **Officers' Duties**

- 8.1 **Officers' Duties:** An Officer:
- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of RAYC;
 - (b) must exercise a power as an Officer for a proper purpose;
 - (c) must not act, or agree to RAYC acting, in a manner that contravenes the Act or this Constitution;
 - (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of RAYC, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
 - (e) must not agree to the activities of RAYC being carried on in a manner likely to create a substantial risk of serious loss to RAYC's creditors or cause or allow the activities of RAYC to be carried on in a manner likely to create a substantial risk of serious loss to RAYC creditors;
 - (f) must not agree to RAYC incurring an obligation unless the Officer believes at that time on reasonable grounds that RAYC will be able to perform the obligation when it is required to do so; and
 - (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
- (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. **Interests**

- 9.1 **Register of interests:** The General Committee must keep a register of interest disclosures made by Officers.
- 9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to RAYC must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the General Committee, as soon as practicable after the Officer becomes aware that they are interested in the Matter and include it in the register of interests.
- 9.3 **Consequences of being Interested:** A General Committee Member who is Interested in a Matter:
 - (a) must not vote or take part in a decision of the General Committee relating to the Matter, unless all non-interested General Committee Members consent;
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested General Committee Members consent;
 - (c) must not take part in any General Committee discussion relating to the Matter or be present at the time of the General Committee decision, unless all non-interested General Committee Members consent; and
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 9.4 **Calling of SGM:** Despite Rule 9.3, if 50% or more General Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 9.5 **Notice of failure to comply:** The General Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

10. **Patrons**

A person may be invited by the General Committee to be a Patron to show their support for RAYC and to help establish or maintain public credibility of RAYC. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. Club Manager and Treasurer

- 11.1 **Role of Club Manager:** A General Committee may engage a Club Manager. The Club Manager is under the direction of the General Committee and is responsible for the day-to-day management of RAYC under this Constitution and the Bylaws & Regulations and within any delegated authority from the General Committee.
- 11.2 **Role of Treasurer:** The General Committee shall appoint a Treasurer (who maybe a member of the General Committee). The Treasurer shall be responsible for all monies received by RAYC and under the direction of the General Committee shall make all disbursements. The Treasurer shall keep full and proper accounts of all RAYC's financial transactions and prepare the annual accounts and balance sheet as at the end of RAYC's financial year.
- 11.3 **General Committee involvement:**
- (a) The Club Manager may attend General Committee meetings when required by the General Committee but has no voting rights.
 - (b) If the Treasurer is not a General Committee Member, the Treasurer may only attend General Committee meetings when required by the General Committee and shall have no voting rights.

12. Finances

- 12.1 **Control and management of finances:** The funds and property of RAYC are controlled, invested and disposed of by the General Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of RAYC set out in Rule 3.
- 12.2 **Property:** The General Committee may, with or without the sanction of a General Meeting, expend monies in pursuance of RAYC's purposes and powers, make donations to any person, body of persons or institution, invest the funds of RAYC, enter such contracts to purchase or otherwise acquire or to sell, lease or otherwise dispose of or deal with any interest in any real or personal property or to borrow money with or without security (save that the General Committee shall not in any financial year borrow more than the total of the previous financial year's subscriptions without the sanction of a General Meeting) upon such terms and conditions as it thinks fit, provided that all real and personal property of RAYC shall be vested in the Trustees who shall hold the same upon trust for RAYC and subject to the direction in writing of a majority of the General Committee at a duly held meeting thereof and signed by the chairperson of such meeting. Such directions shall be obligatory upon the Trustees and shall validate anything done or purported to be done by them in pursuance of such direction and no person shall be concerned to enquire as to the regularity of such direction beyond the verification of the signature of the chairperson.
- 12.3 **Property donated on trust:** Where any property is or may be accepted by RAYC pursuant to any deed, document, instrument in writing creating or attaching any trusts, conditions or stipulations relating to such property, the foregoing provisions of this Rule 12, insofar as they are contradictory to or inconsistent with such trusts, conditions or stipulations shall not apply and to the extent of any such contradiction

or inconsistency, such property shall be held by the Trustees in such manner and upon and subject to such trusts, conditions and stipulations as such deed, document, instrument or writing shall provide.

12.4 **Balance date:** RAYC's balance date is 31 May or on such other date as the General Committee decides.

12.5 **Appointment of auditors:** The auditor will be appointed by the General Committee and shall be a Chartered Accountant or a firm of Chartered Accountants. The auditor may be paid such remuneration as agreed by the General Committee.

12.6 **Audit of financial statements:** RAYC's financial statements must be audited each year and the audited financial statements must be submitted to the AGM.

12.7 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from RAYC. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred; or
- (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by RAYC in respect of payments or transactions between it and them, their direct family or any associated entity.

12.8 **No honorarium:** No honorarium shall be paid to any Officer except on a recommendation of the General Committee to the General Meeting. Such Meeting may reduce, but shall not increase, the amount of any honorarium recommended by the General Committee:

13. Trustees

13.1 **Appointment and Removal of Trustees:** At a General Committee meeting, the Members may appoint up to three Trustees, who shall serve at the discretion of RAYC. A Trustee's position shall be vacated if the Trustee:

- (a) resigns their office;
- (b) ceases to be a Member, 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; or
- (c) is removed from office by Ordinary Resolution of General Committee Members duly passed in General Committee meeting.

13.2 **Trustees' discretion:**

- (a) The RAYC may vest in the Trustees, by Ordinary Resolution of the General Committee, any real or personal property, securities or moneys of RAYC upon such trusts and subject to such conditions as RAYC from time to time determine and may define the powers and duties of the Trustees so appointed.

- (b) A report on any real or personal property, securities or moneys held by the Trustees shall be included with the annual report to be prepared in accordance with Rule 5.3(b)(i).
- (c) The Trustees shall return to RAYC any real or personal property, securities or moneys held by the Trustees if approved by Ordinary Resolution passed at a meeting of the General Committee.

- 13.3 **Authorised signatories:** All payments, electronic or other, drawn upon any trust account or bank account shall be signed by two Trustees.
- 13.4 **Vacancy:** Any vacancy occurring in the office of Trustees from time to time shall be filled by RAYC in General Committee meeting of members.
- 13.5 **Enduring Trustees:** The Trustees in office at the time of the adoption of this Constitution shall continue in office.

14. Amendments

- 14.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting. No motion affecting these Rules which has been duly considered shall be brought forward again during the same financial year, unless by consent of the General Committee.
- 14.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 14.3 **Inland Revenue Approval:** Notwithstanding anything contained in these Rules, no alteration shall be made to this Rule 14 or to Rule 20 of these Rules without the written consent of the Commissioner of Inland Revenue.

15. Bylaws and Regulations

- 15.1 **Bylaws & Regulations:** The General Committee may make and amend the Bylaws & Regulations for the conduct and control of RAYC's activities and the Code of Conduct. Any Bylaws & Regulations and the Code of Conduct must be consistent with this Constitution, RAYC's purposes set out in Rule 3, the Act and any other laws. All Bylaws & Regulations and the Code of Conduct are binding on RAYC and the Members. The making, amendment, revocation, or replacement of the Bylaws & Regulations and/or the Code of Conduct is not an amendment of this Constitution.
- 15.2 **Continuation of Bylaws & Regulations and sub-committees:** Election of a new General Committee shall not affect any Bylaws and Regulations or the Code of Conduct then in force or the appointment of any sub-committee or individual unless the General Committee exercises its powers under Rules 6.19(a) or 15.1.

16. Conduct

- 16.1 **Conduct:** All Members shall be bound by the Rules, Bylaws and Regulations and the Code of Conduct.

16.2 **Expulsion:**

- (a) If any Member is convicted and sentenced by any Court of Law of a criminal offence which the General Committee, having regard to the surrounding circumstances, shall consider to be of a serious nature, it shall be obligatory on the General Committee to expel such Member forthwith and the provisions of Rule 17 relating to the holding of an enquiry shall not apply.
- (b) The decision of the General Committee as to whether the criminal offence of which such Member is convicted is of a serious nature shall be final.

17. **Dispute resolution**

17.1 **How complaint is made:**

- (a) A Member or an Officer may make a complaint by giving to the General Committee a notice in writing that:
 - (i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with this Constitution;
 - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (iii) sets out any other information reasonably required by RAYC.
- (b) RAYC may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
 - (i) states that RAYC is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - (ii) sets out the allegation to which the dispute relates.
- (c) The information given under Rule 17.1(a)(i) or Rule 17.1(a)(ii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by RAYC's Constitution.

17.2 **Person who makes complaint has right to be heard:**

- (a) A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If RAYC makes a complaint:
 - (i) RAYC has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (ii) an Officer or General Committee Member may exercise that right on behalf of RAYC.

- (c) Without limiting the manner in which the General Committee Member, Officer, or RAYC may be given the right to be heard, they must be taken to have been given the right if:
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker,and the General Committee Member's, Officer's, or RAYC's written statement or submissions (if any) are considered by the decision maker.

17.3 Person who is subject of complaint has right to be heard:

- (a) This Rule applies if a complaint involves an allegation that a Member, an Officer, or RAYC (the respondent):
 - (i) has engaged in misconduct;
 - (ii) has breached, or is likely to breach, a duty under RAYC's Constitution or Bylaws and Regulations or the Act; and/or
 - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is RAYC, an Officer or General Committee Member may exercise the right on behalf of RAYC.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response;
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

17.4 Investigating and determining dispute:

- (a) RAYC must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the dispute is investigated and determined.

- (b) Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner.

17.5 **RAYC may decide not to proceed further with complaint:** Despite Rule 17.4, RAYC may decide not to proceed further with a complaint if:

- (a) the complaint is trivial;
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;
 - (ii) that a Member, an Officer, or RAYC has materially breached, or is likely to materially breach, a duty under RAYC's Constitution, the Bylaw & Regulations, the Code of Conduct or the Act: or
 - (iii) that a Member's rights or interests, or Members' rights or interests generally, have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
- (d) the person who makes the complaint has an insignificant interest in the matter;
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

17.6 **RAYC may refer complaint:**

- (a) RAYC may refer a complaint to:
 - (i) a sub-committee or an external person to investigate and report; or
 - (ii) a sub-committee or an external person to investigate and make a decision.
- (b) RAYC may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation).

17.7 **Decision makers:** A person may not act as a decision maker in relation to a complaint if two or more members of the General Committee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial, including by reference to the definition of a "Conflict of Interest" under the Racing Rules of Sailing; or
- (b) able to consider the matter without a predetermined view.

17.8 **Right of appeal:**

- (a) If, for any reason, other than conviction for a serious criminal offence, the General Committee shall expel a Member, such Member shall have the right to appeal to a panel consisting of the Trustees provided that within seven days of the decision of the General Committee being made known to them the Member shall notify the General Committee of their intention to appeal. On the receipt of

such notice, the General Committee shall convene a meeting of the Trustees for the purpose of hearing the appeal.

- (b) The proceedings before such meeting shall be by way of rehearing and the Trustees may expel such Member or impose any penalty or punishment or make any other decisions which the General Committee might have made.
- (c) The Member shall be bound to attend any meeting of the General Committee and any meeting of the Trustees, at which enquiry into the conduct complained of is to be made and if the Member shall fail to attend the meeting may proceed with the enquiry in the Member's absence. The chairperson of any General Committee meeting or meeting of the Trustees may admit as evidence statements not strictly evidence and any person, whether a Member or not is able to give evidence on the matter may be called as a witness either by the General Committee or by the Member.
- (d) At any meeting at which any such enquiry is held, the Member may be represented by any other Member.

18. Liquidation and Removal

18.1 **Winding up:** The RAYC shall be dissolved if:

- (a) the number of Members shall be reduced to fewer than 50; or
- (b) a Special General Meeting is convened by Members for the purpose of dissolving RAYC by Special Resolution of the Members.

18.2 **Notice:** The General Committee must give at least 20 Working Days' notice to all Members of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove RAYC from the Register of Incorporated Societies; or
- (c) for the distribution of RAYC's surplus assets,

and the notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

18.3 **Special Resolution:** Any resolution for a motion set out in Rules 18.2(a) to (c) must be passed by a Special Resolution of Members.

18.4 **Surplus assets:** Upon winding up of RAYC, all surplus assets after payment of all costs, debts and liabilities shall be disposed of in such manner as shall be resolved by a majority of the Members entitled to vote at a General Meeting confirming the winding up, by being paid, transferred or delivered to such other association, club or institution having objects the same or similar to those of RAYC as an addition to the funds of such an association, club or institution.

19 Indemnity

19.1 **General Committee and officer indemnity:** The General Committee and the Flag Officers, and each and every one of them respectively, shall be fully indemnified by

and out of the funds of RAYC 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.

- 19.2 **Trustee indemnity:** The Trustees shall be and are hereby indemnified by RAYC against the liability they or any of them may hereinafter incur as such Trustees in connection with any future mortgages or debts over the property of RAYC they may hereinafter enter into under the direction of the General Committee or RAYC in terms of these Rules.

20 Matters not provided for

If any matter arises that, in the opinion of the General Committee, is not provided for in this Constitution or the Bylaws & Regulations, or if any dispute arises out of the interpretation of this Constitution or the Bylaws & Regulations, the matter or dispute will be determined by the General Committee. The decision of the General Committee on the interpretation or construction of any Rule or Bylaw & Regulation and on any matter not covered by the Rules, shall be final.

21 Transition

- 21.1 **Transition:** This Rule applies to facilitate transition of RAYC from the previous Rules to this Constitution. If this Rule is inconsistent with any other Rule in this Constitution, this Rule applies to the extent of the inconsistency and the other Rule will not.
- 21.2 **Power of General Committee during transition period:** Subject to the Act, the General Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This Rule applies for one year and is solely to enable flexibility in the transition of RAYC from the previous Rules to this Constitution and to correct any unintended consequences occurring through different wording being used.
- 21.3 **Transition of General Committee Members:** Every current Flag Officer and General Committee Member appointed under the previous Rules shall be deemed to be appointed under this Constitution.