

**RULES OF THE**  
**BROWNS BAY BOATING CLUB INCORPORATED**

**1. CONSTITUTION**

1.1 The Club is incorporated under the Incorporated Societies Act 1908 under Number 222245.

1.1.1 The Club was incorporated on 5 December 1973.

1.1.2 These Rules were adopted by way of amendment and replacement of the previous Rules on 23 July 2008.

**2. NAME**

2.1 The name of the Club is the **BROWNS BAY BOATING CLUB INCORPORATED** ("the Club").

**3. OBJECTS**

3.1 The objects of the Club are to:

- (a) Promote, foster, protect and advance the interests of pleasure boat owners.
- (b) Develop and encourage a high standard of seamanship and safety at sea.
- (c) Provide a medium of exchange of boating information, to stimulate a greater interest in pleasure boating and develop a fraternal spirit among pleasure boat owners.
- (d) Promote and undertake training, educational, safety, social, sporting and other competitive activities related to pleasure boating.
- (e) Develop such boat storage, hauling out and launching facilities as may be appropriate.

**4. POWERS**

4.1 In addition to its statutory powers, the Club:

- (a) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such

borrowing powers shall not be exercised and the interest rate and General Terms and Conditions thereof not accepted other than by resolution of a General Meeting passed by three-fourths (3/4<sup>ths</sup>) majority of those present and entitled to vote.

- (b) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient.
- (c) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease, hire or otherwise dispose of property, rights or privileges to further or carry out its objects.
- (d) May accept, offer, give or contribute toward any prizes or medals.
- (e) May draw, make, accept, endorse, discount, execute and issue any negotiable cheques and other negotiable instruments.
- (f) May take any gifts, bequests and donations of real and personal property whether subject to any specified trust or not for any one or more of the objects of the Club.
- (g) May guarantee the performance of any obligation, contract or undertaking provided, however, that no guarantee which may render the Club liable to the payment of a sum in excess of One Thousand Dollars (\$1,000.00) plus GST shall be given other than by resolution of a General Meeting passed by a three-fourths (3/4<sup>ths</sup>) majority of those present and entitled to vote.
- (h) May invest in any investment in which a trustee might invest.
- (i) May undertake any work or activity which may appear to the Club to be in accordance with its objects and to do such things as are incidental or conducive to the attainment of the above objects.
- (j) May do all such other things as are necessary or desirable for the attainment of its objects.

## **5. MEMBERSHIP**

5.1 The classes of membership of the Club are as follows:

- (a) Ordinary Members;
- (b) Reciprocal Members;

(c) Honorary Members; and

(d) Life Members.

and the qualification for each class is set out in Rules 5.2-5.5 (inclusive).

5.2 An Ordinary Member:

(a) may be either individuals or families who have been accepted into membership in accordance with the Rules and By-laws of the Club and have paid all of their Club fees and levies (“Ordinary Member”).

(b) Ordinary Members may be Individual Ordinary Members, Family Ordinary Members or Social Ordinary Members.

(c) All Ordinary Members shall be entitled to the full rights and privileges of the Club, subject as hereinafter provided, and shall be entitled to vote at all General Meetings of the Club, save that Family Ordinary Members shall only be entitled to one vote between them.

(d) “Family Ordinary Members” shall comprise an adult couple who are in a marriage or defacto relationship and any of their children under 20 years of age living with them (“Family Members”) **provided** that only one boat is owned, used or operated by that family (rowing dinghies excepted). If more than one boat is owned, used or operated by the family then additional memberships to make the total at least equal to the number of boats so owned, used or operated must be held. If this is not done then the membership shall be held to apply to one individual only and to one boat only.

(e) “Social Ordinary Members” shall be individuals who enrol as Individual Ordinary Members who do not own a boat and who may not use any tractor. Social Ordinary Members shall not be required to pay joining fees or tractor fees.

(f) When a boat is owned jointly by two or more individuals or families, then each such joint owner shall be either an Individual Ordinary Member or Family Ordinary Member in their own right and shall pay all of their Club fees and levies save that they will only be required to pay one set of tractor fees in respect of such jointly owned boat.

5.3 A Reciprocal Member:

- (a) Shall be a person who is a member of another club having objects and purposes similar to those of this Club and with which the Club Committee may have entered into reciprocal arrangements concerning the use or sharing of facilities, participation in events or any matter relevant to the Objects of the Club (“Reciprocal Member”).
- (b) Shall have such privileges as may be decided upon by the Club Committee having regard to the corresponding privileges accorded to Members of this Club by the reciprocating Club and shall pay such Club fees and subscriptions (if any) as the Club Committee may decide upon.
- (c) Shall be entitled to attend all General Meetings of the Club but shall **not** be entitled to vote thereat.

5.4 An Honorary Member:

- (a) May be appointed at the discretion of the Club Committee for such period or periods, with or without a requirement to pay Club fees and subscriptions and otherwise upon such terms and conditions as the Club Committee may from time to time determine (“Honorary Member”).
- (b) Shall be entitled to participate in Club events and to receive notice of and to attend all General Meetings but shall **not** be entitled to vote thereat.

5.5 A Life Member:

- (a) Shall be a person who in recognition of distinguished service to the Club shall have been elected as a Life Member by resolution of a General Meeting passed by a three-fourths (3/4<sup>ths</sup>) majority of those present and entitled to vote (“Life Member”).
- (b) The nomination of any such Member as a Life Member shall be made pursuant to a resolution of the Club Committee and notice of the intention to propose such nomination shall be set out in the notice calling a General Meeting.
- (c) A Life Member shall have the same rights and privileges as an Ordinary Member but they shall not be required to pay any annual

fee or levy, but shall be required to pay the tractor fee if they use the tractor.

- (d) A Life Member's voting entitlement shall be subject to the same restrictions as that of Family Ordinary Members, that is, one vote between them, except in the case where a family has more than one Life Member, in which case that Family Ordinary Membership shall be entitled to two (2) votes between them.

5.6 Every Member shall advise the Secretary of any change of address or telephone number.

5.7 All Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute.

## **6. APPLICATION FOR ELECTION TO MEMBERSHIP**

6.1 Application for Membership shall be submitted to the Club Committee on a form approved by the Club Committee and shall be signed by the applicant and by a proposer and a seconder, both of whom must be Members of the Club.

6.2 The Club Committee shall as expeditiously as possible, consider each application and shall vote (majority decision of those present required), whether to approve membership or not, at its discretion.

6.3 If the applicant is approved they shall be advised in writing that they shall become a Member from the date when they:

- (a) pay their joining fee (if any), annual and other fees and any levies; and
- (b) meet the requirements of any By-laws made pursuant to these Rules.

## **7. ANNUAL FEES AND LEVIES**

7.1 The Joining Fee for the ensuing year shall be determined at each Annual General Meeting having regard to the assets of the Club.

7.2 The Annual Fee for each class of Membership shall be determined at each Annual General Meeting except that the Club Committee shall have discretion to fix the Club fees and levies of short-term Honorary Members to suit each individual case.

- 7.3 Any other annual fees shall be determined at each Annual General Meeting. The provisions of Rule 8.2 shall apply to such fees.
- 7.4 Subject to Rule 7.5, Joining Fees, Annual Fees and any other fees or levies shall not be refundable.
- 7.5 Tractor fees paid for the current year may be refunded at the discretion of the Club Committee, if the application is in writing and presented prior to the 15<sup>th</sup> of December.

## **8. CESSATION OF MEMBERSHIP**

- 8.1 Any Member may resign from the Club at any time by written notice to the Membership Secretary. The Member resigning shall remain liable to pay all Club fees and levies to the end of that year unless notice of resignation was given prior to 1 November of any year, then the Member concerned shall not be liable for the annual Club fees and levies applying to the then current fiscal year.
- 8.2 Any Member whose Club fees and levies for the current Club year remain unpaid by 1 October and who thereafter fails to pay the same within one (1) month of being advised in writing of their default shall forthwith cease to be a Member of the Club.
- 8.3 The name of any Member who ceases to be a Member of the Club by reason of resignation, default or expulsion shall be struck off the Register of Club Members.
- 8.4 A Member may be expelled from the Club pursuant to the provisions of Rule 9.2.
- 8.5 Any Member may rejoin the Club within five (5) years of their ceasing to be a Member on payment of all fees and levies subject however the requirement for a Joining Fee may be removed or reduced at the Club Committee's discretion.

## **9. CONDUCT AND DISCIPLINARY ACTION**

- 9.1 All Members and visitors shall conform to the Rules and By-laws of the Club.
- 9.2 The Club Committee shall have the power to take such disciplinary action including but not limited to censuring the member, suspension of member rights, and expulsion from membership, as the Club Committee may deem appropriate against any Member infringing the Rules or By-laws. In the

event of such disciplinary action being taken by the Club Committee against any Member, that Member shall have the right of appeal to a General Meeting pursuant to Rule 9.4.

- 9.3 It shall be implicit that the provisions of the Maritime Rules made under the Maritime Transport Act 1994 relating to Collision Prevention, Navigational Safety and the Harbour Board Regulations, as applicable to small craft shall, for Club purposes, be regarded as having the same force and validity as Club Rules and By-laws and any breach of them shall be dealt with by the Club Committee under the provisions of Rule 9.2 hereof.
- 9.4 Any Member censured, suspended or expelled under Rule 9.2 may appeal to a General Meeting within not less than two (2) weeks after receiving written notice of the Club Committee's decision. Such General Meeting shall be called as soon as reasonably practicable under Rule 28.3, and pending the decision of such Meeting the Member shall abide by the decision of the Club Committee under Rule 9.2. The General Meeting shall allow the complainant and the Member the opportunity to be heard and may then confirm or modify the Club Committee's decision.
- 9.5 Decisions of the Club Committee or a General Meeting on appeal under this Rule shall be final and binding on the Member, and shall not be subject to any review or challenge except as otherwise allowed at law.
- 9.6 Any former Member expelled under Rules 9.2 or 9.4 shall remain liable to pay all Club fees and levies to the end of the Club's then fiscal year.
- 9.7 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 9.2 or 9.4 the applicant shall not be readmitted without the approval of a General Meeting.

## **10. OFFICERS**

- 10.1 The following shall comprise the Officers of the Club:
  - (a) Patron;
  - (b) Commodore;
  - (c) Vice Commodore;
  - (d) Rear Commodore;
  - (e) Club Captain;

- (f) Secretary;
- (g) Membership Secretary;
- (h) Treasurer
- (i) Safety Officer;
- (j) Tractor Manager;

(“Officers”)

- 10.2 The office of Treasurer may be combined with that of Secretary and the office of Vice Commodore may be combined with that of Rear Commodore and in either case the person holding the combined office shall have only one vote.
- 10.3 The Officers shall be elected annually at the Annual General Meeting.
- 10.4 When and if it is considered desirable that an honorarium should be paid to any Officer then the amount of such honorarium shall be fixed as may be deemed fit at each Annual General Meeting and shall remain in force for the ensuing fiscal year.

## **11. CLUB COMMITTEE**

- 11.1 The Club Committee shall consist of a minimum of nine (9) and maximum of thirteen (13) Ordinary Members being the Commodore, Vice Commodore, Rear Commodore, Club Captain, Secretary, Membership Secretary, Treasurer, Safety Officer, Tractor Manager and up to four (4) other Officers or Ordinary Members.
- 11.2 If any of the options provided by Rule 10.2 is availed of, then the number of other Ordinary Members shall be increased commensurate with the number of positions that have been combined into one position.
- 11.3 The Club Committee shall be elected annually at the Annual General Meeting.
- 11.4 Should the number of Club Committee Members fall below the minimum number of eight (8) or should any Officer cease to be an officer during the year the Club Committee may elect an Ordinary Member to fill the vacancy until the following Annual General Meeting.
- 11.5 Any Club Committee member ceasing to be a Member of the Club, shall, ipso facto also cease to be a member of the Club Committee.



## **12. ELECTION**

- 12.1 Written nominations for nominees under Rules 10.3 and 11.3 shall be called for by notice to Members, which notice shall:
- (a) contain the form of nomination approved by the Club Committee; and
  - (b) be sent out not later than thirty (30) days nor earlier than sixty (60) days before the date for the Annual General Meeting; and
  - (c) be signed by a Member and accompanied by the written consent of the nominee; and
  - (d) be received by the Secretary not less than fourteen clear days before the date of the Annual General Meeting.
- 12.2 In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.
- 12.3 Nominations for an Officer or for a position on the Club Committee shall be valid only if the nominee is an Ordinary Member of the Club. A Life Member is an Ordinary Member for the purpose of inclusion on the Club Committee and holding any position as an Officer.

## **13. MANAGEMENT BY THE CLUB COMMITTEE**

- 13.1 From the end of each Annual General Meeting until the beginning of the next, the Club shall be administered, managed and controlled by the Club Committee.
- 13.2 The Club Committee shall carry out the objects of the Club, be accountable to the Members for the implementation of the policies of the Club as approved by any General Meeting, and shall refer any matters of significant importance or policy to the Members at a General Meeting.
- 13.3 Subject to these Rules and the resolution of any General Meeting, the Club Committee may exercise all the Club's powers and make decisions for the benefit of the Club, other than those required by statute or by these Rules to be exercised by the Club in General Meeting. Such decisions and conduct shall be binding on all Members of the Club, subject only to limitations expressly contained in these Rules.

- 13.4 One-fifth (1/5<sup>th</sup>) or more of the Ordinary Members entitled to vote may requisition the Club Committee to call a General Meeting to appeal any decision of the Club Committee. To stay or reverse any decision of the Club Committee shall require a three-fourths (3/4<sup>ths</sup>) majority of those present and entitled to vote at such General Meeting. When this right of appeal is exercised the Club Committee shall stay all action on the decision in question until the outcome of any resolution of the General Meeting is known.
- 13.5 The Club Committee shall have the power to make, amend or cancel By-laws from time to time for the proper conduct of the Club.
- 13.6 Any matter not expressly provided for in these Rules shall be within the discretion of the Club Committee.
- 13.7 The Club Committee may, from among its members, appoint such sub-Club Committees or individuals as it may deem desirable for the better conduct of specific activities or duties. The Club Committee may also co-opt other Members to serve on such sub-Club Committees, but not on the Club Committee itself. All sub-Club Committees shall be responsible, through their convenors who shall be members of the Club Committee, to the Club Committee and shall report at each meeting of the Club Committee.
- 13.8 The Club Committee may delegate such powers as it may deem advisable to sub-Club Committees or to individual members of the Club Committee either for a specific event or for a specified time.
- 13.9 The Club Committee shall consider all Member remits under Rule 28.13 for the Annual General Meeting which remit shall be writing and in the hands of the Club Committee at least twenty-one (21) days prior to the Annual General Meeting. The Secretary shall arrange for the motion to be circulated to Members.

#### **14. MEETINGS OF THE CLUB COMMITTEE**

- 14.1 The Club Committee shall meet at such times and places as it may determine but in any event at intervals of not more than three (3) months, and otherwise where and as convened by the Commodore or by the Secretary. Five (5) clear days written notice shall be given of such meetings except that when such number of Club Committee Members attend, who are able to form a quorum, and agree to waive this five (5) days proviso a meeting may be called at shorter notice.
- 14.2 Any five (5) members of the Club Committee may request in writing that a meeting be called and the Secretary shall comply within fourteen (14) days.

- 14.3 All Club Committee meetings shall be chaired by the Commodore or in the Commodore's absence by the Vice Commodore or in the absence of both of them by some other Club Committee member elected for the purpose by the meeting.
- 14.4 Voting shall be by those personally present (or by proxy if pursuant to Rule 14.9 the Club Committee has resolved to allow same, but subject to any conditions of such resolution) and each Club Committee Member shall have one (1) vote. The Chairperson shall not have a deliberative or casting vote.
- 14.5 The quorum for Club Committee meetings is at least half the number of the Club Committee members provided that at least two of those persons are Officers. Proxies shall not form part of any quorum. If no quorum be present within thirty (30) minutes of the stated time then the meeting shall stand adjourned to the same time one (1) week later with fresh notice of the meeting to be sent to all Club Committee members. Those present at the resumed meeting shall form a quorum.
- 14.6 Copies of the Minutes of each meeting shall be promptly forwarded by the Secretary to all members of the Club Committee.
- 14.7 If any member of the Club Committee be absent from three (3) consecutive meetings without the leave of the Club Committee their seat shall be declared vacant and the Club Committee may elect a replacement for them.
- 14.8 A resolution in writing signed by three-fourths (3/4<sup>ths</sup>) or more of the Club Committee Members of the Club Committee shall be as valid and effectual as if it had been passed at a meeting of the Club Committee duly called and constituted provided that advance written notice including the text of the proposed resolution shall have been given to each Club Committee Member in accordance with Rule 14.1 (inclusive the right to waive notice) as if it were notice summoning a meeting of the Club Committee. A copy of any resolution so made shall be forwarded to each Club Committee Member of the Club Committee as soon as practicable after adoption. A resolution in writing and the signatures thereto may be in facsimile or electronic form.
- 14.9 Other than as prescribed by statute or these Rules, the Club Committee may regulate its proceedings as it thinks fit.
- 14.10 Subject to statute, these Rules and resolutions of General Meetings, the decisions of the Club Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

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

**15. DUTIES OF THE COMMODORE, VICE COMMODORE AND REAR COMMODORE**

15.1 The Commodore shall:

- (a) Preside at all meetings of the Club Committee and at all General Meetings.
- (b) Be a member ex officio of all sub-Club Committees.
- (c) Carry out the duties assigned to him/her by the Club Committee and shall be responsible to the Club Committee. As the principal Officer of the Club he/she will be expected to lead all activities of the Club, to promote the execution of its Aims and Objects and to foster its interests and well-being.
- (d) Not serve as such for more than three consecutive years. However, if there are no nominations he/she may be re-nominated.

15.2 The Vice Commodore and the Rear Commodore shall be responsible to the Club Committee and shall assist the Commodore in the execution of his/her duties as may be mutually agreed upon between them and as may be approved by the Club Committee.

**16. DUTIES OF THE CLUB CAPTAIN**

16.1 Under the general direction of the Club Committee the Club Captain shall:

- (a) Attend to all matters relating to the social and sporting activities of the Club whether ashore or afloat.
- (b) Be the convenor of the programme and/or social sub-Club Committee (or equivalent).
- (c) Generally assist the Commodore and Vice Commodore in the execution of their functions.
- (d) Exercise the functions usually assigned to a Club Captain.

**17. DUTIES OF THE SECRETARY AND MEMBERSHIP SECRETARY**

- 17.1 Under the direction and authority of the Club Committee the Secretary shall:
- (a) Attend all meetings of the Club Committee and all General Meetings.
  - (b) Keep a true and proper record of the affairs of the Club and shall keep the Minutes of all Club Committee and all General Meetings in a book or books provided for that sole purpose.
  - (c) Conduct all general correspondence of the Club and keep copies of such correspondence.
  - (d) Have custody of and file all documents, records, reports and communications connected with the affairs of the Club and bring them before the Club Committee.
  - (e) Give notice of all meetings and send to all Club Committee Members copies of the Minutes of all Club Committee meetings and resolutions.
  - (f) Co-operate with the Treasurer in notifying each Member of his/her liability for Club fees and levies and in the collection of the same.
- 17.2 Under the direction and authority of the Club Committee the Membership Secretary shall:
- (a) Maintain an up-to-date Register of all Club Members, their names, postal addresses, e-mail addresses and telephone numbers and dates of effective election.
  - (b) Notify each new Member of his/her election.
  - (c) Notify any Member of any disciplinary action taken against him/her pursuant to these Rules and furnish any Member on his/her request with a copy of the Rules and/or By-laws.
  - (d) Co-ordinate with the Safety Officer periodic boat safety checks as determined by the Club Committee;
  - (e) co-operate with and assist the Secretary in the execution of his/her functions as may be mutually agreed upon between them and as may be approved by the Club Committee.

- (f) In the absence of the Secretary, deputise for him/her and in so doing shall have the same functions and responsibilities as the Secretary.

## **18. DUTIES OF THE TREASURER**

18.1 Under the direction and authority of the Club Committee the Treasurer shall:

- (a) Keep the books and accounts of the Club.
- (b) Collect and receive all monies due to the Club, paying them as soon as practicable into the account of the Club with a bank, keeping a correct account of such receipts in a book provided for that purpose.
- (c) Pay all accounts due by the Club when authorised to do so by the Club Committee, keeping a correct account of such payments in a book provided for that purpose. Unless otherwise directed by the Club Committee, all payments except for amounts not exceeding **FIFTY DOLLARS** (\$50.00) shall be made by cheque or electronic transfer.
- (d) Have custody of all funds of the Club and shall keep accounts of the same in such manner as will at any time clearly disclose the true financial position of the Club.
- (e) Present to each meeting of the Club Committee, but not more frequently than at monthly intervals unless specifically requested to do so by the Club Committee, bank statements and an up-to-date report on Club finances.
- (f) Prepare a Balance Sheet and a Statement of Income and Expenditure covering the fiscal year of the Club and present the same to the Club Committee prior to the Annual General Meeting. These Annual Accounts shall be reviewed and thereafter circulated to all Members of the Club prior to the Annual General Meeting.

## **19. DUTIES OF SAFETY OFFICER**

19.1 Under the directions and authority of the Club Committee the Safety Officer shall:

- (a) Undertake or co-ordinate periodic boat safety checks for Members and Applicant Members;
- (b) Co-ordinate with the Membership Secretary the notification of required safety checks and record of compliance;
- (c) Undertake and co-ordinate tractor driving training and the maintenance of the tractor usage register.

## **20. DUTIES OF THE TRACTOR MANAGER**

20.1 Under the general direction of the Club Committee the Tractor Officer shall:

- (a) Organise the regular maintenance, fuelling and up-keep of the tractors;
- (b) Maintain the registration of the tractors.

## **21. REVIEW ENGAGEMENT**

21.1 There shall be a Reviewer who shall:

- (a) be a member of the New Zealand Institute of Chartered Accountants and who may or may not be a Member of the Club but who shall not be a member of the Club Committee;
- (b) Be appointed annually at the Annual General Meeting. The Club Committee shall have the power to fill any temporary vacancy in the office of Reviewer for the balance of the fiscal year remaining;
- (c) The Reviewer shall review the Annual Accounts of the Club and provide a report to the Club Committee at least fourteen (14) days prior to the Annual General Meeting and he/she shall have the power to call at any time for the production of all books, papers, accounts, receipts, bank statements and documents relating to the affairs of the Club;

21.2 The Club Committee shall have the power to arrange for a special review at any time should it be deemed desirable to do so.

**22. REGISTERED OFFICE**

22.1 The Registered Office of the Club shall be at such place as the Club Committee from time to time determines and the Club Committee shall notify the Registrar of Incorporated Societies accordingly.

**23. CONTROL AND INVESTMENT OF CLUB FUNDS**

23.1 The funds of the Club shall be under the control of the Club Committee and all funds shall be dispersed only under the direction of the Club Committee.

23.2 The Club Committee shall open and maintain an account or accounts at any trading or savings bank or banks as it shall deem fit and shall from time to time decide the manner in which such accounts shall be operated.

23.3 All monies received by the Club shall be deposited in the Club bank account or accounts.

23.4 No monies shall be expended or liabilities incurred by any person save pursuant to a resolution of the Club Committee.

23.5 The Club Committee shall have the power to invest to best advantage any monies not needed for the purposes of the Club in investments authorised by law for the investment of trust funds.

23.6 All monies received by way of gifts, bequests and/or donations by the Club, unless otherwise specified by the donor, shall be under the control and direction of the Club Committee and may be applied as that Club Committee deems appropriate

23.7 The Club Committee shall establish a Reserve Fund or Funds with the general intention that such Fund or Funds shall be used for the acquisition or replacement of capital assets. To the extent the general Club Finances permit the Club in Annual General Meeting shall each year allocate an amount or amounts to such Fund or Funds. Notwithstanding Rule 23.1 of this Rule, such Reserve Fund or Funds shall be used only for such purpose or purposes as shall be approved by a majority of three-fourths (3/4<sup>ths</sup>), of the Members personally present at any General Meeting.

23.8 All cheques and electronic bank transfers shall have two signatures. The two signatories shall be the Treasurer and the Secretary, if two different people, or the Treasurer and one other member of the Club Committee duly appointed for that purpose or the Secretary and one other member of the Club Committee duly appointed for that purpose.



**24. BUDGET**

24.1 The Club Committee shall submit to Members at each Annual General Meeting a Budget of proposed expenditure covering the total anticipated expenditure for the ensuing fiscal year. The proposed Budget may be considered and adopted with or without amendment by the Annual General Meeting.

**25. CONTRACTS**

25.1 All works, erection of buildings, formation of ramps, jetties, reclamation or marinas, any works in and around any piece of land that is occupied by the Club or the purchase of any vessel, vehicle, machinery or equipment the cost of which exceeds Three Thousand Dollars (\$3,000.00) plus GST in any one contract shall be the subject of a resolution passed at a properly constituted General Meeting and all such contracts shall be executed under the Common Seal of the Club.

**26. FISCAL YEAR**

26.1 The fiscal year of the Club shall commence on the first day of June and end on the thirty-first day of May in each year.

26.2 All annual Club fees and levies shall be due and payable as from the first day of October in each year.

**27. EXECUTION OF DOCUMENTS**

27.1 The Common Seal of the Club, if any, shall be kept at the registered office.

27.2 Documents shall be executed for the Club pursuant to a resolution of the Club Committee:

- (a) If required under Section 15(1) of the Incorporated Societies Act 1908 to be executed under seal then by affixing the Common Seal and witnessed by the Commodore, a Vice-Commodore or the Secretary and countersigned by some other member of the Club Committee, or
- (b) If not required to be executed under seal then by the Commodore, the Vice-Commodore or the Secretary and one other member of the Club Committee signing on behalf of the Club.

**28. GENERAL MEETINGS**

- 28.1 The Annual General Meeting shall be held no later than 31 July in each year at a time and place fixed by the Club Committee.
- 28.2 All General Meetings that are not the Annual General Meeting shall be Special General Meetings.
- 28.3 Special General Meetings may be called by the Club Committee or by written requisition to the Secretary signed by not less than one-fifth (1/5<sup>th</sup>) of the Ordinary Members entitled to vote specifying the business of the meeting. The Special General Meetings may only consider and decide upon the matters of which notice has been given in the notice of meeting (amending resolutions being allowed) and nothing else.
- 28.4 The Secretary shall give at least fourteen clear days written notice of the business to be conducted at all General Meetings (including in the case of Annual General Meetings copies of the Commodore's Annual Report, Financial and any other Reports, notice of motion and notice of any remits and the Club Committee's recommendations in respect thereof under Rule 28.13) by circulation to all Members by post and/or by e-mail at the Members address registered with the Club, and any one of:
- (a) notice embodied in any issue of the Club Newsletter; or
  - (b) display in any Club rooms habitually used by the Club; or
  - (c) notification in the public notices column of a local daily newspaper,
- and the failure for any reason of any Member to receive or read such notice shall not invalidate the meeting or its proceedings.
- 28.5 General Meetings may be attended by all Members of whatever class of membership and those Members can speak thereat, but only paid up Ordinary Members and Life Members are entitled to vote.
- 28.6 No proxy voting shall be permitted.
- 28.7 The quorum for General Meetings shall be one-fifth (1/5<sup>th</sup>) of the Members entitled to vote. If within half an hour from the time appointed for the Meeting a quorum is not present, it shall stand adjourned to the same day in the next week at the same time and place, and at that adjourned Meeting the quorum shall be one-fifth (1/5<sup>th</sup>) of the Members entitled to vote or 12 Members entitled to vote whichever is the lesser. If the meeting was

convened by requisition of Members and a quorum is not present at the adjourned meeting the meeting shall lapse. For the purpose of counting a quorum Family Ordinary Members entitled to vote should count as one person present without regard to how many Family Ordinary Members are present.

- 28.8 All General Meetings shall be chaired by the Commodore or in the Commodore's absence by the Vice Commodore or in the absence of both of them by some other Club Committee Member elected for the purpose by the Meeting. The Chairperson shall not have a deliberative or casting vote. The Chairperson may appoint a person whether or not a Member to advise the Chairperson on meeting procedure.
- 28.9 Voting at General Meetings shall be by show of hands or, on demand of the Chairperson or of five (5) Members present and having voting rights, by secret ballot. Members having voting rights are:
- (a) Individual Ordinary Members.
  - (b) One Member of a Family Ordinary Membership. If more than one Member of a Family Ordinary Membership votes then all votes cast by Members of that Family Ordinary Membership shall be treated as invalid. If two Life Members are in one family thereby entitling two votes for that Family Ordinary Membership then if more than two Members of that Family Ordinary Membership vote then all votes cast by that Family Ordinary Membership shall be treated as invalid.
  - (c) Social Ordinary Members.
  - (d) Subject to Rules 5.5(d) and 28.9(b) Life Members.
- 28.10 A ballot shall be mandatory in the case of a meeting called to deal with disciplinary matters under Rule 9.4.
- 28.11 A simple majority of Members present who have the right to vote shall decide all questions except where matters are governed by Rule 5.5 (Life Members), Rule 4.1(a) (Borrowing Powers), Rule 13.4 (to stay or reverse a Club Committee decision), Rule 23.7 (reserve funds), Rule 31 (Alteration of Rules) in which case a majority of three-fourths (3/4<sup>ths</sup>) of those present and entitled to vote shall be required.
- 28.12 The business of the Annual General Meeting shall be:
- (a) Minutes of previous General Meeting(s).

- (b) Annual and Financial Reports.
- (c) Election of Officers.
- (d) Election of Club Committee Members.
- (e) Appointment of the Reviewer.
- (f) Appointment of the Honorary Solicitor.
- (g) Remits and Motions of which notice has been given.
- (h) Proposed Budget.
- (i) Fixing of Joining Fee, Annual Fees, other fees and Levies.
- (j) General business.

28.13 Any Member having voting rights wishing to give notice of any remit for consideration at the Annual General Meeting shall forward written notice of the same to the Secretary not less than one calendar month before the date of the meeting. The Club Committee may consider all such remits and provide recommendations to Members in respect thereof.

## **29. DELEGATES**

- 29.1 Where the Club is entitled or required to appoint delegates to represent the Club on any outside organisation or body, then such appointments shall be made by the Club Committee.
- 29.2 The Club Committee shall instruct delegates as to the Club attitude toward any remits set down for consideration at meetings of the said outside organisation or body.

## **30. BY-LAWS**

- 30.1 The Club Committee shall have the power to make, alter or rescind By-laws not inconsistent with these Rules for the management of the Club, governing or providing for the use of Club premises or property by Members, the conduct and behaviour of Members, minimum safety standards for Members' boats and use of Club equipment, the keeping of accounts, employment remuneration and duties of staff, visitors, or any other matter relating to the affairs of the Club.

- 30.2 Any By-laws made hereunder shall be recorded in a book kept for that purpose and notice of such By-laws shall from time to time be published in the Club bulletin. Any Member shall on request be supplied with a copy of such By-laws

### **31. ALTERATION OF RULES**

- 31.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a three-fourths (3/4<sup>ths</sup>) majority of those Members present and entitled to vote.
- 31.2 Any proposed motion to amend or replace these Rules shall have been given to each Member with the notice of meeting at which the motion is to be considered, and be accompanied by a written explanation of the reasons for the proposal. Only the alterations as notified (subject to amending resolution at that meeting) to Members shall be considered.
- 31.3 No addition to or alteration of Rule 33 shall be made without first consulting IRD and if required obtaining IRD approval.

### **32. INDEMNITY**

- 32.1 The Club Committee and each of them shall be fully indemnified by the Club and the Club Committee may take out insurance in respect of any act or omission on any Club Committee Member's part in their capacity as a Club Committee Member, or costs incurred by that Club Committee Member in defending or settling any claim or proceeding relating to any such liability or any costs incurred by that Club Committee Member in defending any criminal proceedings that have been brought against any Club Committee Member in relation to any act or omission in his/her capacity as a Club Committee Member and in which he/she is acquitted.

### **33. WINDING UP**

- 33.1 The Club shall not be dissolved unless a motion to that effect has been passed by a majority of the Members present and entitled to vote at a Special General Meeting convened for that purpose and otherwise in accordance with the provisions of the Incorporated Societies Act 1908 and its amendments.
- 33.2 Upon dissolution any surplus assets remaining after the settlement of all liabilities shall be disposed of to such trustees, club, institution or organisation for the benefit and advancement of any organisation having similar objects to this Club or to such recognised charitable institution as

the Special General Meeting may decide or subject to Rule 33.3 be disposed of in such other manner as the meeting shall decide.

33.3 No part of the surplus assets remaining on dissolution shall be available for the benefit of any Member of the Club.

**34. REGISTERED OFFICE**

34.1 The location of the Registered Office of the Club shall, from time to time, be determined by the Club Committee which shall notify the Registrar of Incorporated Societies accordingly.

**35. NOTICES**

35.1 Unless provided otherwise in these Rules notices may be given by hand delivery, post or e-mail delivered or sent to the last known street, postal or e-mail address that the Member has notified (in writing) to the Membership Secretary, and shall be deemed received in the case of:

- (a) hand delivery, when delivered; and
- (b) post, two days after being posted; and
- (c) e-mail, when the sender receives an acknowledgement or receipt confirming the successful transmission of the e-mail.

35.2 For Ordinary Family Membership only one notice needs to be sent to the address provided to the Membership Secretary.