

2011 Version

CONSTITUTION

OF

TAURANGA YACHT AND POWER BOAT CLUB (INC)

Certified to be a true copy of the
Constitution and Rules of the **TAURANGA
YACHT AND POWER BOAT CLUB (INC)**
adopted at a Special General Meeting of
the Club on 22nd June 2004.

M D M Batchelor
Honorary Solicitor

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Constitution

1. INTERPRETATION AND DEFINITIONS

1.1 In this Constitution unless the context otherwise requires:

"Club" Means the incorporated society constituted by this instrument.

"Clubhouse" Means and includes any buildings from time to time occupied by the Club and their immediate environs including associated buildings, facilities, parking and general recreation areas.

"Constitution" Means this Constitution of the Club as amended from time to time.

"Division" means one or other of the Divisions of the Club declared by the General Committee under clause 11.1 of this Constitution.

"financial member" means a member of the Club whose entrance fee, current annual membership fees and any other sums due to the Club have been paid. It also includes life members and perpetual members.

"major transaction" means any transaction in which the liability of the Club may exceed such amount as is from time to time fixed by the General Committee under clause 8.3.

"member" means a person who is entered in the register of members under clause 15.g.ii. of this Constitution.

"writing" and "written" includes facsimile and e-mail transmissions.

1.2 Words importing the singular number also include the plural number and vice versa and words importing one gender include other genders.

2. **NAME**

- 2.1 The name of the Club shall be **Tauranga Yacht and Power Boat Club Incorporated.**

3. **REGISTERED OFFICE AND PLACE OF BUSINESS**

- 3.1 The registered office and place of business of the Club shall be at the Tauranga Yacht & Power Boat Club, Keith Allen Drive, Sulphur Point, Tauranga, or at such other place as the General Committee may from time to time resolve.

4. **OBJECTS**

- 4.1 The objects of the Club are:
- a. **the encouragement and practice of sailing including racing and recreational sailing.**
 - b. **the instruction and training of persons of all ages in the skills and practices of sailing including all aspects of safe sailing and water safety generally.**
 - c. **to create opportunities for all participants to reach high levels of skills and performance.**
 - d. **to encourage and develop participation in all aspects of the club's activities.**
 - e. **to generate appreciation and respect of the marine and coastal environment and other natural resources of New Zealand.**
 - f. **to encourage and assist members in national and international competition.**
 - g. **to participate and assist members in national and international competition.**
 - h. **to maintain and protect the interests of the P Class yacht as a cornerstone of New Zealand sailing and to administer the rules relating to the design, instruction, sailing and racing of that class of yacht.**
 - i. **to support any charity or appeal approved by the General Committee and to undertake and execute any trusts which may seem to the Club conducive to any of its objects.**

- j. **to affiliate with any other society, club, association or federation whether incorporated or not the objects of which are wholly or in part similar to or consistent with those of the Club and otherwise to co-operate with any such body.**
- k. **to establish, promote and administer codes of behaviour applicable to members.**
- l. **to organise and manage local, provincial, national and international competition events in which participants may compete for trophies and prizes other than monetary prizes.**
- m. **to make rules directed to the attainment of any of the above objects.**

(Whole of Clause 4 : Amendment Special GM 30.3.11)

5. POWERS

5.1 To further the above objects, the Club shall have power:

- a. To build, purchase, lease, exchange, hire or otherwise acquire any real and personal property, rights and privileges which the Club may think appropriate for the purposes of the Club and, in particular, to provide and maintain any grid, skid or slipway, berths or anchorages, wharfs, jetties, launching ramp or other related facilities and to sell or exchange such above described assets with power to erect, alter, re-furbish and pull down buildings and again rebuild.
- b. To borrow or raise and give security for money required for the purposes of the Club by mortgage or charge upon all or any part of the property of the Club with or without security and upon such terms as to priority or otherwise as the Club may think fit.
- c. To invest and deal with the funds of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the General Committee.
- d. To sell, improve, manage, develop, lease, mortgage, dispose of land and buildings and/or existing Club premises, turn to account or otherwise deal with the whole or any part of the property or undertaking of the Club for any consideration the Club may see fit to accept.
- e. To hire, engage, instruct, retain and employ persons considered necessary for the purposes of the Club and to pay them and other persons in return for

services rendered to the Club, salaries, wages, allowances, gratuities, fees or other reward.

- f. To apply for, obtain, renew and keep in force licences as may be required under the Sale of Liquor Act 1989 and under the Gaming and Lotteries Act 1997 or any statutes to the same or similar effect.
- g. To do all other lawful things incidental to any of the above objects.
- h. To employ the funds of the Club for the best interests of the Club as determined from time to time in accordance with this Constitution.

5.2 In the interpretation of clauses 4.1 and 5.1, the meaning of any of the Club's objects or powers shall not be restricted by the reference to any other objects or powers or by the juxtaposition of two or more objects or powers and in the event of any ambiguity, this clause shall be construed in such a way as to widen and not to restrict the objects and powers of the Club.

5.3 The funds and property of the Club shall be devoted solely to the objects specified in clause 4.1 and no pecuniary gain shall be derived by any member of the Club from the operations or property of the Club, except as an employee or officer in receipt of a salary or honorarium. A member may undertake and be paid for work contracted for by the General Committee or the Executive Committee or the Club.

6. CLUB YEARS

6.1 Financial Year

- a. The Club financial year shall run from 1 May in each year until 30 April in the following year and the Club's annual financial accounts shall cover the same period.
- b. At the beginning of each financial year and at such other times as the General Committee decides, the General Committee shall fix a sum denoting a major transaction for the purposes of clause 8.3c.

6.2 Membership Year

The Club membership year shall run from 1 September in each year until 31 August in the following year.

7. **STRUCTURE OF THE CLUB**

- 7.1 There shall be a General Committee having overall responsibility for the good order and governance of the Club in accordance with this Constitution and the wishes of the members as from time to time expressed in resolutions of general meetings of the Club or the Divisions.
- 7.2 There shall be an Executive Committee having responsibility for the day to day administration of the Club and reporting to the General Committee.
- 7.3 The Club shall be organised in such Divisions of members with similar interests as the General Committee may from time to time decide to establish.
- 7.4 There shall be a Race Committee as provided in clause 12.

8. **GENERAL COMMITTEE**

- 8.1 The General Committee shall consist of the following:
- Flag Officers
 - Treasurer
 - Division Chairpersons
 - Clubhouse Captain
 - Assistant Clubhouse Captain
 - 3 other financial members ("Ordinary Committee Members")
- 8.2 The General Committee may from time to time as it sees fit co-opt other financial members of the Club for indefinite or fixed periods of time.
- 8.3 The General Committee shall have the following powers and functions:
- a. Supervision and review of the Executive Committee, the Race Committee, and of all Divisions, Division Committees and sub-committees, and all other committees, activities and employees of the Club.
 - b. Resolution of matters referred to it under any provision of this Constitution including applications for membership.
 - c. Financial supervision and control of the affairs of the Club but the General Committee shall not commit the Club to a major transaction without approval by a resolution passed by a majority of 2/3 of the members of the Club present in person and voting at a general meeting of the Club.

- d. To make recommendations as to classes of membership and the membership fees applicable to classes of membership.
- e. Appointment of a chartered accountant or other suitably qualified person to be the Treasurer of the Club upon such terms as the General Committee sees fit.
- f. To ensure that procedures for awarding of life membership have been properly followed and to recommend the award to a general meeting of the Club.
- g. To consider any recommendation of a Disciplinary Committee under clause 22 for suspension or expulsion of a member or for payment by a member of a fine or sum of money by way of recompense for loss or damage to Club property. The General Committee may decline, confirm or vary such recommendation and subject to clause 23, its decision shall be final.
- h. Employment of a Club Manager (who may also be the Club Secretary) upon such terms and conditions as the General Committee sees fit.
- i. On the recommendation of the Club Manager or other responsible officers to make rules governing the use of the Clubhouse and the conduct of members whilst attending there or in the vicinity.
- j. From time to time as it sees fit, to appoint members to fill vacancies among the Club Officers (except Flag Officer) on the General Committee or on the Executive Committee, or as additional members on the Executive Committee.
- k. All such other powers and functions not contrary to this Constitution as the General Committee may in its discretion consider requisite for the achievement of the objects of the Club and for the benefit and purposes of the Club.
- l. At the discretion of the committee, to appoint a Club Secretary, a Club Auditor and a Club Solicitor.

8.4 Rules made by the General Committee under clause 8.3h. shall be prominently displayed in the Clubhouse.

9. EXECUTIVE COMMITTEE

9.1 The Executive Committee shall consist of the following:

- a. Flag Officers.

- b. Treasurer
 - c. Club Manager.
 - d. Any other members appointed by the General Committee under clause 8.3j. or co-opted under clause 9.5.
- 9.2 The Executive Committee shall have and exercise on a day to day basis control and management of the Club and its affairs and shall have the following powers and functions subject to the supervision of the General Committee:
- a. Financial management of the Club and supervision of Divisions.
 - b. Asset management.
 - c. Staff employment (except Club Manager).
 - d. Health and safety issues.
 - e. Discipline of members.
 - f. Preparation of an annual financial plan and annual financial accounts, proposals for annual fees and membership fees and presentation to the General Committee for approval and recommendation to the annual meeting of the Club.
 - g. All such other powers and functions as are required for the purpose of carrying out its responsibilities of day to day management or as may be delegated to it by the General Committee.
- 9.3 The Executive Committee shall not incur expenditure exceeding such amount as the General Committee shall from time to time approve notwithstanding that any such expenditure may have been provided for in an approved annual financial plan or budget.
- 9.4 The Executive Committee shall hear and decide any dispute relating to the operation of the Club (excluding yacht racing protests). The Executive Committee's decision shall be final unless the Executive Committee at the request of a party to the dispute refers the matter to the General Committee in which case the General Committee's decision shall be final.
- 9.5 The Executive Committee may at its discretion from time to time co-opt additional permanent or temporary members and fill vacancies in its membership.

10. PROVISIONS RELATING TO GENERAL COMMITTEE AND EXECUTIVE COMMITTEE

10.1 Proceedings

- a. The General Committee and the Executive Committee may, subject to this Constitution, conduct their business as they see fit.
- b. The General Committee shall meet not less than 11 times in each financial year of the Club and at other times as necessary for the conduct of its business.
- c. The Executive Committee shall meet as necessary for the conduct of its business.
- d. A meeting of the General Committee shall be convened by the Club Secretary within 3 days after receipt of a requisition signed by at least 3 members of the General Committee or upon request by the Executive Committee or a Division Committee.
- e. Each member of the General Committee and each member of the Executive Committee shall have 1 vote at meetings of such committees.
- f. In the absence of unanimity, every question to be decided at meetings of the General Committee or the Executive Committee shall be decided by a majority of votes of committee members present.
- g. The Commodore shall be the chairperson of the General Committee and of the Executive Committee and shall have a deliberative vote and a casting vote at meetings of each of these Committees.
- h. The General Committee and the Executive Committee may create and disband sub-committees of their members as they see fit and may co-opt other financial members of the Club to such sub-committees.

10.2 Quorum

- a. The quorum for a meeting of the General Committee shall be a Flag Officer and not less than 5 other members of the Committee present throughout the meeting.
- b. The quorum for a meeting of the Executive Committee shall be a Flag Officer and not less than 2 members of the committee present throughout the meeting.

10.3 Vacancies

- a. Any member of the General Committee or of the Executive Committee (including Flag Officers) shall be deemed to have vacated office if such member is removed from office by a resolution of the General Committee to the effect that such member's membership of the General Committee is not in the best interest of the Club, such resolution to be passed by a 3/4 majority of the whole committee or by a resolution of a general meeting of the Club convened for that purpose, or if such member:
 - i. Is absent from 4 consecutive meetings without leave of the relevant committee.
 - ii. Resigns office by written notice.
 - iii. Dies.
 - iv. Ceases to be a financial member of the Club.
- b. Vacancies on the General Committee shall be filled by appointment by the General Committee and the appointee shall hold office for the balance of the term of the member vacating. It shall not be necessary for the appointment to be ratified by the Club.

10.4 Indemnity

In the event that any General Committee or Executive Committee member acting with due authority incurs any personal liability on behalf of the Club that member shall be indemnified by the Club.

11. DIVISIONS

11.1 Divisions Declared by General Committee

The Club shall have such Divisions as are declared from time to time by the General Committee.

11.2 Division Chairperson and Committees

- a. Division Chairpersons and Division Committees shall be elected annually by their respective Divisions as provided in clause 11.3 of this Constitution.
- b. Each Division:

- i. Shall have a Division Committee to administer the affairs of that Division and, subject to this Constitution, the Division Committees may conduct their business as they see fit.
 - ii. May decide the number of members of the Division Committee.
- c. The Flag Officers and the Treasurer shall be ex officio members of the Division Committees and sub-committees and entitled to attend and address all meetings of such committees and sub-committees.
- d. Division Committees may fill vacancies, appoint sub-committees and chairpersons of such sub-committees or co-opt further members as they see fit.
- e. In the event that a representative of the Division is not appointed under clause 11.3a., a Division Committee may do so.

11.3 **Division General Meeting**

- a. Each Division shall hold a general meeting in each year before the annual meeting of the Club to elect the Division Chairperson and committees who shall take office immediately after the following annual meeting of the Club and to appoint a member of the Race Committee.
- b. Only financial members of the Club shall be eligible for election as Division Chairpersons or as members of a Division Committee or sub-committee.

11.4 **Dissolution of Division Committee**

- a. Where it appears to the General Committee that a Division Committee is not functioning properly or is otherwise not proceeding in the best interests of the Club, such Division Committee may be dissolved by a resolution of the General Committee moved by the Commodore and seconded by the Vice-Commodore passed by a 2/3 majority of the members of the General Committee present at the meeting.
- b. Upon the passing of such resolution, the chairperson of the Division concerned shall be deemed to have resigned from that position and as a member of the General Committee.
- c. The Commodore shall immediately assume responsibility for the administration of the affairs of the Division and as soon as reasonably

practicable shall convene a general meeting of the Division for the purpose of electing a new chairperson and Division Committee.

- d. The previous chairperson of the Division shall be eligible for re-election.

12. RACE COMMITTEE

- 12.1 A Race Committee shall be appointed annually.
- 12.2 The Race Committee shall consist of a chairperson **appointed** by the General Committee and a representative of each Division appointed under clause 11.2e. or 11.3a. as the case may be. **(Amendment AGM 24.6.08)**
- 12.3 Subject to the General Committee's powers under clause 8.3, the Race Committee shall be responsible for the efficient and timely conduct of racing. It may delegate as it sees fit to Division Committees and sub-committees.
- 12.4 The functions of the Race Committee shall include (but without limitation) the following:
- a. Production and distribution amongst members of an annual events calendar.
 - b. Preparation and publication of Notices of Races and Sailing Instructions as required by Yachting New Zealand rules.
 - c. Race management including fixing and receipt of entry fees, provision of tower and patrol boat personnel.
 - d. Recording, collating and publishing race results.
 - e. Organisation of post-race functions including prize-giving.
- 12.5 The General Committee may appoint members to the Race Committee either additional to those appointed above or to fill vacancies as it sees fit.
- 12.6 The Race Committee shall be responsible to the General Committee but otherwise shall conduct its proceedings as it sees fit **and may co-opt additional members from time to time. (Amendment AGM 24.6.08.)**

13. MEMBERSHIP

13.1 Applications for membership

- a. Applications for membership shall be made to the Club Manager in writing signed by the applicant. The application shall specify the class of membership applied for and otherwise shall be in such form as the General Committee from time to time prescribes including a declaration by the applicant that he or she will abide by the Constitution and rules of the Club. The applicant shall also consent to the Club holding and using the information

contained in the application form in accordance with the Privacy 1993 Act for the purposes of the Club and the sport of yachting generally.

- b. Applications for membership shall be proposed and seconded by 2 financial members each having not less than 6 months membership.
- c. The entrance fee and the appropriate annual membership fee must accompany every application before it may be considered by the General Committee. In the event of the application being declined, the entrance and membership fees shall be refunded.
- d. The name of the applicant, together with the names of his or her proposer and seconder, shall be posted on the Club's notice board not less than 2 weeks prior to the General Committee meeting at which the application is to be considered.
- e. Following approval of membership by the General Committee, the Club Manager shall enter the new member in the membership register. The new member shall immediately upon being entered in the membership register become bound by this Constitution and the rules of the Club.
- f. Every new member shall be immediately notified by the Club Manager when their application has been accepted.
- g. A decision by the General Committee to approve or not to approve an application for membership shall be final.

13.2 **Classes of Membership**

Members shall hold one of the following classes of membership:

Life

Perpetual

Ordinary

Family

Corporate (Amendment AGM 24/6/08.)

Junior

Senior Citizen

Social

Honorary

Any other as determined from time to time by the Club in general meeting.

13.3 Life Membership

The following provisions apply to Life Membership:

- a. Upon the recommendation of the General Committee, life membership of the Club may be conferred by a resolution passed at a general meeting of the Club by a 3/4 majority of the members present and voting.
- b. Life members shall be entitled to all privileges of the Club.
- c. At the discretion of the General Committee, life members may be charged an annual levy imposed by Yachting New Zealand in respect of their membership.

13.4 Perpetual Membership

The following provisions apply to Perpetual Membership:

- a. Members holding perpetual membership are entitled to all privileges of the Club and to retain such status but no further memberships of this nature shall be created without the approval of a resolution of the Club at a general meeting.
- b. At the discretion of the General Committee, perpetual members may be charged an annual levy imposed by Yachting New Zealand in respect of their membership.

13.5 Ordinary Membership

- a. Ordinary membership may be granted by the General Committee to any person upon application under clause 13.1.
- b. Ordinary members who are financial members may participate in all activities of the Club.

13.6 Family Membership

- a. Family Membership may be granted in accordance with clause 13.1 and this clause by the General Committee where it is satisfied that the application is made on behalf of a bona fide family group. Family Membership may be withdrawn by the General Committee at any time for sufficient cause.

- b. Family Membership shall not include children who are not otherwise eligible for junior membership.
- c. Except as provided in sub-paragraph d., Family Membership shall entitle each person in the relevant family group to the benefits of financial membership and each such person shall be bound by this Constitution and the rules of the Club.
- d. At a general meeting of the Club or a Division, not more than 2 votes may be exercised on behalf of a family membership in accordance with clause 17.3.d.iii.

13.7 Corporate Membership (Amendment AGM 24/6/08)

- (a) Corporate membership may be granted by the General Committee to any company or other corporate body upon application under clause 13.1. Corporate membership may be withdrawn at any time for sufficient cause.**
- (b) Directors or other principal officers but not exceeding 3 in number, may participate in all activities of the Club as if they held ordinary membership and each such director or principal officer shall be bound by the Constitution and the Rules of the Club.**
- (c) The corporate member shall advise the Club as to the identity of those persons entitled to the benefit of such corporate membership and shall immediately advise any appropriate changes.**
- (d) At a general meeting of the Club or a Division only 1 vote may be exercised on behalf of a corporate member in accordance with clause 17.3(d) (iv).**
- (e) Notwithstanding clause 20 the annual membership fees for corporate memberships shall be set by the General Committee in each case.**

13.8 Junior Membership

Junior membership may be granted in accordance with clause 13.1. Only persons under 19 years of age on 1 May in the year of application or bona fide students up to 21 years of age or older at the discretion of the General Committee shall be eligible for junior membership. Junior members shall not vote at any general meeting of the Club or a Division.

13.9 Senior Citizen Membership

Senior Citizen membership may be granted to any member of the Club who, having attained the age of 65 years and confirming this with the Club Manager, shall pay an annual membership fee to be fixed at the annual meeting of the Club. In the case of family membership, the reduced annual membership fee will apply where the person in whose name the family membership is held attains the age of 65 years.

13.10 Social Membership

- a. The General Committee may grant social membership upon application under clause 13.1.
- b. Social members may take part in any activity of the Club except racing or any other activity governed by Yachting New Zealand rules.
- c. Social members shall not be eligible for election as officers of the Club.
- d. Social members shall not vote at any general meeting of the Club or a Division.

13.11 Honorary Members

Financial members may introduce visitors and, on application to the Executive Committee, such visitors may be made honorary members for a period not exceeding 1 month. The period of honorary membership may be extended by the Executive Committee from time to time. The granting of honorary membership shall be reported to the next General Committee meeting. Honorary members will not be entitled to hold any elected office or to nominate other persons for membership or to vote at any general meeting of the Club or of a Division.

13.12 Visitors

- a. Subject to such rules as may from time to time apply, financial members may introduce occasional visitors. Every visitor shall be the guest of and at all times whilst on the Club's premises shall be accompanied by the introducing

member. No person shall be introduced as a visitor who has been refused membership or expelled from membership of the Club or any affiliated club.

- b. All persons visiting the Club under this clause must sign the Club's visitor's book immediately upon entering the Clubhouse.

13.13 **Discretion of General Committee**

- a. The General Committee shall have an absolute discretion regarding the granting of any class of membership and need not give reasons for declining any application.
- b. The General Committee may recommend that an applicant apply under a different class of membership.
- c. The decision of the General Committee on any application shall be final.

13.14 **Leave of Absence**

Leave of absence may be granted by the General Committee to any financial member upon written request giving reasons. Leave of absence will excuse the member from payment of annual fees but leave of absence shall not be granted for a period exceeding 2 years. At the end of the period granted, the member concerned may pay the current annual membership fee (or proportion thereof as provided in clause 21) and shall thereafter be a financial member of the Club. A member to whom leave of absence has been granted shall not be entitled to the use of the Clubhouse or its facilities and is disqualified from voting and from taking part in any Club activity during the period of leave of absence and until again becoming a financial member.

13.15 **Resignations**

Any member may resign by giving the Club Manager written notice to that effect and every such notice shall, unless otherwise expressed, take effect from the date on which it is given. No such resignation shall release any member from liability for payment of membership fees to the end of the then current financial year or any other money owing to the Club at the date of such resignation.

14. **OFFICERS OF THE CLUB**

- 14.1 The Club Officers are as follows:

a. **Patron(s) -**

Members at the annual meeting of the Club may, upon recommendation of the General Committee, approve the appointment of a Patron. A Patron shall hold office until the Club in the same manner decides to appoint some other person in his or her place.

b. **Flag Officers - (Amendment AGM 24.6.08.)**

The Club shall have the following Flag Officers:

- Commodore
- Vice-Commodore
- **Not more than 2 Rear Commodores**
- Immediate Past Commodore

c. **Treasurer**

d. **Club Manager**

e. **Clubhouse Captain and Assistant**

f. **Division Chairpersons**

15. **DUTIES, POWERS & FUNCTIONS OF OFFICERS OF THE CLUB**

15.1 The officers of the Club shall (without limitation) have the following duties, powers and functions:

a. **Commodore**

The Commodore shall be the senior officer of the Club and the chairperson of the Executive and General Committees and of annual and general meetings of the Club. The Commodore shall represent the Club on all official occasions. The Commodore shall be solely responsible for media relationships of the Club but may delegate this function from time to time to another Flag Officer or to the Club Manager or the chairperson of any Division or the Chairperson of the Race Committee. The Commodore shall have all appropriate powers and authorities in that office subject to the rules of the International Sailing Federation and Yachting New Zealand.

b. **Vice-Commodore**

The Vice-Commodore shall assist the Commodore in the discharge of the Commodore's duties and in the absence of the Commodore shall act in that office. The Vice-Commodore shall have responsibility for managing all sponsorships and for maintaining sponsor relationships for all Divisions and the making of recommendations to the General Committee for the allocation of sponsorship funding.

c. **Rear Commodores**

The Rear Commodores shall assist the Commodore and Vice-Commodore and, in their absence, act in their stead. The Rear Commodores shall have responsibility for arranging and management of the racing activity of the Club through the Race Committee unless some other Flag Officer is appointed to act as Chairperson of the Race Committee.

d. **Immediate-Past Commodore**

The Immediate-Past Commodore shall be available to other Flag Officers and the General and Executive Committees in an advisory capacity and where no other flag officer is available shall act as the senior Club officer.

e. **Treasurer**

The Treasurer shall:

- i. Control and supervise the management of the Club's funds and financial transactions.
- ii. Prepare and present to the General Committee and to the annual meeting of the Club the annual financial plan and annual financial accounts.
- iii. Supervise and report to the General Committee on the financial activities of the Divisions. The Treasurer may give directions to Divisions regarding the handling of Club funds and money.
- iv. Keep or cause to be kept accounts in such manner as will at any time clearly show the true financial position of the Club.
- v. The Treasurer shall make a report on the financial position of the Club at each General Committee meeting and shall keep the Executive

Committee fully and adequately advised as to the state of the Club's finances.

The Treasurer shall have such further duties, powers and functions as this Constitution provides or as either the General Committee or the Executive Committee may confer upon that officer.

f. **Club Manager**

The Club Manager is the executive officer of the General and Executive Committees with such powers, duties and functions as may be from time to time conferred by the General Committee or as may be necessary for that office including (but without limitation) the following:

- i. The Club Manager, under supervision of the Treasurer, shall keep correct accounts and books to record the operations and the financial affairs of the Club and the particulars usually shown in records of a like nature. All money received by the Club Manager shall be paid to the credit of the Club at such bank as the General Committee from time to time directs.
- ii. The Club Manager shall hold the Club's cheque book. All payments out of Club funds shall be authorised by the General Committee or the Executive Committee and shall be made by cheque signed by any 2 members of the Executive Committee and the Club Manager or by such other means as the General Committee may approve.
- iii. Employment and supervision of Club staff together with all necessary administrative functions.
- iv. Security of Club premises and insurance of Club assets.
- v. Management of any business or trading activity of the Club.
- vi. The Club Manager shall also be the Club Secretary unless the General Committee makes a separate appointment to that position.

g. **Club Secretary**

The duties of the Club Secretary shall include (but without limitation) the following:

- i. Recording and circulation of minutes of all proceedings of annual and general meetings of the Club, meetings of the General and Executive Committees and of any Disciplinary Committee.
- ii. Maintenance of a register of members showing the full name, last known address and membership status of each member of the Club including whether that member is a financial member and the Division or Divisions with which the member is associated.
- iii. The calling of Club, General Committee, Executive Committee and Division meetings and the publication and sending of all notices to members required to be published or sent by this Constitution.
- iv. Custody of the Common Seal of the Club and of all Club records, trophies and awards.

h. Clubhouse Captain

The Clubhouse Captain shall be in charge of the Clubhouse and responsible for maintenance of Club property in good repair and in clean and tidy condition at all times.

i. Assistant Clubhouse Captain

The Assistant Clubhouse Captain shall assist the Clubhouse Captain and deputise in the absence of that officer.

16. FLAGS

16.1 The Club and its officers shall have flags as follows:

- a. The Club flag shall be a burgee of blue and white with a red T in the inner white canton.
- b. The Commodore's flag shall be the Club flag with swallow tail.
- c. The Vice-Commodore's flag shall be the Club flag with swallow tail and a red ball in the inner canton.
- d. The Rear Commodore's flag shall be the Club flag with swallow tail and a blue ball in the inner canton.
- e. The Immediate Past Commodore's flag shall be the Club flag with swallow tail and a blue Maltese cross in the inner canton.

17. ANNUAL AND GENERAL MEETINGS

17.1 Annual Meetings of the Club

a. The annual meeting of the Club shall be held not later than 6 months after the end of the Club's financial year.

b. The business of the annual meeting of the Club shall be:

Quorum

Apologies

Minutes of previous annual meeting

Commodore's annual Report

Statement of financial position and review of previous annual financial plan

Presentation and adoption of current annual financial plan

Fixing of major transaction value

Fixing of entrance fees and membership fees

Election of Flag Officers

Election of Clubhouse Captain and Assistant Clubhouse Captain

Election of 3 Ordinary Committee Members

Announcement of Division Chairpersons

General business

17.2 General Meetings and Notice

a. A general meeting of the Club or of a Division may be called by direction of the General Committee or the Executive Committee at any time, or shall be called by the Club Secretary within 7 days after the receipt of a requisition signed by not less than 20 financial members of the Club specifying the subject to be discussed at such meeting. A Division Committee may call a general meeting of that Division at any time.

b. Notice of the annual meeting and of any general meeting of the Club or any Division specifying the business to be considered shall be sent by the Club

Secretary to all Club or Division members (as the case may be) in accordance with clause 24.

- c. No business shall be transacted at any general meeting except that of which notice has been so given.

17.3 Quorum and Voting at Annual and General Meetings

- a. The quorum for any annual or general meeting of the Club shall be 25 financial members personally present throughout the meeting. **In assessing a quorum only 1 person shall be counted in respect of each corporate membership notwithstanding that more may be present. (Amendment AGM 24.6.08)**
- b. In the event of a quorum not being present within 15 minutes of the time appointed for the meeting, the Commodore shall either declare the meeting closed or adjourn it to such place, date and time as the Commodore may decide. The Club Secretary shall give notice of the adjourned meeting to all involved. At the adjourned meeting, if a quorum is not present within 15 minutes after the time for the commencement of the meeting, then those present shall constitute a quorum and the meeting shall continue. No meeting may be adjourned more than once under this rule.
- c. At annual or general meetings of a Division, there shall be no requirement for a quorum.
- d.
 - i. Only financial members (but excluding Social, Junior or Honorary members) shall be eligible to vote at any annual or general meeting of the Club or a Division.
 - ii. Subject to clause 19.1a. and paragraph iii. following, eligible voters shall be entitled to exercise 1 vote in respect of each question to be decided by the meeting.
 - iii. Up to 2 votes may be exercised on behalf of a Family Membership provided they are separately exercised by 2 bona fide members of the relevant family group who are not Junior members and both are actually present at the meeting.
 - iv. **A corporate member shall have 1 vote to be exercised by the first named person on the list supplied under clause 13.7(c) who is present at the meeting. (Amendment AGM 24.6.08)**

- v. In the event of any dispute about voting or eligibility to vote, the ruling of the chairperson of the meeting shall be final.
- e. No proxy voting shall be allowed at any meeting of the Club or a Division.
- f. At any general meeting of the Club or a Division, all elections of officers shall be conducted by ballot. Voting on other matters shall be initially on the voices or by show of hands as the chairperson of the meeting shall decide but any 5 financial members may demand a ballot. The ballot shall be scrutinised and votes counted by 2 persons to be appointed or elected for that purpose by the meeting but in all other respects shall be conducted in the manner directed by the chairperson of the meeting.
- g. The chairperson of any annual or general meeting of the Club or a Division shall have a casting as well as a deliberative vote.
- h. No financial member shall be entitled to vote while any fine or levy due to the Club remains due and unpaid.

18. **NOMINATIONS**

- 18.1 Nominations of all candidates for election as Flag Officers, Clubhouse Captain, Assistant Clubhouse Captain or Ordinary Committee members shall be signed by 1 financial member as the person nominating the candidate and by the candidate and must be delivered to the Club Manager not less than 24 hours prior to the date of the annual meeting.
- 18.2 Retiring officers and other members of the General Committee shall not be eligible for re-election unless they have attended 2/3 of the meetings during the previous year.
- 18.3 If, at any annual or general meeting, there are insufficient nominations for any office to be filled, persons up to the number required may be elected from nominations made at the meeting.

19. **ELECTIONS**

- 19.1 Elections at a general meeting of the Club or Divisions shall take place in the following manner:
 - a. If the exact number of members required are nominated for the respective offices, they shall be declared elected by announcement at the meeting. If

more members are nominated for any office than are necessary to fill such office, the election shall be conducted by ballot.

- b. Where candidates for any position exceed the number required to fill the position(s), the candidate(s) receiving the most votes in each ballot shall be declared elected to the relevant office.
- c. Voting shall be by secret written ballot and, subject to clause 17.3d.iii., every financial member entitled to vote upon any ballot shall have 1 vote for as many candidates as there are appointments to be made or vacancies to be filled.
- d. Where 2 or more candidates receive an equal number of votes, the chairperson of the meeting shall select by lot from such candidates the successful person(s) for that position **Provided That** a Division annual or general meeting may at its discretion elect or appoint as many Division Committee members as it sees fit.
- e. A ballot paper shall be invalid if it contains votes for more than the exact number to be elected or otherwise is in breach of any provision in this Constitution. The decision of the scrutineers as to the validity of any vote shall be final.
- f. Ballot papers shall be destroyed by the scrutineers following the declaration of the results of any election.

20. **ENTRANCE FEES AND ANNUAL MEMBERSHIP FEES**

20.1 **Entrance Fees**

- a. The entrance fee to be paid by all new members of the Club shall be such sum as may be determined annually by the Club at the annual meeting on recommendation of the General Committee.
- b. The General Committee may remit or reduce any entrance fee at its discretion.

20.2 **Annual Membership Fees**

- a. Prior to the annual meeting of the Club, the General Committee shall consider and resolve on proposed annual membership fees for the different classes of membership for the next financial year of the Club.

- b. The General Committee shall take into account such matters as it sees fit including but not limited to:
 - i. The continuing financial viability of the Club.
 - ii. Other anticipated sources of income such as trading income, sponsorships, donations, special events and regattas.
 - iii. Views expressed by Division Committees as to the level of annual membership fees for different classes of membership.
 - iv. The reasons for the creation of different classes of membership.
 - v. The relative use of Club facilities, services and activities by the different classes of membership.

20.3 The General Committee shall make a recommendation to the annual meeting of the Club as to the annual membership fees to be paid in respect of each class of membership.

20.4 a. The annual membership fees for the next membership year shall be fixed by the annual meeting of the Club and shall be due for payment on the first day of that membership year.

b. The General Committee may, at its discretion, strike off the register of members the name of any member whose membership fee has not been paid in full within 3 calendar months after the due date or who has not made and kept other arrangements for payment with the Club Manager. Any such member shall remain liable to the Club for the unpaid membership fee. The General Committee may however reinstate such person upon receipt of payment of the amount due.

c. No yacht shall be eligible to represent the Club in any regatta or race unless the skipper is a financial member of the Club.

21. **DISCOUNT OF ANNUAL MEMBERSHIP FEES (NEW MEMBERS)**

21.1 The annual membership fee for any ordinary or family membership which commences on or after 1 January in any year shall be reduced to a sum calculated in accordance with the following formula:

$$\text{\$A} \times \frac{\text{B}}{\text{C}} = \text{\$X}$$

Where \$A is the amount of the relevant membership fee;

B is the number of months in the year to the next following 30 June (including the month in which the member's nomination form is signed)

C is 12, and

\$X is the amount of the reduced membership fee for the new member.

Provided That in the case of an honorary member who becomes an ordinary member, B shall be calculated with reference to the date upon which he or she became an honorary member.

22. DISCIPLINE OF MEMBERS

22.1 A written complaint received by the Club about the conduct of any member or visitor to the Club shall be passed to the Club Secretary for report to the Executive Committee and action as follows:

- a. The Executive Committee may decline to investigate or consider the complaint if after initial consideration it concludes that the complaint is petty, frivolous, or inconsequential.
- b. If it decides to proceed further, the Executive Committee shall establish a Disciplinary Committee consisting of:
 - i. The Commodore or his or her nominee, who shall for this purpose be the chairperson of the Disciplinary Committee; and
 - ii. 2 financial members of the Club to hear and determine the complaint.
- c. Members appointed under paragraph b. above shall remain members of the Disciplinary Committee only for such time as is necessary to determine the complaint and any appeal against the decision of the Committee.
- d. The Disciplinary Committee shall allow the member or visitor complained about full opportunity to deny misconduct or to justify and explain his or her conduct.
- e. Where the Disciplinary Committee, after hearing the complaint and having given the member or visitor concerned a full opportunity to present any denial, justification or explanation, finds that a member or a visitor to the Club has been either:

- i. Guilty of conduct which, in the opinion of the Disciplinary Committee, is or in the case of a visitor would be unbecoming of a member of the Club or prejudicial to the interest of the Club, or
 - ii. Convicted in a Court of law of any offence involving dishonesty or indecency or violence, or
 - iii. Has knowingly introduced an expelled member to the Club's premises, the Disciplinary Committee may recommend to the General Committee that such member or visitor be censured and/or ordered to pay a fine as determined by the General Committee but not exceeding a sum equivalent to the current annual membership fee of that member or in the case of a visitor the member introducing the visitor and/or required to pay a sum of money to the Club (a levy) by way of recompense for loss or damage caused by that member or visitor, or be suspended or expelled from the Club.
- f. Any member who is suspended shall suffer such loss of privileges during the period of suspension as shall be determined by the General Committee in imposing such suspension.
- g. Any member who fails to pay any fine or levy imposed on such member under clause 22.1e. within 2 months after the imposition of the same has been notified to him or her shall cease to be a member of the Club. No such cessation of membership shall release that member from liability for payment of membership fees or any other money owing to the Club at the date of such cessation of membership.
- h. Upon expulsion of a member, the member shall forthwith forfeit his or her entrance fee and any unexpired annual membership fee.

23. APPEALS

- 23.1 Any member or visitor penalised, fined, suspended or expelled from the Club by a decision of the General Committee shall be notified in writing of the decision. Such member or visitor may appeal against such decision and in such case shall lodge notice of his or her appeal with the Club Secretary within 10 days of notice of the decision being posted to the member or visitor. In any such circumstance, the suspension and/or loss of privileges shall remain in force until the result of the appeal is known.

- 23.2 All appeals shall be determined before 2 arbitrators who shall not be members of the Executive, General or Disciplinary Committees, 1 such arbitrator to be appointed by the appellant and one by the Disciplinary Committee.
- 23.3 Before proceeding with the hearing of any such appeal, the arbitrators shall appoint a third arbitrator who need not be a member of the Club in accordance with the Arbitration Act 1996 and all such hearings shall be conducted as if under that Act.
- 23.4 A decision of the arbitrators confirming cancelling or varying the decision of the Disciplinary Committee shall be final and binding on the Club and its member(s).

24. **NOTICES AND ADVERTISING**

- 24.1 a. Members shall notify the Club Secretary of any change of address which shall be entered in the membership register. Any notice required to be given to a member shall be deemed to have been properly given if posted to the address entered in the membership register. Where members have supplied a facsimile or email address, notices forwarded to such address in that manner shall be deemed to have been posted in accordance with this rule on the date on which they were sent.
- b. Notice of meetings given to members shall also be posted on the Club notice board not less than 14 days before the date of the meeting.
- c. Notices of annual and general meetings of the Club shall also be publicly advertised once in a local newspaper or widely circulated aquatic sports publication not less than 7 days prior to the meeting.
- d. All notices posted to members in accordance with this rule shall be deemed to have been duly given and received on the day after the day on which they were posted.
- e. Notices of Division annual and general meetings need be posted only to members associated with that Division.
- f. All notices of meetings shall specify the business to be transacted.
- g. No Club or Division business shall be invalid by reason of any failure to give notice or advertise in accordance with this rule provided there has been substantial compliance. The decision of the chairperson of any meeting of the Club or Division on such matter shall be final.

25. CLUB TROPHIES

- 25.1 All trophies awarded or administered by the Club belong to the Club.
- 25.2 All trophies shall be returned to the Club and retained by it after being awarded. This rule does not apply to miniatures or symbolic trophies or to Centreboard Division trophies.

26. ALTERATIONS TO CONSTITUTION

- 26.1 This Constitution may only be amended or repealed by a resolution of the Club passed at a general meeting by a 3/4 majority of members present and voting at an annual or general meeting of the Club.
- 26.2 The notice of meeting to be sent to members pursuant to clause 17.2b. shall contain the full text of the proposed amending or repealing resolution. Such resolution may nevertheless be subject to amendment by the meeting, provided such amendment does not have the effect of altering this clause 26 unless the proposed resolution itself would have had such effect.

27. COMMON SEAL

- 27.1 The Club shall have a Common Seal which shall be retained in the custody of the Club Secretary. The Common Seal shall not be affixed to any instrument except with the authority of a resolution of the General Committee and in the presence of the Commodore, the Club Secretary and 1 other member of the General Committee, each of whom shall sign such instrument.

28. WINDING UP

- 28.1 No person shall have any claim to a share in the assets of the Club by virtue of membership of the Club.
- 28.2 If, upon the winding up of the Club or the dissolution of the Club by the Registrar of Incorporated Societies, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among members of the Club, but shall be **used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005** as determined by a majority of members of the Club present and voting at the time of the passing of the winding up resolution or dissolution by the Registrar as the case may be. **(Amendment Special GM 30.3.11)**

