

# **CONSTITUTION OF**

## **THE NAPIER SAILING CLUB INCORPORATED**

### 1. TITLE

The Club shall be called "THE NAPIER SAILING CLUB INCORPORATED".

### 2. OBJECTS

The objects of the Club are:

- a) The encouragement of Corinthian yachting, boating and water-based activities generally, for sport, recreation and education;
- b) All such other purposes connected with aquatics and the welfare and development of the Club as members shall from time to time deem necessary and expedient;
- c) As circumstances permit, the provision and maintenance of a Clubhouse and buildings, ramps, pontoons and marina berths, and equipment for same, also any hardstand, grid, or other gear for the handling of boats, by way of purchase, lease or otherwise.

### 3. MEMBERSHIP

The membership year shall end on the 31st August.

Any person who has a financial interest in a boat moored or stored in the Club's leased or licensed areas, and or uses the Club's facilities shall be a member. No person shall use the Club's facilities or participate in Club events on more than three days in any one season without joining the Club.

The Club shall consist of voting and non-voting Individual Members, and of Associated Groups.

All applications for Individual Membership and Associated Group status shall be proposed and seconded and accepted at a General Meeting of the Club or at a General Committee Meeting of the Club. A joining fee may be required.

The classes of Individual Membership shall be:

- a) Junior members shall be less than 14 years of age at 31<sup>st</sup> December. Junior member shall have no voting rights.
- b) Intermediate members shall be 14 years of age or more and less than 19 years of age at 31<sup>st</sup> December. Intermediate members shall have no voting rights.
- c) Senior members shall be 19 years of age or more at 31<sup>st</sup> December. Senior members shall be entitled to all the privileges of membership of the Club, including voting rights.
- d) A Sailing Spouse member shall be the spouse or partner of a Senior member of the Club. Sailing Spouses shall be entitled to the same rights as Senior members, including voting rights.
- e) A Family membership shall be for two or more members of the one family, where a family is one or more children who are otherwise eligible to be Junior and or Intermediate members and their one or two parents or caregivers who would otherwise be eligible to be Senior, Sailing Spouse, or Associate members. A Family membership shall be limited to voting rights for one member who shall be 19 years of age or more at 31<sup>st</sup> December.
- f) Associate members shall be 18 years of age or more at 31<sup>st</sup> December. They shall not be eligible for election to the General Committee and shall not have voting rights. Associate members shall be:

- 1) A non sailing parent who consistently supports an active Junior or Intermediate member;
  - 2) A person who consistently performs a service to the Club and does not own a boat and does not sail;
  - 3) A past member who is non active and does not use any of facilities of the Club but wishes to maintain contact; and/or
  - 4) The spouse or partner of a Senior or Associate member.
- g) Ramp members shall be members with trailable boats, who use the launching ramps. They shall not be eligible for election to the General Committee and shall not have voting rights.
  - h) Social members shall be 18 years of age or more. Social members shall have rights of access to the Clubhouse and the use of designated parking areas provided by the Club. Social members shall have no other privileges of membership. They shall not be eligible for election to the General Committee and shall not have voting rights. The list of Social members shall be reviewed annually by the General Committee.
  - i) The General Committee shall have the power to admit Honorary members for a specified period. Honorary members shall have all the privileges of membership, except for voting rights and being eligible for election to the General Committee. Visiting financial members of another boating club affiliated to Yachting New Zealand or a National Authority affiliated to World Sailing may be granted Honorary membership.
  - j) Any member to whom the Club desires to show appreciation for past services may be elected a Life member at any General Meeting, provided that no Life member shall be elected except on the recommendation of the General Committee. Life members shall be entitled to all the privileges of the Club including election to the General Committee and office without being called upon to pay any subscription.

Associated Groups shall be any organisations, companies or other bodies that the General Committee determines to have an association with the Club, but whose individuals are not required to be members of the Club. Classes of Associated Groups may include:

- a) Non-commercial groups;
- b) Commercial groups;
- c) Corporate groups;
- d) Educational groups;
- e) Ramp user groups;
- f) Charitable groups; or
- g) Any other groups that the General Committee may determine from time to time.

The General Committee shall have the power to admit Associated Groups under such terms and conditions as it may determine, including setting fees, governing access to the Clubhouse and site, and any other provisions. The list of Associated Groups and their terms and conditions shall be reviewed annually by the General Committee. Associated Groups shall not have voting rights.

#### 4. MEMBERS WITHDRAWING

Any member wishing to withdraw from the Club shall give notice in writing to the Secretary and shall pay all arrears to date. A member intending to be absent for a period of not less than twelve months at any time may on notifying the fact to the Secretary be placed on the notified absence list and shall not be liable for annual subscriptions until their return.

#### 5. EXCLUSION

Any member who, in the opinion of a Special General Meeting, has wilfully infringed the rules or the racing rules and regulations, or has acted in an unbecoming or dishonourable manner, or has acted

in a manner prejudicial to the interests of the Club, shall be liable to expulsion by a Special General Meeting.

Before a meeting is called to take into consideration any such alleged conduct on the part of the member, the complaints against the member shall be made by the General Committee or submitted to the General Committee in writing by another member. A copy of such complaint or complaints shall be transmitted to the member. If after due investigation the General Committee shall be of the opinion that the matter requires to be brought under notice of the Club, the General Committee shall convene a Special General Meeting for that purpose and shall cause a notice to be duly transmitted to the member, informing the member of the day and the hour of such meeting.

The votes at such meeting shall be taken by ballot. When two-thirds or more of the vote shall be for the expulsion of the member and provided also the members so voting for the member's expulsion shall exceed eleven but not otherwise, the member shall be expelled and thereupon cease to be a member of the Club.

Expelled members shall be liable to pay all outstanding dues.

#### 6. OFFICERS AND EXECUTIVE OF THE CLUB

The Officers of the Club shall consist of a Commodore, Vice Commodore, Rear-Commodore, Captain, Secretary, and Treasurer (or Secretary/Treasurer). All vacancies among Officers occurring between the Annual General Meetings shall be filled by the General Committee.

A Patron and an Auditor shall be elected at an Annual General Meeting, who shall hold office until their successors are elected.

#### 7. GENERAL COMMITTEE

The General Committee shall consist of the Commodore, Vice Commodore, Rear Commodore, Immediate Past Commodore, Captain, Secretary, Treasurer (or Secretary/Treasurer), and Racing Secretary, who shall be ex-officio members of the General Committee, and up to six other members who shall all be voting members who are elected at the Annual General Meeting.

All nominations to the Annual General Meeting shall be nominated and seconded by voting members of the Club. Nominations for all positions, including the names of the proposer and seconder, shall be lodged with the Club Manager not less than 30 days prior to the Annual General Meeting. All candidates for office shall be listed in the notice of the Annual General Meeting. Nominations received late, including those from the floor, shall only be accepted where there are insufficient candidates to fill the positions vacant.

Any member of the General Committee, except an ex-officio member, failing to attend three consecutive meetings, shall cease to be a member thereof, unless the member shall have first obtained leave of absence for a definite period from the General Committee.

#### 8. REMOVAL OF GENERAL COMMITTEE

In cases of it becoming necessary for the removal of the General Committee at any time other than the General Election of Officers in the interest of the Club, the same shall be decided by ballot at a subsequent General Meeting, notice of motion of which has been given at the previous General Meeting.

The procedure for the election of the new General Committee shall be the same as at the Annual General Meeting.

#### 9. SUBCOMMITTEES

The General Committee shall appoint the Administration Committee members and shall approve the Sailing Committee members. It may establish other Subcommittees. The Racing Secretary shall be an ex-officio member of the Sailing Committee. Subcommittees shall include a majority of voting members and may include non-voting members of the Club and non-members.

#### 10. SUBSCRIPTIONS

The Annual Subscriptions and any Joining Fee for new members shall be fixed at the Annual General Meeting.

Any member failing to pay their subscription by the 31<sup>st</sup> October shall be debarred from all privileges of the Club until such subscription has been paid.

If any member remains unfinancial for a period of three calendar months, such member shall be removed from the membership roll unless otherwise determined by the General Committee. Any member removed from the membership roll shall pay all outstanding dues before being re-nominated.

Non-members, subject to the limitations set out in Clause 3, shall pay a day fee, which shall be determined by the General Committee from time to time.

#### 11. FINANCES

The financial year shall end on the 31<sup>st</sup> May of each year.

Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the Annual General Meeting. The auditors shall be appointed at the Annual General Meeting.

The General Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to a bank account in the name of the Napier Sailing Club and the bank account must be operated in accordance with the policy determined by the General Committee.

The General Committee shall ensure that correct accounting records are kept. The accounting records of the Club shall be kept at the Club or at such other place as the General Committee may determine.

All accounts shall be passed by the General Committee. Signatories to the Club's bank accounts shall be any two of the Commodore, Vice-Commodore, Treasurer, Secretary (or Secretary/Treasurer) and one other member appointed by the General Committee.

#### 12. MEETINGS

The Annual General Meeting shall be held in the month of August at such time and place as the General Committee may from time to time appoint.

A General Meeting may be called by the General Committee.

A Special General Meeting shall be called by the Secretary on the requisition of ten members of the Club. Notice of and the object of meetings shall be posted on the Club Notice Board and members shall be notified at least 14 days prior to the meeting by the Secretary.

At Special General Meetings, such business as has been notified to members is to be decided, and other business may be dealt with only by the unanimous vote of the meeting.

At all meetings every financial member who is entitled to vote as provided in Rule 3 and is present in person shall be entitled to one vote. Voting shall be by a show of hands unless a ballot is requested.

The Chairman shall have both an original and a casting vote. At any General Meeting of the Club, 20 voting members shall form a quorum and at General Committee Meetings, 5 shall form a quorum.

### 13. REPORT AND BALANCE SHEET

A copy of the Report and Balance Sheet duly audited for the year ending 31st May shall be forwarded to each member by the Secretary at least 14 days before the Annual General Meeting.

### 14. CHAIRMAN

At all meetings, the chair may be taken by the Commodore, but in his absence, the meeting shall elect a Chairman.

### 15. DUTIES

The General Committee may allow any of the duties to be delegated to other Club members, staff, consultants or contractors.

Duties of the Vice Commodore and Rear Commodore:

To:

- a) Deputise for the Commodore in his absence.
- b) Ensure that, when required, Subcommittees are convened for Development, which shall be responsible for capital works, and for the House, which shall be responsible for the house, bar, kitchen and social functions.

Duties of the Captain:

To ensure that:

- a) When required, a Grounds Maintenance Subcommittee is convened.
- b) The maintenance and use of all Club Property is carried out as required.

Duties of the Secretary:

To ensure that:

- a) A true record is kept of the proceedings of all General Meetings and General Committee Meetings of the Club in documents provided for the purpose, which are to be produced at every meeting.
- b) The minutes are distributed to General Committee Members within ten days after such meetings.
- c) Subcommittee reports and agenda items are collated and distributed to General Committee members one week prior to General Committee Meetings.
- d) A register is kept of all members of the Club.
- e) A record is kept of the election of any new member and the resignation of members.

- f) All documents, records, reports and communications connected with the business of the Club are maintained and in safe keeping.
- g) All inwards and outwards correspondence is addressed.
- h) Each new member is notified of their acceptance and furnished with a copy of the Club rules.
- i) The necessary documents are conveyed to the place of any meeting.
- j) Adequate insurance of Club property is arranged as directed by the General Committee.
- k) And the general duties required of a Secretary are performed.

#### Duties of the Treasurer:

To ensure that:

- a) All monies due to the Club, including subscriptions are received.
- b) All monies are deposited to the credit of the Club bank account as soon as practicable and without deductions.
- c) An interim balance sheet is presented when required.
- d) The financial records are produced at every General, Special and General Committee Meeting of the Club.
- e) The duties required of a Treasurer are performed.

#### Duties of the Racing Secretary:

To ensure that:

- a) A true record is kept of the proceedings of all Sailing Committee Meetings and reported to the General Committee.
- b) The names of the Sailing Committee are submitted to the General Committee for approval.
- c) Club Race Officials are recommended for appointment by the Sailing Committee.
- d) A record is kept of the date of races, names and classes of yachts and boats, courses, handicaps, wind, winners and official times.
- e) An official record is kept of Club Trophies and their donors.
- f) All racing fees are collected and paid to the Treasurer without deduction.
- g) A Rescue Boat co-ordinator, a Youth Committee co-ordinator and a Youth Committee are appointed.
- h) A handbook is produced outlining the annual yacht racing programme and local prescriptions before the start of each season.
- i) Protests are received and actioned.
- j) All boats racing for Club prizes comply with Class and Club rules.
- k) All racing fees are paid before a boat competes in a race.
- l) The annual prize-giving takes place, in liaison with the Rear Commodore.

#### Duties of the Marina Berth Representative:

To:

- a) Ensure that a list of Marina Licensees is kept.
- b) Submit the names of the Marina Licensees Committee to the General Committee for approval.
- c) Attend meetings of the Marina Licensees Committee and report to the General Committee.

## 16. PERSONAL BENEFITS PROVISIONS

The Secretary, Treasurer and Auditor may be paid such honoraria as the General Committee may decide.

No member or person associated with a member may participate in or materially influence any decisions by the Club in respect of payment to or on behalf of that member or associated person of any income, benefit or advantage.

Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these rules and must be included in any alteration of, addition to, revision or replacement of these rules.

#### 17. DISPUTES AND COMPLAINTS

All disputes and complaints in connection with the Club must be submitted to the Commodore or Secretary in writing, for submission to the General Committee. The decision of the General Committee shall be final, unless within seven days of that decision being received by the submitter/s, ten or more members give notice of disapproval and notify the Secretary in writing, who shall call a Special General Meeting. In such case the Special General Meeting shall finally decide the dispute or complaint on the evidence taken before the General Committee.

#### 18. CLUB FLAG

The Club Flag shall be a red pennant with "NSC" in white letters, Helvetica typeface, or similar legibility. Colour red shall be P.M.S. 200 or equivalent colour.

#### 19. OFFICIAL NOTICE BOARD

A Notice Board shall be fixed in a conspicuous place as the General Committee may determine. All notices posted thereon duly signed by an Officer of the Club shall be considered as official notices and shall be attended to accordingly.

#### 20. DISPOSITION OF FUNDS

The income and property of the Club from whatever source derived shall be applied solely towards the promotion of the objects of the Club.

#### 21. WINDING UP OF CLUB AND DISPOSITION OF PROPERTY

The Club may be wound up voluntarily if the Club at a General Meeting of its members passes a resolution of its members requiring the Club so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

If upon winding up or dissolution of the Club there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other organisation or body with similar objects to the Club or for some other charitable purpose within New Zealand, as the Club shall have decided in the aforesaid resolutions to wind up the Club and to confirm such resolution.

#### 22. ALTERATION TO RULES

Any member wishing to propose any alteration or addition to or resolution of the rules of the Club, shall give notice thereof in writing and state the nature of the proposed alteration, addition or rescission at least fourteen days before a General Meeting.

No member having given notice of motion shall be allowed to withdraw it, except by leave of the General Meeting.

The members may at a General Meeting (of which due notice has been given and the business stated) from time to time make alterations and additions to and rescind rules relating to the objects or management of the Club.

No addition to or alteration of the objects clause or the winding up clause shall be approved without Inland Revenue approval.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### 23. POWER TO BORROW MONEY

The Club shall, subject to the consent of Members of the Club signified at an Annual or Special General Meeting, borrow or raise money and secure payment of any money owing by the Club or the satisfaction or performance of any obligation or any liability incurred or undertaken by the Club or any money as the Club shall by such resolution as aforesaid determine and in particular by the issue of debenture, or the grant of a security interest, or by mortgage, or by charge or lien upon the whole or part of the Club's property or assets whether present or future.

### 24. REGISTERED OFFICE

The Registered Office of the Club shall be at Napier. The Secretary's address shall be at the Registered Office of the Napier Sailing Club, P.O. Box 12048, Napier 4144, or as shall be determined by the General Committee from time to time.

### 25. POWERS OF GENERAL COMMITTEE

The General Committee shall have the entire management of the affairs of the Club and shall also have the power to suspend any member until such time as a General Meeting may be called.

### 26. COMMON SEAL

The Common Seal of the Club shall be kept by the Secretary and shall be affixed by the Secretary to any document only upon resolution of the Club and in the presence of at least two out of the Commodore, Vice Commodore, Rear Commodore and Captain who shall affix their signature to every document so sealed and every such document shall be countersigned by the Secretary.

### 27. INDEMNITY

The Club shall indemnify every member of the General Committee and Subcommittees, the Manager and staff and other officers and employees of the Club, and Club volunteers in respect of all liability arising from the proper performance of their functions connected with the Napier Sailing Club.

Incorporated 26 February 1946.

Amended 3rd August 1949.

Amended September 1953

Amended July 1959.

Amended September 1967

Amended October 1979.

Amended March 1998.

Amended 22 March 2001.

2019-01-20 Draft 2



Amended 20 November 2006.  
Amended 26 August 2015.  
Amended (Date to be inserted).

(Insert Name)  
Commodore.

(Insert Name)  
Secretary.