

# Constitution of The Queen Charlotte Yacht Club (Inc.)

## 1. Name

1.1. The name of the Club is The Queen Charlotte Yacht Club Incorporated ("the Club")

## 2. Registered Office

2.1. The Registered Office of the Club is Shelley Beach, Picton.

## 3. Purposes of the Club

3.1. The primary purposes of the Club are those charitable purposes recognised by the Courts of New Zealand as being charitable, including in particular:

3.1.1. To advance the education of members of the general community, young and old, in sea-based recreation, primarily yachting and other sports, activities, navigation skills, maritime lore and about the marine environment; to enable them to enjoy such recreation, sports and activities in a manner that is safe and which contributes to their general health and well-being.

3.1.2. To promote healthy recreation, water-based safety, and environmental activities in the marine environment, and participation in sea-based activities by organising and facilitating sea- and shore-based learning programs, primarily yachting that promote the health, and well-being and safety of all participants,

3.1.3. To provide and maintain facilities available to the Picton and Marlborough communities, particularly for educational and community service activities.

3.2. To advance the purposes set out in paragraphs (3.1.1) – (3.1.3) above within the community, including those in poor health and with disabilities, and irrespective of the age, abilities, race, creed or material wealth.

3.2.1. By encouraging and facilitating community participation in sea-based recreation, sports and activities.

3.2.2. By working collaboratively with local authorities, schools, and community groups, sporting organisations, and funding agencies.

3.2.3. By providing and maintaining facilities and infrastructure to advance the clubs purpose.

3.2.4. The encouragement and amusement of the sport of sailing and maritime pastimes of all kinds.

3.2.5. The fostering of good seamanship and safe practices.

3.2.6. The development of personal independence and good sense of fair play.

3.3. The furtherance of good relations between the Club and Yachting New Zealand (Inc.) and other National bodies of other sections (corporate members) of the Club.

3.4. The continuance of good relations between the Club and authorities having control of the Port of Picton, Waters of Marlborough Sounds and all New Zealand Waters.

3.5. Do anything necessary or helpful to the above purposes.

3.6. Pecuniary gain is not a purpose of the Club.

## 4. Club Colours.

4.1. The club colours shall be a blue Burgee with a red saltire, fimbriated with white with 4 white stars and white letters. (Q.C.Y.C.)

4.2. All Club members may fly the Club Burgee, which shall be not less than 200mm x 150mm

4.3. The Commodore's Flag shall be the Club Burgee.

4.4. The Vice Commodore's Flag shall be similar to the Commodore's Flag with one black ball in the upper corner next to the hoist.

- 4.5. The Rear Commodore's Flag shall be similar to the Commodore's Flag and have one black ball in the upper corner and one in the lower corner next to the hoist.

## **5. MANAGEMENT OF THE CLUB**

- 5.1. Flag Officers of the Club.
  - 5.1.1. Commodore.
  - 5.1.2. Vice Commodore.
  - 5.1.3. Rear Commodore/s.
- 5.2. Officers of the Club
  - 5.2.1. General Secretary
  - 5.2.2. Treasurer
- 5.3. Managers of the Club
  - 5.3.1. Facilities Manager (formerly Custodian)
  - 5.3.2. Kitchen Manager
  - 5.3.3. Club Manager (formerly Bar Manager)
  - 5.3.4. Health and Safety Manager
  - 5.3.5. Racing Secretary
- 5.4. Other Elected Positions
  - 5.4.1. Publicity Coordinator
  - 5.4.2. Coach Coordinator
  - 5.4.3. Learn to Sail Coordinator
  - 5.4.4. Junior Fleet Captain
  - 5.4.5. Sponsorship and fundraising Co-ordinator (Local)
  - 5.4.6. Starter
  - 5.4.7. Handicapper
  - 5.4.8. Facilities Letting Coordinator
  - 5.4.9. Website & Social Media Coordinator
  - 5.4.10. Support boat Coordinator
  - 5.4.11. NZIODA Representative
  - 5.4.12. Nelson Marlborough Regional Representative
  - 5.4.13. Handbook Coordinator
- 5.5. Other Honorary Officers.
  - 5.5.1. Patron (not more than five Patrons as a token of appreciation).
  - 5.5.2. Honorary Solicitor.
  - 5.5.3. Club Measurer
- 5.6. Appointed Roles
  - 5.6.1. Auditor/ Reviewer of financial accounts

## **6. Election of Flag Officers, Officers, Managers, and Coordinators**

- 6.1. All flag officer, officers, managers, co-ordinators and other elected positions will be elected at the Annual General Meeting
- 6.2. A person may hold more than one position but only one of the Flag Officer or Officer positions.

## **7. Duties of the Flag Officers.**

- 7.1. Commodore.
  - 7.1.1. The Commodore shall provide overarching stewardship of the club and all members therein in the furtherance of achieving the Club's and its members aspirations as set out in 3.0 "the Purposes of the Club".
  - 7.1.2. The Commodore shall command the "Club's fleet" and shall take the chair at all meetings of the Club and Executive Committee meetings and shall perform such other duties as appertain to this office.

- 7.1.3. They shall ex- officio, be a member, of all committees.
- 7.2. Vice Commodore.
  - 7.2.1. The Vice Commodore shall assist the Commodore at all times in the interests of the Club and shall officiate (in his absence) according to seniority.
  - 7.2.2. They have specific responsibility for the running of the Club's sailing committee and briefing the Executive Committee on the activities of the Sailing committee.
  - 7.2.3. They have responsibility for liaison with the Club's Corporate Members in the service of advancing the principles set out in 3.0 "the Purposes of the Club".
- 7.3. Rear Commodore.
  - 7.3.1. The Rear Commodore shall assist the Commodore at all times in the interests of the Club.
  - 7.3.2. They have specific responsibility for the running of the Club's House Committee and briefing the Executive Committee on the activities of the House Committee

## **8. Duties of Officers**

- 8.1. Honorary Secretary.
  - 8.1.1. To keep a true and correct record of the proceedings of Executive Meetings of the Club and for minutes to be recorded, distributed and filed as required.
  - 8.1.2. To file all documents, papers, records, reports and communications connected with the business of the Club and to conduct all correspondence in relation to membership.
  - 8.1.3. Fourteen days prior to the date of the Annual General Meeting the Secretary shall notify members, by advertising in the local newspaper and other media as appropriate, of the date, time, and place where such meeting is to be held.
  - 8.1.4. Generally, to perform the duties of a Secretary and on his retirement or resignation from office, to pass to his successor all files, books, letters, papers and documents and also all other property in his possession belonging to the club.
  - 8.1.5. The Secretary shall have custody of the Common Seal, which shall only be used by the authority of the Executive Committee. Two Flag Officers or Officers of the Club shall sign every document to which the common seal is affixed.
- 8.2. Treasurer.
  - 8.2.1. To receive all monies due to the Club and to collect all subscriptions and fees.
  - 8.2.2. To ensure and monitor that all monies are to be paid to the credit of the Club with the Club's bankers.
  - 8.2.3. The Treasurer shall, when required by the Executive, present an interim financial statement including an Income and Expenditure Account and Balance Sheet.
  - 8.2.4. To present all accounts shall which shall pass for payment by the Executive Committee.
  - 8.2.5. To ensure that all payments out of the funds of the Club shall be withdrawn from a Club account and shall be authorised by two of the three with authorised signatories (as agreed by the Executive Committee).
  - 8.2.6. At the close of the financial year, the Treasurer shall arrange preparation of the accounts including financial statements, an Income and Expenditure Account and Balance Sheet for review/auditing and which shall be available to any member on application.
  - 8.2.7. The Treasurer on their retirement from office shall ensure access to their successor all digital files, books, papers and documents in their possession as pertain to the finances of the Club.

## 9. Duties of Managers and Racing Secretary

- 9.1. Facilities Manager
  - 9.1.1. To take a primary role in overseeing the maintenance of facilities and grounds
- 9.2. Club Manager.
  - 9.2.1. Responsibility for the Club's bar and compliance with applicable laws and regulations.
- 9.3. Kitchen Manager.
  - 9.3.1. Responsible for running the Club's kitchen / canteen
- 9.4. The Racing Secretary.
  - 9.4.1. Recording minutes of all meetings & decisions of the Sailing Committee and notifying all interested parties of such meetings and decisions/ minutes.
  - 9.4.2. They shall be responsible for posting on the Club's notice boards, Web Site and other electronic media as appropriate, all notices relating to the racing activities of the Club.
  - 9.4.3. To perform other administrative duties as directed by the Sailing committee
- 9.5. Health and Safety Coordinator
  - 9.5.1. To establish and maintain robust mechanisms for the review of the Club's health and safety issues in accordance with statutory regulations

## 10. Auditor

- 10.1. The Auditor shall audit/review the Club's accounts prior to the Annual General Meeting of each year.
- 10.2. In order to complete this task, the Auditor will be provided with all relevant documents as requested to complete the audit/review.

## 11. Committees

The club shall have a minimum of 3 committees that operate, govern and administer the affairs of the Club. These committee shall be the Executive Committee, The Sailing Committee and the House Committee

### 11.1. Executive Committee

- 11.1.1. The Club shall have an Executive Managing Committee ("the Executive"), who will administer the affairs and governance of the Club and comprises the following persons/officers:
  - 11.1.1.1. Flag Officers of the Club (Commodore, Vice Commodore, Rear Commodore/s
  - 11.1.1.2. Officers of the Club (General Secretary, Treasurer)
  - 11.1.1.3. Immediate Past Commodore.
  - 11.1.1.4. Funding and Sponsorship Coordinator
  - 11.1.1.5. Facilities Manager
  - 11.1.1.6. Health and Safety Coordinator
  - 11.1.1.7. Minimum of 3 additional members as decided by the Club Members vote at the Annual General Meeting.
- 11.1.2. Only members of the Club may be Executive Members (See also Junior Membership & Supporter Member clause).
- 11.1.3. All Executive members shall retire annually and shall be eligible, without notice, for re-election at the Annual General Meeting.
- 11.1.4. Any member of the Executive Committee being absent from three consecutive meetings without leave of absence shall, on the passing of a resolution to the effect by a majority of the Executive Committee, thereupon cease to be a member of the Executive Committee.

- 11.1.5. Should any vacancy occur during the Club year, either among the Flag/Officers of the Club or on any Committee, the Executive Committee shall have the power to fill such a vacancy.
- 11.2. Functions of the Executive Committee:
  - 11.2.1. Subject to the direction of the Club members at an Annual or Special General Meetings, the management and control of the affairs of the Club shall, without prejudice, be vested in the Executive Committee. The Executive is entrusted to exercise all powers, as set out within the constitution in the service and purpose of Club. This shall include interpretation of the Club's constitution and bylaws and the seeking of relevant advice and counsel on such.
  - 11.2.2. To enter into all negotiations, contracts and agreements in the name and on behalf of the Club as it may consider expedient for the purposes of the Club provided that such negotiations, contracts and agreements are not in conflict with the objectives of the Club.
  - 11.2.3. To nominate any member of the Club to form a Sub-Committee for any specified purpose it may deem necessary.
  - 11.2.4. To purchase or acquire for the Club, any real or personal property or any rights or privileges at such price and generally upon such terms and conditions as it thinks fit and to give and execute mortgages over the lands and chattels purchased or acquired for the purchase monies, or any part thereof, upon such terms and conditions as the Committee shall think fit.
  - 11.2.5. To purchase, construct and maintain facilities, fences, machinery and other works as it may consider necessary for the purpose of the Club and to lease or accept leases, of any land, easements, or tenements and to purchase, let or sell lands of any interest therein for such terms and upon such rental as it shall think fit provided that no lands shall be sold or purchased without approval of a resolution of the Club in Annual or Special General Meetings.
  - 11.2.6. To borrow or raise money upon Mortgage of the real or personal property of the Club or any part or parts thereof or upon debentures or Mortgage debentures of the Club and to issue such debentures or Mortgage debentures charging the whole or any part to the assets of the Club and to execute mortgages to secure such debentures or to borrow money from Bankers or other persons with or without security.
  - 11.2.7. To make provision for the signing or endorsing of cheques / Internet Banking or their negotiable interest on behalf of the Club and to open/close such Bank Accounts as the Executive Committee may think fit.
  - 11.2.8. To invest the funds or part thereof of the Club in secure fixed terms deposits with the approval of a resolution at the Executive Committee.
  - 11.2.9. To invest the funds or parts thereof of the Club on real or personal property in such manner as they think fit and by the approval of a resolution of the Club at Annual/Special General Meetings invest in Government or Local Body securities and other investments.
  - 11.2.10. To exercise all rights, powers and duties, which under these rules are required to be performed by the Executive Committee.
  - 11.2.11. To engage, control and dismiss Club servants and paid officials and to exercise all such administrative power as may be necessary, to effect the purposes of the Club.
  - 11.2.12. The Executive Committee will retain the right of final veto of decisions made in the sailing and house committees

### 11.3. Sailing Committee

- 11.3.1. The Sailing Committee shall consist of the:
  - 11.3.1.1. Flag Officers.
  - 11.3.1.2. Racing Secretary.
  - 11.3.1.3. Handicapper.
  - 11.3.1.4. Starter
  - 11.3.1.5. Coach Convener.
  - 11.3.1.6. Learn to Sail Coordinator/s.
  - 11.3.1.7. Support Boat Coordinator.
  - 11.3.1.8. Junior Club Captain
  - 11.3.1.9. Three other additional Members, to be elected at the Annual General Meeting.
- 11.3.2. Roles of the Sailing Committee Membership
  - 11.3.2.1. Vice Commodore
  - 11.3.2.2. The Vice Commodore will chair the Sailing Committee
    - 11.3.2.2.1. To report to the Executive Committee on the matters raised at the sailing committee and table minutes of that meeting
  - 11.3.2.3. Handicapper.
    - 11.3.2.3.1. The Handicapper shall carry out the usual duties appertaining to that office.
  - 11.3.2.4. Starter
    - 11.3.2.4.1. Responsibility for the team that starts/ finishes and administers the clerical side of club racing.
  - 11.3.2.5. Coach Coordinator.
    - 11.3.2.5.1. Responsibility for running the coaching program
    - 11.3.2.5.2. Day to day management of the head coach and any additional coaches the club may employ or utilise on a voluntary basis.
    - 11.3.2.5.3. Monitoring the work hours of the head coach and manage any conflicts that might arise.
    - 11.3.2.5.4. In agreement with the LTS Coordinator, administers club owned sailing boats, club boat storage allocation and boat storage management.
- 11.3.3. Learn to Sail (LTS) Coordinator.
  - 11.3.3.1. Responsibility for running the Club's Learn to Sail and education programs.
  - 11.3.3.2. Organising and managing LTS lessons and courses.
  - 11.3.3.3. To attend or organise promotional events with the schools and general public in liaison with the Coach Coordinator and/or Coach.
  - 11.3.3.4. In agreement with the Coach Coordinator, to administer club owned sailing boats, club boat storage allocation and boat storage management.
- 11.3.4. Support Boat Coordinator.
  - 11.3.4.1. Responsibility for running the Club's rescue boats, rostering and training of drivers and crew, keeping records as required.
  - 11.3.4.2. Responsible for keeping the Club's rescue craft in a compliant condition and maintain any records required for the use of the boats.

- 11.4. The function of the Sailing Committee shall include:
  - 11.4.1. To arrange and conduct the racing programme.
  - 11.4.2. Have all the powers vested in it by the Racing Rules of sailing adopted by the Club.
  - 11.4.3. The Chair or nominated Sailing Committee member shall table a monthly briefing to the Executive Committee.
  - 11.4.4. Run the Sailing and Officer of the Day rosters.
  - 11.4.5. Be responsible for the rescue boats including manning and training of crew in compliance with Health and Safety requirements.
  - 11.4.6. Management of the Club's boats, racing and sailing equipment.
  - 11.4.7. Organise and run all sailing events.
  - 11.4.8. Administer and overall management of any coaching program.
  - 11.4.9. To address all Health and Safety issues related to sailing and powerboats within the Club and events.
  - 11.4.10. No Member of the Sailing Committee shall take part in a discussion or decision in which they are directly interested.
- 11.5. House Committee
  - 11.5.1. The House Committee shall consist of the:
    - 11.5.1.1. Rear Commodore (Chair)
    - 11.5.1.2. Commodore or Treasurer
    - 11.5.1.3. Club Manager,
    - 11.5.1.4. Kitchen Manager
    - 11.5.1.5. Facilities Letting Coordinator
    - 11.5.1.6. Facilities Custodian
    - 11.5.1.7. Corporate Members of the Club will have one sitting position on the House Committee or as otherwise negotiated in their membership agreement.
    - 11.5.1.8. Other members as elected/ appointed at the Annual General Meeting
    - 11.5.1.9. A secretary will be appointed to this committee. This may be the General Secretary or another appointed by the committee.
  - 11.5.2. Roles of the House Committee Chair:
    - 11.5.2.1. Rear Commodore
      - 11.5.2.1.1. Chair the house committee
      - 11.5.2.1.2. To brief the Executive Committee of happenings within the House Committee and table the minutes of the House Committee
- 11.6. The function of the House Committee shall be:
  - 11.6.1. The House Committee shall be responsible to the Executive Committee for the management of the facility (improvements and maintenance), bar and associated facilities and fittings, stock, social functions, and any other matters which the executive Committee may consider expedient.
  - 11.6.2. Any financial decisions will be presented to the Executive Committee for approval.
  - 11.6.3. The House Committee shall be chaired by the Rear Commodore, and co-opt members with special expertise to assist in carrying out its functions.
  - 11.6.4. The House Committee shall present a written report to each regular Executive Committee Meeting.

- 11.6.5. Coordination of the letting of the club facilities.
- 11.6.6. Coordinate catering and hospitality at major events including acquisition of relevant permits.
- 11.6.7. Arranging any cleaning of the Club's facilities as needed.
- 11.6.8. To arrange Club's Social Functions
- 11.6.9. Any motion proposed will need to be passed by the House Committee and the Executive Committee

## **12. Committee and Officer Membership**

- 12.1. Persons cease to be Committee Members when:
  - 12.1.1. They resign by giving written notice to the Committee.
  - 12.1.2. They are removed by majority vote of the Club's Executive Meeting in circumstances where the person's attitude or behaviour adversely influences the functioning of the committee or club on a consistent basis.
  - 12.1.3. Their term expires.
    - 12.1.3.1. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

## **13. Financial Year**

- 13.1. The financial year shall be from May 1 to April 30 the following year.

## **14. Annual General Meeting.**

- 14.1. The Annual General Meeting shall be held not later than June 30 in each year at such time and place as the Executive Committee may appoint.
- 14.2. The business transacted at the Annual Meeting shall include:
  - 14.2.1. The consideration of a report from the past years from the Commodore / Executive Committee.
  - 14.2.2. The consideration of a detailed financial report from the Treasurer
    - 14.2.2.1. Should the financial statement presented at the Club's Annual General Meeting, be without a completed audit/review certificate, these accounts may be accepted by the meeting with the provision that the audit/review is completed within three months of the Annual General Meeting and that there are no significant changes required by the auditor/reviewer.
    - 14.2.2.2. Should the financial statements presented at the Club's Annual General meeting without a completed audit/review certificate, be accepted at the meeting but upon auditing /reviewing require significant adjustments to be made, an updated financial statement will be required to be presented at a Special General Meeting held for that purpose within three months of the Annual General Meeting and adopted at that meeting
    - 14.2.2.3. Should the financial statement presented at the Club's Annual General Meeting (without a completed audit/review certificate) fail or be refused be adopted at the meeting, a further financial statement shall be presented for adoption at a Special General Meeting held for this purpose within three months of the Annual General meeting and be thereafter, subject to Auditing/Review.
- 14.3. Election of Flag Officers, Officers, managers and other elected roles as listed above and Committees of the club.
- 14.4. The consideration of any other business may be accepted by permission of a majority of members present and with power to vote at such meeting. Notice of any other business



to be raised at the Annual General Meeting should be given to the General Secretary 14 days prior to the meeting date.

14.5. Appointment of an Auditor/reviewer

14.6. Setting of membership fees for the next season

### **15. Special General Meeting.**

15.1. A Special General Meeting may be called by the Executive Committee at any time and shall be called by the Commodore on the requisition of six financial members of the Club who have power to vote.

15.2. Fourteen days prior to the date of the Special General Meeting, the Secretary shall notify members, by advertising in the local newspaper and other media as appropriate, of the date, time, place and purpose such meeting.

15.3. At Special General Meetings business shall be limited to the matters notified to the members.

### **16. Notices.**

16.1. Notices of all Annual and Special General Meetings shall be deemed to be duly given if advertised in the local paper at least fourteen days prior to the date of the Annual General Meeting and fourteen days prior to Special General Meeting

16.2. An official Noticeboard shall be maintained in the Clubhouse and a copy of notices emanating from the General Committee, Sailing Committee or House Committee may from time to time be posted thereon and signed by the Secretary, Racing Secretary or Commodore.

### **17. Quorum.**

17.1. At all Annual General Meetings and Special General Meetings, ten financial members who hold voting rights shall form a quorum

17.2. At all meetings of the Executive Committee, five shall form a quorum and at all meetings of the Sailing and House Committee three shall form a quorum.

### **18. Voting.**

18.1. At all Meetings, any resolution shall, in the first instance be decided by the voices; or at the request of any member may require that the question be decided by a show of hands or by secret ballot.

18.2. All votes shall be given in person and not by proxy.

18.3. The Chairman at all meetings shall have a deliberative vote and in the case the votes are equal shall also have a casting vote.

### **19. Annual Subscriptions.**

19.1. The subscription fees under each membership class for the current financial year shall be fixed at the Annual General Meeting and shall become effective immediately. Corporate Membership fees will be by negotiation with the applicant and reflect the needs/requirements of that applicant.

19.2. The Annual General Meeting shall also fix any other fees required to be levied on members.

19.3. No member whose subscription is unpaid after the thirtieth day of November in any financial year, shall be entitled to vote or take part in the proceedings at a General Meeting or otherwise participate in any race or any of the privileges of the Club until his subscription is paid for that year.

19.4. The Treasurer shall take all reasonable steps to recover any Members Subscriptions, which remain unpaid at March 1st.

19.5. Any member who has not paid his last Seasons' and his current season subscription at May 1st shall be automatically struck off the Club's Membership Roll but may be

reinstated without ballot, on payment of all arrears; or should the Executive Committee have other satisfactory reason for doing so.

19.6. Any member whose subscription is in arrears shall, ipso facto, immediately cease to be a member of the Club but shall not be released from his liability.

19.7. Any person expelled or ceasing to be a member of the Club on any account whatever shall forfeit all right to or claim upon the Club or its property and shall not be thereby released from his pecuniary obligation to the Club.

## **20. Nomination of Committee Members.**

20.1. Nominations for members of the Committees shall be called for at the Annual General Meeting.

20.2. Each candidate shall be proposed and seconded by Members.

20.3. All retiring members of the Committee shall be eligible for re-election.

20.4. If the position of any Officer becomes vacant between Annual General Meetings, the Executive Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

20.5. If any Committee Member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

## **21. Committee Meetings.**

21.1. Committee meetings may be held via video, skype or telephone conference, or other formats as the Committee may decide.

21.2. Decisions of the Committee shall be by majority vote.

21.3. The Chair or person acting as Chair has a casting vote, that is, a second vote.

21.4. Only Committee Members actively engaged in a Committee Meeting may vote at that Committee Meeting.

21.5. Subject to these Rules, the Committee may regulate its own practices;

21.6. The Chair or his nominee shall adjourn the meeting if necessary.

21.7. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if agreed by the members present, the can be either dissolved or adjourned to a day, time and place determined by the Chair of the Club's Committee.

21.8. Where a meeting is dissolved such as an Annual General Meeting or Special General meeting, further notification to members of a new date and time will be required as per requirements set out above.

## **22. Club Membership.**

22.1. The Club shall consist of persons interested in the objectives of the Club as may be admitted in accordance with the rules.

## **23. Admission to Membership.**

23.1. Any candidate for membership shall apply online or on a form adopted for the purpose by the Club, which shall be signed / authorised by the candidate, providing a private address and contact details in the application.

23.2. A parent or guardian's details must accompany applications for members under the age of eighteen years.

23.3. Applications may be considered at the first succeeding Executive Committee meeting and if a membership is to be declined it will be by a two-thirds majority. A List of applicants will be presented at the Executive meeting.

## **24. Classification of Members:**

24.1. Honorary Life Member

- 24.1.1. Honorary Life Member may be elected at an Annual General Meeting and shall only be elected from those members to whom the Club desires to show some appreciation of their past services, provided that no member shall be proposed for election except on the recommendation of the Executive Committee.
- 24.1.2. They shall be entitled to all the privileges of an active senior member, including election to office, without being called in for any subscription.
- 24.2. Life Member
  - 24.2.1. Any member may become a Life Member, free of further subscription, on payment of twenty times the annual senior subscription for the time being and he or she shall enjoy the privileges of the Club. This membership is non-transferable or refundable.
- 24.3. Senior Active Member
  - 24.3.1. Any member who is duly accepted and who is 18 years and over of age at the date of the Annual General Meeting shall be classed as a Senior Active Member and shall be entitled to all the privileges of the Club including voting rights at all Club meetings and/or committees in which they participate.
- 24.4. Junior Active Member
  - 24.4.1. Any person under the age of 18 years on the date of the Annual General Meeting shall be classed as a Junior Member.
  - 24.4.2. Junior Members may enjoy all the privileges, with the exception of voting and holding office (with the exception of the Junior Club Captain)
  - 24.4.3. A junior member's Parent or Guardian shall have the right to hold office and vote in place of the junior member (one Junior Member one vote).
  - 24.4.4. Parents and Guardians of Junior members have the privileges of being a club member but not take part in club racing.
- 24.5. Supporter Member
  - 24.5.1. Members over the age of 18 years who shall enjoy the privileges of the club but shall not take part in club races, have no voting rights and shall not hold office
- 24.6. Country Members
  - 24.6.1. The subscription of members living beyond Marlborough shall be one quarter of the Annual Senior / Junior Subscription.
  - 24.6.2. Any such Member shall be entitled to the privileges of the club, except holding office, and entitled to up to six club races in any one season.
- 24.7. Family Subscription
  - 24.7.1. The total subscription paid by a Family will not be more than two and a half times the Senior Active subscription.
  - 24.7.2. A family shall be defined as any two persons, including parents or persons acting in loco parentis, with children under the age of 18 at the date of the Annual General Meeting and who live as a family unit.
- 24.8. Corporate Membership
  - 24.8.1. Clubs, Business groups and community organisations may apply to the Executive Committee for corporate membership for their organisation.
  - 24.8.2. Each application will be considered and a corporate membership agreement will be negotiated annually which shall include obligations, pricing, privileges, voting rights (if any) and usage of any assets/facilities, insurances together with any other conditions that are applicable.
  - 24.8.3. A "corporate member" will constitute one member and may maintain & manage their own membership and management structure within their group or organisation.

#### 24.9. Visitors

- 24.9.1. Members have the privilege of introducing visitors at the Club. A Member introducing a Visitor shall enter his or her name in the Visitor's Book and shall be answerable for the conduct of their guest while on Club premises. The same Visitor may not be introduced more than once a month.

### 25. Membership Subscriptions

- 25.1. Membership may comprise different subscription levels within the member classifications as decided by the Club's Annual General Meeting.
- 25.2. Members have the rights and responsibilities set out in these Rules.

### 26. Admission of Members

- 26.1. To become a Member, a person ("the Applicant") must:
  - 26.1.1. Complete an application form / online application.
  - 26.1.2. Supply any other information the Committee requires.
  - 26.1.3. The Executive Committee shall have complete discretion, when it decides, decline the Applicants application to become a Member.
  - 26.1.4. The Committee shall advise the Applicant of its decision, and that decision shall be final.

### 27. The Register of Members

- 27.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses (if applicable) together with telephone numbers of all Members, and the dates at which they became Members. This may be in the form of an electronic or paper record.
- 27.2. If a Member's contact details change, that Member shall give the new postal or email address together with telephone number to the Secretary.
- 27.3. Each Member shall provide such other details as the Committee requires.
- 27.4. Members shall have reasonable access to the Register of Members upon making a request to the Executive Committee.

### 28. Cessation of Membership

- 28.1. Any Member may resign by giving written notice to the Secretary.
- 28.2. A Membership may be terminated in the following way:
  - 28.2.1. If any representation or complaint shall be made to the Executive Committee that, any member has breached of the rules or any By-laws of the Club or has been guilty of insubordination or misconduct, either in or out of the Club, which in the opinion of the Executive Committee is injurious or prejudicial to the character, welfare or interest of the club, then and in any such case, a Special Meeting of the Executive Committee may be summoned to enquire into the matter.
  - 28.2.2. The member whose conduct is in question shall be informed in writing of the general nature of such representation or complaint and the date, time and place of the meeting and summoned to attend and wait upon such Meeting.
  - 28.2.3. Such member, if he attends, shall be informed of the grievance/complaint against them and shall be given the opportunity of cross-examining any person offering evidence in support of any such representation or complaint.
  - 28.2.4. After hearing from said person (against whom the complaint or grievance has been made) in explanation or defence of the alleged grievance/complaint and them presenting such evidence as he may desire to call, or if such member shall fail to attend such meeting, then in his absence, the Executive Committee, if it finds that such member has Committed a breach of these rules or any by-laws

or shall have been guilty of such insubordination or misconduct as aforesaid may either: -

- 28.2.4.1. Admonish such a member; or suspend such member for a period not exceeding six calendar months during which period he shall not be entitled to any of the privileges of membership of the Club;
- 28.2.4.2. Have his membership cancelled provided always that such member shall have previously been notified in writing of the grievance/complaint against him and shall have been given an opportunity to reply to such grievance/complaint, at a Special Committee Meeting convened for that purpose.
- 28.2.4.3. Such member shall have the right of appeal to an Executive Committee of the club within 14 days of being notified of the cancellation of their membership. They shall be required to give notice in writing to the Secretary claiming a review of the decision, in which case such member shall be entitled to attend such Executive Committee and defend himself or herself against the grievance/complaint.
- 28.2.4.4. If the Executive Committee shall suspend such member, it may order that notice of such suspension shall be placed on the Club Noticeboard for a period not exceeding 14 days.
- 28.2.4.5. The Executive Committee shall be the sole judge of what constitutes a breach of these Rules or regulations made there under or misconduct or insubordinations and it shall have power to lay down regulations dealing with the conduct and discipline of members.
- 28.2.4.6. The quorum for such a Special General Meeting of the Club at which the expulsion of any member is considered shall be 20.

## **29. Obligations of Members**

29.1. All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

## **30. Money and other assets of the Club.**

30.1. Use of Money and Other Assets.

30.1.1. The Club may only use Money and Other Assets if:

30.1.1.1. It is for a purpose of the Club;

30.1.1.2. It is not for the sole personal or individual benefit of any Member; and

30.1.1.3. That use has been approved by either the Executive Committee or by majority vote of the Club.

## **31. Assurance on the Financial Statements**

31.1. The Club shall appoint an accountant to audit/review the annual financial statements of the Club ("the Reviewer").

31.2. The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies.

31.3. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive, or an employee of the Club.

31.4. If the Club appoints a Reviewer who is unable to act for some reason, the Executive, shall appoint another Reviewer as a replacement.

31.5. The Executive Committee is responsible to provide the Auditor / Reviewer with:

- 31.5.1. Access to all information of which the Executive Committee is aware that is relevant to the preparation of the financial statements such as records, documentation, and other matters.
- 31.5.2. Additional information that the auditor / reviewer may request from the Executive Committee, for the purpose of the audit / review; and
- 31.5.3. Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

### **32. Club Property.**

- 32.1. No Member shall remove any property of the Club except with leave of the relevant Committee.
- 32.2. Members shall pay full costs of replacing any Club property damaged, destroyed or lost by them through neglect or misuse.
- 32.3. Members must place all their equipment and gear where directed by the relevant Committee and articles left lying about may be impounded or disposed of.
- 32.4. The Executive Committee reserves the right to remove any boat or gear from any Club property if the regulations are contravened.
- 32.5. All members using Club property do so at their own risk and the Committee may claim for any damage resulting through the neglect or carelessness of one or more members.

### **33. Objectionable Behaviour.**

- 33.1. No gambling, betting or objectionable language or conduct shall be allowed.
- 33.2. No intoxicating liquor should be brought into the Club except by order and upon authority of the Executive or House Committee.
- 33.3. The Executive Committee shall have power to discipline any member who may cause damage or loss, or wilfully infringes any of the Club's Rules or By-Laws.

### **34. Members' Property:**

- 34.1. The Club will not be responsible for the loss or damage to any person's property while left in the Clubhouse or on any of the Club's premises, whether directed or authorised to be there or not.
- 34.2. Each member is responsible to have insurance cover on their property when is stored or parked on the Club's buildings and / or surrounding area.

### **35. Common seal**

- 35.1. The Committee shall provide a common seal for the Club and may from time to time replace it with a new one.
- 35.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Executive committee.
- 35.3. Every document to which the common seal is affixed shall be signed by two flag officers or officers of the club.

### **36. Uniform:**

- 36.1. The Official Club Blazer shall be royal blue with Club Monogram on the breast pocket.
- 36.2. Other uniforms (shirts, soft shells, hats etc.) with the club's logo must be approved by the Executive Committee before any production / distribution / sale.

### **37. Sailing Rules.**

- 37.1. The Sailing Rules of the Club shall be those of World Sailing and Yachting New Zealand, with such additions, alterations or amendments as the Club's Sailing Instructions provide.

### **38. Altering the Rules.**

- 38.1. No alterations of or additions to these rules shall be made except by a majority vote of those present at an Annual General Meeting, or at a Special General Meeting, convened

for that purpose and then only in pursuance of a notice of motion in writing to the Honorary Secretary who shall give fourteen days' notice of such motion to the members.

38.2. No addition to, or alteration or recession of the rules shall be approved if it affects the personal benefit clause or the winding up clause.

### **39. By-laws to govern the Club.**

39.1. The Executive Committee shall have power to form By-Laws, provided that such By-Laws is not inconsistent with these rules and be approved by a General Meeting of the Club.

39.2. All such by-laws shall be binding on members of the Club.

39.3. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

### **40. Winding up.**

40.1. By majority vote of the members present at a Special General Meeting called for the purpose, the club may be wound up, and the assets and various properties of the club shall be disposed of for charitable purpose after the payment of all debts as the members present at such meeting shall decide.

### **41. Definitions and Miscellaneous matters.**

41.1. In these Rules:

41.1.1. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting unless otherwise stated.

41.1.2. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

41.1.3. "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

41.1.4. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

41.1.5. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

41.1.6. It is assumed that

41.1.6.1. Where a masculine is used, the feminine is included

41.1.6.2. Where the singular is used, plural forms of the noun are also inferred

41.1.6.3. Headings are a matter of reference and not a part of the rules

41.2. Matters not covered in these rules shall be decided upon by the Executive Committee.

41.3. For the purpose of these rules "THE CLUB" is the members.

41.4. Club Property (property) means all infrastructures as decided by the Club to successfully meet and provide for Club purposes.

41.5. Yacht Club(s) means all Sailing, Boating or other Clubs affiliated to Yachting New Zealand or their own National body.

41.6. The word "yacht" shall mean a boat or vessel used for pleasure (other than a dinghy or kayak used as a tender and designed to be propelled primarily by hand) .