



Rules Of

**AUCKLAND YACHT & BOATING
ASSOCIATION INCORPORATED**

Final Version as Endorsed at AYBA AGM XXX, 2025

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Constitution of Auckland Yacht and Boating Association

The Auckland Yacht and Boating Association Incorporated Constitution

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1. Introductory rules

Name

The name of the society is **Auckland Yacht and Boating Association Incorporated** herein referred to as the **Society**.

a. Charitable status

The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

b. Definitions and Interpretations

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

‘ Act ’	means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
‘ Access Sailing ’	Provides the facility for the active participation in sailing by people of all disabilities.
‘ Chairperson ’	means the Officer responsible for chairing the Delegates, Executive Meetings and General Meetings , and who provides leadership for the Society .
‘ Club Delegate ’	means a person(s) who have been empowered by their member club to represent that club's membership at Society Meetings.
‘ Constitution ’	means the rules in this document.
‘ Delegates Meeting ’	means a meeting of the Society’s membership held from time to time which among other things will provide updates from the Executive Committee on the general business of the Society.
‘ Deputy Chairperson ’	means the Officer elected or appointed to deputise in the absence of the Chairperson .
‘ Electronic Vote ’	means a vote cast by electronic means by a club delegate at a General Meeting
‘ Executive Meeting ’	means a meeting of the Society’s governing body. Meetings are held monthly and may be attended by any general member. Voting will be limited to the Executive Committee only.
‘ Executive Committee ’	means the Society’s governing body.
‘ General Meeting ’	means either an Annual General Meeting or a Special General Meeting of the Members of the Society .
‘ Interested Member ’	means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act .
‘ Interests Register ’	means the register of interests of Officers , kept under this Constitution and as required by section 73 of the Act .
‘ Life Member ’	As nominated and appointed at an AGM in accordance with Rule 4.b
‘ Matter ’	means—

	<ul style="list-style-type: none"> ● the Society's performance of its activities or exercise of its powers; or ● an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.
'Member'	means a person, boating club or Class Association who has consented to become a Member of this Society and has been properly admitted to the Society and who has not ceased to be a Member of the Society .
'Maritime Member'	A person or entity whose aims & objects are consistent with those of the AYBA
'Notice' to Members	includes any notice given by email, post, or courier.
'Officer'	means a natural person who is: <ul style="list-style-type: none"> ● a member of the Executive Committee, or ● occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.
'Register of Members'	means the register of Members kept under this Constitution as required by section 79 of the Act .
'SEM'	means Senior Equivalent Member
'Secretary'	means the Officer responsible for the matters specifically noted in this Constitution .
'Society'	means the Auckland Yacht and Boating Association (AYBA) unless identified as a Class Association
'Special General Meeting'	means a meeting of the Members , other than an Annual General Meeting , called for a specific purpose or purposes.
'Working Days'	means as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.
'YNZ'	means Yachting New Zealand

c. Registered office:

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

- at least 5 working days before the change of address for the registered office is due to take effect, and;
- in a form and as required by the **Act**.

d. Contact Person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the **Registrar of Incorporated Societies** can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person can be appointed by the Executive **Committee** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- a physical address or an electronic address, and
- a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2. Purposes and Powers:

a. The Primary Purposes of the Society

The **Society's** primary role and purposes are contained roughly within the geographical boundaries of the Auckland region.

Within these boundaries the Society purposes and intentions are:--

- To promote and foster the sport of yachting and pleasure boating whether under power or sail, in the Auckland Region, and to provide such services for clubs affiliated to the Society and the members of those clubs, as are decided upon from time to time.
- To promote and foster other maritime activities as may be appropriate.
- To affiliate with any organization in New Zealand where such affiliation will complement the objects of the Society.
- To be a member of Yachting New Zealand and act in accordance with the Rules of YNZ.
- To aid by donation or by any other means approved by the Society, service, facility or research in any matters or things likely to benefit the **Society** or its members.
- To develop and encourage boating skills, and a high standard of seamanship and safety at sea.
- To represent and promote the interests of its members at Regional and National levels on all matters affecting maritime activities.
- To support **Access Sailing / PNZ** when providing sailing for those with disabilities.
- To advocate for free access to coastal and inland waters for yachting and boating and other aquatic activities.
- To promote health and safety in or near an aquatic environment.

3. Management of the Association

- a. The management of the Association shall be in the hands of the Committee who shall have the power to conduct the affairs of the Society and make decisions for the benefit of the Society, subject only to the limitations expressly contained in these Rules, the Incorporated Societies Act 2022 and to the direction of the delegates in general meeting. The decisions of the Committee shall be binding on all members of the Society, subject only to the limitations expressly contained in these Rules.
- b. On the requisition of any three (3) member clubs of the Society a Special General Meeting may be held in order that a member or members of the Association may challenge a decision of the Committee. A majority of two thirds of the members present and voting, shall be required to stay or reverse any action of the Committee. Where this right of challenge is

exercised the Committee must stay any action on the decision being challenged until the outcome of voting at the Special General Meeting is known.

- c. The Committee may from time-to-time make, alter or rescind By-Laws for the general management of the society, so long as these changes are not repugnant to these rules or to the provisions of law. All such By-Laws shall be binding on members of the Association.
- d. A copy of the By-Laws shall be available for inspection by any member on request to the Secretary.

4. Membership

a. Minimum number of members

The **Society** shall maintain the 10 members which is the minimum number of **Members** required by the **Act**.

b. Types of members

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **'Society Member'** means an Interested individual or organisation, boating club or a class association admitted to the membership under this **Constitution** who or which has not ceased to be a Member of their own organisation.
- **'Club Member'** means a person(s) who have been empowered by their member club to represent that club's membership at Society Meetings and have voting rights.
- **'Life Member'** means a person honored for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have no voting rights, but have all the other rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions and levies.
- **'Supporting Member'** means a person or organisation who May not necessarily belong to a Club or Class Society but wishes to support the activities of the Society
- **'Maritime Member'** means a **Maritime Organisation** which wishes to support the activities of the AYBA

c. Delegates of member clubs

- At any General Meeting of the Association each club which is a member of the Association shall be entitled to be represented by delegates who may vote on behalf of the club or clubs that they represent in accordance with Rule 5.a.
- Each delegate shall be a current financial member of the club or clubs that he or she represents.
- No later than the 1st September in each year, each club which is a member of the **Society** shall send to the Secretary of the **Society** notification, either written or by electronic mail, of the names of the delegates representing the club. However any club is entitled, by subsequent notice in writing or electronic mail, to change any one or more of its nominated delegates and upon receipt of such notification the replacement delegate shall be entitled to represent the club and to vote on its behalf.
- Should no notification of Club Delegate be received from the club then the **Society** will recognise the member clubs commodore as the delegate.

d. Becoming a member:

- **Consent**

Every applicant for membership must make a written request to the **Society** and consent in writing to the **Society** rules as established by its constitution.

- **Process**

Any **Club or Class Association** desiring to become a member of the Society shall forward to the Secretary of this Society an application in writing providing the following details:

- i. The name of the Club.
- ii. A certified copy of the constitution of the Club or Class Association.
- iii. The Club's or Association's last current and audited balance sheet and statement of accounts or Audit Review.
- iv. A statement setting out a short history of the club or Class Association illustrating growth and present numerical strength, the club facilities and any other relevant information to support the application.
- v. Evidence that the club or Class Association is an incorporated body under the Incorporated Societies Act 2022 or a Charitable Body under the Charitable Trusts Act 1957. (PROVIDED THAT any member club which is a member at the time of the adoption of these rules, shall not be required, by reason of these rules, to become an Incorporated Society or Charitable Trust.)

- **Supporting and Maritime Members**

Supporting individuals or organisations, and **Maritime Members** wishing to be a member shall apply in writing to the **Society**.

Supporting Members, Life Members, Class Associations and Maritime Members are entitled to receive notices and papers and authorised representatives may attend and speak at General Meetings but are **NOT** entitled to vote.

The Executive **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

e. Members' obligations and rights

Every **Member** shall provide to the **Society** in writing with that **Member's** legally recognized name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- Any **Member** shall provide the Executive Committee, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.
- The Executive **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the

Society, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

f. Subscriptions and fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 90 **Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 120 **Working Days** of the due date for payment of the subscription, any other fee or levy, the **Committee** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

Any **Club, Class Association** or **Maritime Member** that has been wound up under the provisions of the Incorporated Societies Act, and is a member of the **Society** shall immediately cease to be a member of the **Society**.

g. Subscriptions and fees Review Process

Annual subscriptions may be reviewed annually following the process detailed

- At the General Meeting or a Special General Meeting the delegates may determine to review the annual subscription. The subscription shall include the annual affiliation fee payable by all member clubs and shall include a graduated levy which shall be calculated using the Senior Equivalent Member formula.
- The annual subscription as set at the **General Meeting** or **Special General Meeting** shall be due and payable on the 1st day of December in each year and if unpaid by the 31st of March in the following year all rights of membership of any **Member** who has not paid that subscription shall be suspended until those arrears have been paid.
- The annual Levy is payable to the **Society** by all membership groups, except **Life Members**.

h. Levies:

- Should the Executive Committee at any time be of the opinion that the funds at their disposal are or will be insufficient to carry on the affairs of the Society, it shall call a Special General Meeting and place the financial position before the meeting.
- A two thirds majority of those present and voting at such a meeting shall have the power by resolution to make a levy on members.
- Immediately following the meeting, notice of the levy shall be posted to all members.

i. Ceasing to be a member

Society Membership can only be ended as determined below–

- A **Member** club can only cease to be a **Member of this Society** if their affiliation to YNZ has been terminated.
- by resignation from that **Member's** class of membership (Class Association, Maritime or; Supporting Member) by written notice signed by that **Member** to the Executive **Committee**, or;

- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or;
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or;
- by resolution of the Executive **Committee** where in the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
 - with effect from-
 - the date of receipt of the **Member's** notice of resignation by the Executive **Committee** (or any subsequent date stated in the notice of resignation), or;
 - the date of termination of the **Member's** membership under this Constitution, or;
 - the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or;
 - the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

5. Meetings

a. Procedures for all General and Special meetings

The Executive **Committee** shall give all **Members** at least 15 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members that are 'Club Delegates'** may vote at **General and Special Meetings-**

- in person, or;
- **Electronic Votes:**
 - A Club Delegate with the right to vote at a General Meeting may cast an electronic vote in accordance with the provisions of this Rule. An electronic vote may be cast using electronic means permitted by the Committee.
 - The Secretary is authorised to receive and count electronic votes at a general meeting.
 - Postal votes must be received no less than 24 hours prior to the general meeting. If a vote is taken at a meeting on a resolution on which electronic votes have been cast, the chairperson of the meeting must count each Delegate who has submitted an electronic vote for or against the resolution.
 - The Chairperson of the meeting must call for a poll on a resolution on which he or she holds sufficient electronic votes that he or she believes that if a poll is taken the result may differ from that obtained on a show of hands.

No **General Meeting** may be held unless at least 10 **Club Delegates** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

A 'Club **Delegate**' is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by electronic voting at a **General Meeting**. Any decisions made when a quorum is not present are not valid.

The **Society** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the **Members** who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

- **General Meetings** may be held by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- All **General Meetings** shall be chaired by the **Chairperson**. If the **Chairperson** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
- Any person chairing a **General Meeting** may —
 - With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
 - In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** or **Committee** at least 5 **Working Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**'). If notice of the motion is given to the **Secretary** or **Committee** before a written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

b. Voting

Method of Voting

Votes shall be allocated on the number of Senior Equivalent Members of each affiliated club on the following scale:

1	to	100	1
101	to	300	2
301	to	600	3
601	to	1000	4

Unless provided by these Rules to the contrary, the decision of a majority of the votes recorded shall be binding.

The number of Senior Equivalent Members of a club shall have been determined by dividing the total subscription income of the club during the financial year of the club immediately preceding by the amount of one of that club's senior subscription for that year.

When there is an equality of votes the status quo will remain.

c. General Meetings

When they will be held:

A **General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **General Meeting** must be held no later than the earlier of the following-

- 6 months after the balance date of the **Society**
- 15 months after the previous **General Meeting**.

Minutes

The **Society** must keep minutes of all **General Meetings**.

Business

The business of a **General Meeting** shall be to-

- confirm the minutes of the last **General Meeting** and any **Special General Meeting(s)** held since the last **General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- consider any general business.

The **Committee** must, at each **General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

d. Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 20 percent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

e. Delegates Meetings

The Executive Committee may organise Delegates meetings from time to time throughout the year to update the general membership of the current activities of the association. While general views and opinions may be asked for and discussed by the membership at this meeting no voting on issues will be held.

6. Committees

a. Committee Composition

The **Committee** will consist of at least 7 and no more than 10 **members**. Members of the committee shall be **Club Delegates** and **Officers**.

- a) The Officers of the Society will be the Chairman, Vice Chairman and the Immediate Past Chairman.
- b) All members of the Executive Committee including the Officers of the Society shall be club delegates and shall have voting rights.
- c) Each club having more than 15% of the Senior Equivalent Members of the total of the SEMs in the **Society** shall have the right to appoint one member to the Executive who shall also have voting rights.
- d) A minimum of three (3) members of the committee shall be drawn from clubs affiliated to the **Society** whose member's race centerboard yachts and the balance shall be elected following nominations from any of the member clubs.

b. Functions of the Committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the Executive **Committee**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

c. Powers of the Committee

The Executive **Committee** has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

d. Sub-Committees

The Executive **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**-

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members.
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the Executive **Committee**, and
- a sub-committee must not further delegate any of its powers.

e. General Matters: Committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or subcommittee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

f. Committee Meetings:

Procedure Quorum

The quorum for Executive **Committee** meetings is at least half the number of members of the Executive **Committee**.

A meeting of the Executive **Committee** may be held either-

1. by a number of the members of the Executive **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the Executive **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the Executive **Committee** is passed at any meeting of the Executive **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the Executive **Committee** shall have one vote.

The members of the Executive **Committee** shall elect one of their number as chairperson of the Executive **Committee**. If at a meeting of the Executive **Committee**, the chairperson is not present, the members of the Executive **Committee** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Executive **Committee**.

Except as otherwise provided in this **Constitution**, the Executive **Committee** may regulate its own procedure.

Frequency

The Executive **Committee** shall meet at least bimonthly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

The **Secretary**, or other Executive **Committee** member nominated by the Executive **Committee**, shall give to all Executive **Committee** members not less than 5 **Working Days'** notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

7. Officers

a. Qualifications of Officers

Every **Officer** must be a natural person who-

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** from being appointed or holding office as an **Officer** of the **Society**, namely-

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years-
 - I. an offence under subpart 6 of Part 4 of the **Act**
 - II. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - III. an offence under section 143B of the Tax Administration Act 1994
 - IV. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - V. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - I. a banning order under subpart 7 of Part 4 of the **Act**, or
 - II. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - III. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - IV. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

b. Duties of Officers:

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - the nature of the **Society**,
 - the nature of the decision, and
 - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

c. Election or appointment of officers

The election of **Officers** shall be conducted as follows.

Officers shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the Executive **Committee** (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next **Annual General Meeting**.

A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 28 **Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Executive **Committee** (excluding those in respect of whom the votes are tied).

Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

In addition to **Officers** elected under the foregoing provisions of this rule, the Executive **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the Executive **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from

being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

d. Term of Office:

The term of office for all **Officers** elected to the Executive **Committee** shall be 1 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office. At the Annual General Meeting **Officers** may be re-elected to the **Executive Committee**.

e. Removal of officer:

An **Officer** shall be removed as an **Officer** by resolution of the Executive **Committee** where in the opinion of the **Committee** —

- The **Officer** elected to the Executive **Committee** has been absent from 3 committee meetings without leave of absence from the Executive **Committee**.
- The **Officer** has brought the **Society** into disrepute.
- The **Officer** has failed to disclose a conflict of interest.
- The Executive **Committee** passes a vote of no confidence in the **Officer**.
- Persons cease to be Executive Committee Members when:
 - (a) They resign by giving written notice to the Executive Committee.
 - (b) They are removed by majority vote of the Society at a General Meeting.
 - (c) They cease to be a member of their club or class association.

If a person ceases to be an Executive Committee Member, that person must within one month give to the Executive Committee all Society documents and property with effect from (as applicable) the date specified in a resolution of the Executive **Committee**.

f. Ceasing to hold office

An **Officer** ceases to hold office when they resign (by notice in writing to the Executive **Committee**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the **Act**.

Each **Officer** shall within 15 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the Executive **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

g. Conflicts of interest

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)-

1. to the Executive **Committee** and or sub-committee, and
2. in an **Interests Register** kept by the Executive **Committee**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the Executive **Committee** and/or sub-committee relating to the **Matter** unless all members of the Executive **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Executive Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Executive Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the Executive **Committee** and/or sub-committee (unless the **Executive Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the Executive **Committee** shall consider and determine the **Matter**.

8. Records

a. Register of Members

The **Society** shall keep an up-to-date Register of Members.

For each current **Society Member**, the information contained in the Register of Members shall include —

- Their name, and
- The date on which they became a **Society Member** (if there is no record of the date they joined, this date will be recorded as ‘Unknown’), and
- Their contact details, including —
- A physical address or an electronic address, and
- A telephone number.

The register will also include each **Society Member's** —

- postal address
- email address

Every current **Society Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Society** will record:

- The former **Society Member's** name, and
- The date the former **Society Member** ceased to be a **Member**.

b. Interests Register

The **Society Executive Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

c. Access to Information for Members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

9. Secretary/Treasurer

Role of Secretary:

The Secretary will be to attend to all correspondence and keep minutes of all Meetings and General Committee meetings and ensure that any sub-committee keeps minutes; and keep all records and generally perform all the secretarial work of the **Society**. With the written approval of the **Executive Committee** these tasks may be varied or delegated but the Secretary remains responsible for their performance.

Role of Treasurer:

The Treasurer shall be responsible for all monies received by the **Society** and under the direction of the **Executive Committee** shall make all disbursements. The Treasurer shall keep full and proper accounts of all the **Society** financial transactions and prepare the annual accounts and balance sheet as at the end of the **Society** financial year.

10. Finances

a. Control and Management

The funds and property of the **Society** shall be—

- controlled, invested and disposed of by the **Executive Committee**, subject to this **Constitution**, and
- devoted solely to the promotion of the purposes of the **Society set out in section 2 (Purposes and Powers)**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All money received on account of the **Society** shall be banked within 5 **Working Days** of receipt. All accounts paid or for payment shall be submitted to the **Executive Committee** for approval of payment.

The **Executive Committee** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Society**, and
2. allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Executive Committee** must establish and maintain a satisfactory system of control of the **Society** accounting records.

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

b Balance Date

The **Society** financial year shall commence on 1st August of each year and end on 31st July (the latter date being the **Society** balance date).

c Act and Regulations

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

d Restrictions on Society Powers

The **Society** must not be carried on for the financial gain of any of its members.

The **Society** capacity, rights, powers, and privileges are subject to the following restrictions-

Use of Money and Other Assets

- The **Society** may only use money and other Assets if:
 - (a) It is for a purpose of the Society;
 - (b) It is not for the sole personal or individual benefit of any Member; and
 - (c) That use has been approved by either the **Executive Committee** or by majority

vote of the Society.

- The Society may:
 - (a) Raise money by subscription and levies necessary to undertake the purposes of the **Society**.
 - (b) Invest money not immediately required for carrying out the purposes of the **Society**, upon such securities and in such manner as may from time to time be determined upon.
 - (c) Employ people for the purposes of the **Society**.
 - (e) The **Society** may reimburse a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes, Any expense incurred by a member must first be approved and recorded in the executives meeting minutes.

- The **Society** may Not:
 - (a) Borrow or raise money by way of Bank Overdraft or on mortgage or by the issue of debentures or otherwise howsoever and with or without security.

e. Control and Investment of Society Funds:

- The control of the funds of the Society shall be in the hands of the Executive Committee which shall have the power to invest any moneys not required for the general purposes of the Society in any investment authorized by law for the investment of trust funds, unless the Society has received a bequest or grant in terms requiring a particular type or manner of investment.
- The Committee will set the Regulations in accordance with the requirements of the bequests or grants, for the use of such funds.
- All money received by the Society shall be deposited by the Treasurer in the Society's Bank account. The Committee shall maintain such accounts at such trading banks or savings banks as it shall deem fit and shall from time to time decide the manner in which these accounts shall be operated.
- No money shall be expended or liabilities incurred otherwise than in accordance with a resolution of the Executive Committee. All withdrawal orders shall be signed by the Chairman or Vice-Chairman and the Secretary or Treasurer or other authorized signatory of the Society's account.
- No one can incur any liabilities or expenditures unless by resolution of the Executive committee, with the exception of the Chair who can do so, but for no more than \$500.00 in any one month.
- Nothing expressed or implied in this constitution shall permit the activities of this Society to be carried on for the personal pecuniary advantage of any person or associated person, nor shall any distribution, whether by way of money or otherwise be made to any person or associated person provided always that:
 - No person or person associated with a member of the Society shall derive any income, benefit or advantage from the club where they can materially influence the payment of the income, benefit or advantage.
 - Except where that income, benefit or advantage is derived from:
 - ☛ Professional services to the Society rendered in the course of business charged at no greater rate than current market rates; or
 - ☛ Interest on money lent at no greater rate than current market rates.
 - All people or associated people who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee and

shall take no part whatsoever in the matter before the Committee other than as a member of the committee.

11 Conduct

If the conduct of any **Member** is, in the opinion of the **Executive Committee**, injurious to the character or the interests of the Society then the Executive Committee may, by a resolution of that Committee which requires a two thirds majority of those present and voting, expel such Member provided that any such Member whose expulsion is under consideration shall be entitled to offer an explanation either orally or in writing to the **Executive Committee** and appear before that Committee to make representations before the resolution for expulsion is voted on.

12 Dispute Resolution

a. Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the Executive **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society Constitution**.

All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society** activities.

The complainant raising a dispute, and the Executive **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

b. How a complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the Executive **Committee** (or a complaints subcommittee) a notice in writing that—
 1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
2. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
3. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

c. Person who makes a complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
 1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

d. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 1. has engaged in misconduct; or
 2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 4. an oral hearing (if any) is held before the decision maker; and
 5. the respondent's written statement or submissions (if any) are considered by the decision maker.

e. Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

f. Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a **Member** or an **Officer** has engaged in material misconduct;
 2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 3. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or

6. there has been an undue delay in making the complaint.

g. Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

h. Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

13. Liquidation and removal from the register

a. Resolving to put society into liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The Executive **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The Executive **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

b. Resolving to apply for removal from the register

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The Executive **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The Executive **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

c. Surplus Assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies

- a) The Association's debts, costs and liabilities shall be paid.
- b) Surplus Money and Other Assets of the Society may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 2022;

- c) No distribution may be made to any Member Club.
- d) The surplus Money and other Assets shall be distributed to some other approved amateur sports body having similar objectives to the objectives of this Association or for some other charitable purpose within New Zealand.

14 Alterations to the Constitution

a. Amending this Constitution

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 percent of eligible **Members** and given in writing to the Executive **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 30 **Working Days** before the **General Meeting** at which any amendment is to be considered by the Executive **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the Executive **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

b. Common Seal

The **Society** will have a common seal that must be kept in the custody of the Secretary. The common seal may be affixed to any document:

1. by resolution of the Executive **Committee**, and must be countersigned by 2 **Officers** or
2. by such other means as the Executive **Committee** may resolve from time to time.

15. Indemnity:

The Chairman, Vice-Chairman, Secretary, Treasurer and members of the Committee of the **Society** shall be fully indemnified by the **Society** against any loss or damage caused or liability incurred to any person or body by reason or in connection with any act properly done or omitted in the performance of any of the duties of those members of the **Society**.

16. Inspection of Books:

- Any Member of the **Society** may inspect the books and accounts of the **Society** (Including the Minute Book of the Executive Committee) provided the Secretary shall be given no less than two working days clear notice of the request to inspect the books, which inspection will take place at a time and place to be nominated by the Secretary during normal business hours.
- No Member shall be entitled to the right of inspection if in arrears with any subscriptions, levies or other sums due to the **Society**.

17. Service of Notices and Circulation of Minutes:

- Every notice required to be given to Members shall be deemed to have been duly given if posted or sent electronically to the Members at their last known place of contact. No meeting nor any resolution passed shall be invalidated by reason of the fact that any notice of a meeting or of a resolution to be considered at a meeting has not been received.
- Minutes of Executive, Delegates and General Meetings of all types are to be circulated to all clubs and delegates.

18. Racing rules of sailing and YNZ Safety Regulations:

The **Society** shall follow, uphold and support the adherence by Members of the **Society** to the **Rules of Sailing, YNZ Safety Regulations, Maritime Law** and the **Harbour Bylaws** as may be appropriate.

19. Society Flag:

The **Society** flag shall be a triangular pennant of a white background with sky-blue cross with a white oval on the centre of the cross and the letters "AYBA" in blue inside the oval.

This flag may be flown by Executive Members and Life Members.

We the undersigned, being members of the Auckland Yacht and Boating Association Incorporated, certify that the foregoing Rules numbered 1 - 16 are the revised Rules of the said Association as adopted on the, 2025.

Signed:.....

Chairman.

Signed.....

Secretary

Signed.....

Registered:.....

Registrar of Incorporated Societies, Auckland.

(JR) 6/8/2025