

## **RULES OF THE KAWAU BOATING CLUB INCORPORATED**

### **1 Name**

The name of the Society is The Kawau Boating Club Incorporated.

### **2 Aims**

The aims of the Society are:

- 2.1 To facilitate boating activities at Kawau Island.
- 2.2 To lease or purchase club premises at Kawau Island.
- 2.3 To operate and maintain facilities for the benefit of club members, residents of Kawau Island and the general boating public.
- 2.4 To do anything necessary or helpful to the above purposes.

### **3. Registered Office**

The Registered Office of the Society shall be at such place as the Committee shall from time to time determine.

### **4. Definitions**

In the interpretation of these rules (unless the context requires a different construction)

- 4.1 "The Society" shall mean The Kawau Boating Club Incorporated.
- 4.2 "The Committee" shall mean the Committee for the time being of the Society constituted under rule 14 of these rules.
- 4.3 "Financial Member" shall mean a member whose dues are up to date and paid as recorded in the records of the Society.

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4.4 Words recording the singular number include the plural number and vice versa. Words of one gender shall include the other.

**5. Membership**

There shall be two types of membership:

5.1 Personal membership – which means that application for one person to become a member.

5.2 Family membership – which means an application for as many members of the family who live in the same dwelling.

5.3 Both types of membership shall have one vote only.

5.4 Applicants for membership:

- a) Must complete an application form; and
- b) Supply any other information the committee requires.

5.5 The committee:

- a) May interview the applicant when it considers any membership application;
- b) Shall have complete discretion when it decides whether or not to allow the applicant to become a member under any category.
- c) Shall advise the applicant of its decision and that decision shall be final.
- d) Shall not be required to give any reasons for its decision.

5.6 The Secretary shall keep a register of members which shall contain the category of membership, the full name, postal address, email address and telephone number of the member, and in the case of family membership it



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shall be the person nominated by that family membership to supply that name. It shall also include the date on which the member became a member.

5.7 If a member's contact details change, the member shall give further information regarding their full contact details to the Secretary forthwith.

## 6. Cessation of Membership

6.1 Any member may resign by giving written notice to the Secretary resigning from whatever category of membership they wish to resign.

6.2 Any member who has not paid their subscription within 12 months of the previous AGM shall be deemed to have resigned their membership.

6.3 Membership additionally may be terminated in the following ways:

a) If for any reason whatsoever the Committee is of the view that a member is breaching the Rules of the Society or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice to this member ("the Committee's notice") which must state:

(i) Explain how the member is breaching the rules or acting in a manner inconsistent for the purposes of the Society;

(ii) State what the member must do in order to remedy the situation or state that the member must write to the Committee giving reasons why the Committee should not terminate the member's membership;

(iii) State that if within 14 days of the member receiving the Committee's notice the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the member's membership.

(iv) State that if the Committee terminates the member's membership the Member may appeal to an independent arbitrator appointed by the Society. The decision of such an arbitrator shall be binding and final.

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- b) Should the Member not have remedied the situation then the Committee may terminate the Member's membership.
- c) Should the Committee receive a written explanation or reason why the Committee should not terminate the Member's membership then it may consider the reasons given and decide to either terminate or not terminate the Member's membership after due consideration of the reasons.

**7. Obligations of Members**

- 7.1 All members shall promote the purposes of the Society and shall not do anything to bring the Society into disrepute.

**8. Financial Year**

- 8.1 The financial year of the Society shall be from the 1st day of August to the 31st July in the following year.

**9. Annual General Meeting**

- 9.1 An Annual General Meeting of the Society shall be held at times and places fixed by the Committee and notice shall be given to members of the time and place of such meeting at least 21 days before the date of the meeting.
- 9.2 In the event of a calendar year elapsing without the holding of an Annual General Meeting, any three members may, by notice in writing to the Secretary, require the Committee to call an Annual General Meeting. The Secretary shall call the meeting within 14 days of receiving the notice, giving 21 days notice of the said meeting to all Members of the Society. Any such meeting so called shall be the Annual General Meeting in respect of the immediately preceding calendar year.

**10. Proceedings of the Annual General Meeting**

- 10.1 The quorum for the Annual General Meeting shall be at least 20 financial members of the Society.



- 10.2 The following business shall be transacted at any annual general meeting -
- 10.2.1 Receive and consider the annual report of the committee and any other duly constituted committee.
  - 10.2.2 Receive and consider the annual financial statement from the Treasurer.
  - 10.2.3 Set the annual subscriptions for each category of membership.
  - 10.2.4 Elect a committee as set out in clause 14 hereof.
  - 10.2.5 Appoint an auditor
  - 10.2.6 Consider such other business as may be accepted by permission of the majority of members present with power to vote at such meetings.
- 10.3 No person shall be elected to office pursuant to this rule and rule 14 unless that person is present at the Annual General Meeting at which they are elected or has previously signified in writing their willingness to accept nomination.
- 10.4 No person shall be elected to office unless they are a financial member of the Society.

**11. Special General Meeting**

- 11.1 A Special General Meeting of the Society may be held at any time which the committee may appoint and shall also be called on the signed request of at least 20 financial members of the Society. Such a request should clearly state the reason for calling the meeting. Such a meeting must be called within 14 days of the receipt of such a request and due notice of such a meeting must be sent to all members at their last known address by posting or sending by electronic mail such a notice at least 21 days before the date of the meeting.

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- 11.2 No business shall be transacted at any Special General Meeting except that which shall be specified in the notice calling the meeting
- 11.3 The quorum at a Special General Meeting shall consist of at least 20 financial members of the Society.
- 11.4 The accidental omission to give notice of a meeting to, or a non-receipt of notice of a meeting by a member shall not invalidate the proceedings at that meeting.

**12. Voting at Annual Special and General Meetings**

- 12.1 The Chair of the Committee or in the absence of the Chair, the Secretary shall be the Chair of any General Meeting. In the absence of both the Chair and the Secretary the meeting shall elect a Chair for that meeting.
- 12.2 Voting shall be on the voices unless a show of hands or a poll is called for. The Chair shall have a second or casting vote in addition to a deliberative vote.
- 12.3 Resolutions passed at any general meeting shall be conclusive and binding on all members of the Society whether present at the meeting or not.
- 12.4 No proxies shall be allowed at any General Meeting.
- 12.5 Members may be entitled to attend and vote at a General Meeting by visual link and the Committee shall provide for such an audio visual or Zoom call link for any General Meeting. Any member clearly identified as attending by Zoom or audio visual link shall be entitled to vote at the General Meeting.
- 12.6 Only financial members shall be entitled to vote at any General Meeting.

**13. Financial Statements**

- 13.1 Every year a financial statement shall be prepared showing the receipts and expenditure of the Society since the preceding statement and a general



statement of funds and effects and liabilities and assets of the Society and such statement should be signed by the Chair and Treasurer, certified by the Auditor and laid before the annual meeting.

**14. The Committee**

14.1 The Committee of the Society shall be the governing body of the Society and shall consist of a:

- a) Chair
- b) Club Captain;
- c) Secretary;
- d) Treasurer;
- e) And a maximum of five members in addition to the officers. Committee members including officers shall serve for a maximum of five years unless granted an extension by an Annual General Meeting of the Society.

14.2 A quorum for meetings of the Committee shall be half the number of the Committee members for the time being. Committee meetings may be held electronically by Zoom or by telephone. Each member of the Committee shall have one vote at the Committee meetings with the exception of the Chair who shall have a second or casting vote in addition to a deliberative vote.

14.3 Any member of the Committee being absent for three consecutive meetings without leave of absence shall, unless otherwise resolved by a majority of the committee, cease to be a member of the Committee.

**15. Operation of the Committee**

15.1 The Secretary may, by notice, call meetings of the Committee at any time and shall do so on the request from any two Committee members or from the Chair alone. The Chair, or in his or her absence, the Secretary, shall take the chair at Committee meetings but if both shall be absent then the Committee meeting may be chaired by whomsoever the Committee shall appoint as its Chair.

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- 15.2 If the Secretary, Treasurer, or Chair or Club Captain is or are for any reason incapable of acting or has or have voluntarily retired, the Committee may appoint any of its members to perform the duties of the office or offices in question until the next Annual General Meeting.
- 15.3 Subject to the rules and to the resolutions of the Annual General Meeting the Committee shall have the general conduct and supervision of the affairs of the Society and without prejudice to its such general powers it is entrusted with and may exercise or perform any of the following powers and duties:
- (a) To purchase or acquire for the Society any personal property or any rights or privileges at such consideration or generally upon such terms and conditions as it thinks fit.
  - (b) To enter into all negotiations contracts and agreements in the name or on behalf of the Society as it may consider expedient for its purpose provided that such negotiations contracts and agreements are not in conflict with its objects.
  - (c) To make provision for the signing or endorsing of negotiable instruments on behalf of the Society and to open such accounts as the Committee may think fit.
  - (d) To receive and give receipts and execute discharges for all donations subsidies sponsorships or other monies received for any of the objects of the Society or for the purpose of furthering any such objects.
  - (e) To invest the funds of the Society in such securities which shall be suitable investments for trust funds in New Zealand.
  - (f) To engage such employees or agents as is necessary to carry out the Society's aims and objects.
  - (g) To borrow or raise money for the purposes of the Society on the security of any or all of the Society's property, assets or effects and give security for the payment of such monies in such manner and upon such terms and conditions as it shall think fit.





- (h) Any proposed expenditure over \$50,000 00 on any item or project by the Committee shall be preceded by written advice of the proposed expenditure by electronic means to the Members of the Society

**16 Subscriptions**

- 16.1 The annual subscription shall be the amount as determined at the Annual General Meeting for each category of membership.
- 16.2 Subscriptions are due at the commencement of the financial year of the Society.

**17 Common Seal**

- 17.1 The Committee shall provide a common seal for the Society and may replace it when appropriate.
- 17.2 The Secretary shall have custody of the common seal which shall only be used with the authority of the Committee. Every document containing the common seal shall be signed by the Chair and countersigned by the Secretary or a member of the Committee.

**18 Alteration to Rules**

- 18.1 The Society may alter or replace these rules at a General Meeting by a resolution passed by the majority of members present and entitled to vote.
- 18.2 Any proposed notice to amend or replace these rules shall be signed by at least 10 members and given in writing to the Secretary at least 21 days before the Society meeting at which the motion is to be considered and accompanied by a written explanation for the reasons for the proposal.
- 18.3 At least 14 days before the General Meeting which any rule changes are to be considered, the Secretary shall send to all its members written notice of the proposed motion, the reason for the proposal, and any recommendation of the Committee.



18 4 When a rule change is approved by a General Meeting, it shall not take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

19. **By-Laws**

19 1 The Committee may from time to time make, alter or rescind by-laws for the general management of the Society, so long as these are not in conflict of the spirit or intent of these rules nor the provisions of the law. All such by-laws shall be binding on members of the Society. A copy of the by-laws shall be available for inspection by any member on request to the Secretary.

20. **Disputes**

Should any dispute or complaint or disagreement arise between any member or members either with one another or with the Society or officers of the Society regarding allegations that:

- (i) A member or officer has engaged in misconduct; or
- (ii) A member or officer has breached, or is likely to breach, a duty under the Society's constitution or by-laws or any relevant legislation; or
- (iii) The Society has breached or is likely to breach a duty under the Society's constitution or by-laws or any relevant legislation; or
- (iv) A member's rights or interests as a member have been damaged or member's rights or interests generally have been damaged;

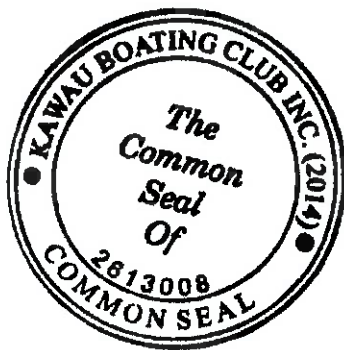
then the method of resolving such dispute or complaint shall be in accordance with the procedures set out in any relevant legislation.

21. **Winding Up**

21.1 The Society may be wound up by resolution of a Special General Meeting called for that purpose. Prior notice of the meeting shall be given to members as provided in Rule 9 hereof except that at least thirty days notice shall be given.

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- 21.2 At such meeting a quorum shall consist of at least 50% of the total financial membership of the Society
- 21.3 At such Special General Meeting a resolution requiring the Society to be wound up may be passed by a simple majority of such special meeting.
- 21.4 Such Special General Meeting may in addition consider the disposal of the assets of the Society in accordance with rule 20.6 hereof.
- 21.5 The resolution passed at that Special General Meeting shall be confirmed subsequently at a General Meeting of the Society of which prior notice shall be given to members as provided in Rule 9 hereof except that at least 30 days notice shall be given.
- 21.6
  - 1. The Society's debts, costs and liabilities shall be paid within the constraints of money available.
  - 2. 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 1908 or other relevant legislation.
  - 3. No distribution may be made to any member.
  - 4. The surplus Money and other assets shall be distributed to such incorporated society(ies) or charitable trust having similar objectives to the Society as the Committee shall determine by majority vote.



*A. Ridder*  
Treasurer  
16/2/23

*[Signature]*  
Chairman  
16/2/23

*[Signature]*  
Secretary  
21/2/23