

# **Kerikeri Cruising Club Incorporated**

## **Constitution & Rules**

**Amended  
October 2023**

**KERIKERI CRUISING CLUB  
INCORPORATED  
CONSTITUTION AND RULES  
(Amended October 2023)**

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# **1. TITLE AND OBJECTS**

## **1.1 TITLE**

The title of the Club is **KERIKERI CRUISING CLUB INCORPORATED**, and hereinafter called the “Club”.

## **1.2 OBJECTS**

The objectives of the Club are to:

- provide a venue for the promotion and participation of all recreational boating activities for our community & in particular;
- encourage the sport of sailing
- foster a safe marine environment
- encourage the younger members to become active and skilled in this sport.

# **2. MEMBERS**

The number of Members shall be limited if deemed necessary by a resolution of the Membership. The personal financial liability of individual Members shall be limited to the annual subscription.

## **2.1 ADMISSION**

New Members shall be admitted after completing an application and on election by a simple majority of Members of the General Committee present at any duly constituted meeting of such Committee. No person who has previously been struck off the Membership Roll for non-payment of subscriptions, or any other dues, shall be eligible for re-election until such time as such arrears have been paid in full.

## **2.2 RESIGNATION**

Any Member wishing to resign from the Club shall give notice in writing to the Committee to that effect and pay all arrears due up to the date of such notice.

## **2.3 CONDUCT**

The Committee may suspend Membership, or withhold the privileges of Membership if a Member:

1.1.1 Is declared un-financial under Rule 6.

2.3.2 Fails to observe any of these rules or if he/she shall have been

guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub-clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have SEVEN (7) DAYS previous notice stating the nature of the complaint sent to them by receipted notification, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least TWO THIRDS of the Members present thereat shall resolve to suspend, reprimand, warn or require an apology from the Member, notified to them by receipted notification, they shall thereupon cease to enjoy the privileges of Membership of the Club for the duration of the suspension as declared by the findings of the special meeting except that he/she may within TWENTY ONE (21) days lodge an appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting shall be final. The final decision shall be notified to all Members.

## 2.4 COMPLAINTS PROCEDURE

- (1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
  - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (c) sets out any other information reasonably required by the society.
  
- (2) 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—
  - (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - (b) sets out the allegation to which the dispute relates.

The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

(4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

### 3 Person who makes complaint has right to be heard

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.

If the society makes a complaint,—

- (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) 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—

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

### 4 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)—

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
- (c) has damaged the rights or interests of a member or the rights or interests of members generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

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—
  - (a) 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
  - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (d) an oral hearing (if any) is held before the decision maker; and
  - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

## 5 Investigating and determining dispute

- (1) A 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.

## 6 Society may decide not to proceed further with complaint

Despite clause 5, a society may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a member or an officer has engaged in material misconduct;
  - (ii) 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 this Act;
  - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

#### 7 Society may refer complaint

(1) A society may refer a complaint to—

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) A 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).

#### 8 Decision makers



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

(a) impartial; or

(b) able to consider the matter without a predetermined view.

## 2.5 EXPULSION

The Committee may declare a Member to have forfeited his/her

Membership and may direct that his/her name be removed from the Club's register but without releasing from any antecedent liability to the Club if a Member:

1.1.1 Is declared un-financial under Rule 6.2.2

1.1.2 If the Member shall fail to observe any of these rules or if he/she shall have been guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have SEVEN (7) DAYS previous notice stating the nature of the complaint notified to him/her by delivery of letter to the last known address, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least TWO THIRDS of the Members present thereat shall resolve to exclude the Member, notified to them by receipted notification, they shall thereupon cease to be a Member except that he/she may within TWENTY ONE DAYS (21) days lodge an Appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting as determined by simple majority shall be final. The final decision shall be notified to all Members.

## 3. CATEGORIES OF MEMBERSHIP

### 3.1 YOUTH MEMBER

A youth Member shall be under the age of 18 years on the 30th November

in the current year. Applicants for Youth Membership who do not qualify for Family Membership shall pay the subscription applicable.

A Youth Member shall not:

- 1.1.3 Be eligible for election to the General Committee.
- 1.1.4 Be entitled to vote.
- 1.1.5 Be entitled to nominate a candidate for Membership.

### 3.2 SENIOR MEMBER

Unless elected under another specific category, each person elected to Membership shall be a Senior Member. A Senior Member shall be 18 years and over on the 30<sup>th</sup> November in the current year. Senior Members shall be entitled to the privileges of the Club, and entitled to vote and hold Office.

### 3.3 FAMILY MEMBERS

Family Members shall be any persons comprising a single-family unit and residing together, including children under the age of eighteen (18) years on the 30<sup>th</sup> November in the current year.

- 1.1.1 Each person who would otherwise qualify as a Senior Member shall be entitled to one (1) vote, with a maximum of two (2) votes per family unit.
- 1.1.2 Any Member of such family unit who would otherwise qualify for Senior Membership may be elected to the Committee.

### 3.4 LIFE MEMBER

Any person for sufficient reason may, if nominated by the Committee for the purpose, be elected a Life Member of the Club at any General Meeting. The nomination shall be included in the Notice of Meeting sent to Members at least 14 days prior to the meeting. Such nomination and election shall be by a majority. Life Members shall be entitled to the privileges of the Club, and entitled to vote and hold Office. Life Members shall not pay any subscription to the club. There shall not be more than eight (8) Life Members at any one time.

### 3.5 ASSOCIATE LIFE MEMBER

The spouse or partner of a Life Member shall be deemed to be an Associate Life Member, who shall enjoy the same privileges of the Life Member.

### 3.6 LONG DISTANCE MEMBER

A Long Distance Member shall be:

- 1.1.1 A Member (and Spouse) who permanently reside outside the Far North District Territorial Boundary.
- 1.1.2 A Long Distance Member shall not be entitled to hold office, or vote at any Meeting of the Club.

### 3.7 SOCIAL MEMBER

A Social Member shall be a Member wishing to take a non-active part in the boating activities of the Club.

A Social Member shall not:

- 1.1.1 Be eligible for election to the General Committee.
- 1.1.2 Be entitled to rent a locker
- 1.1.3 Be entitled to vote
- 1.1.4 Be entitled to nominate a candidate for Membership.

### 3.8 HONORARY MEMBER

A visitor to the Club may be admitted as an Honorary Member, upon his being proposed by an Officer of the club. The Club Officer shall decide the term of Honorary Membership for each Honorary Member, at the time of admission. Honorary Members shall not be permitted to entertain or introduce any visitor into the Clubhouse, except with the consent of the Club Officer. Honorary Members shall not be entitled to vote, or be eligible for any office in the Club. The Committee shall be entitled to revoke the admission of an Honorary Member without giving notice to such Honorary Member and without assigning any cause.

### **3.9 CREW MEMBER**

A crew member shall be any person who has not previously been a member of the Club and who is participating in the Club yacht racing as the member of a crew.

A Crew Member shall not:

- 1.1.1 Be eligible for election to any committee
- 1.1.2 Be entitled to vote
- 1.1.3 Be entitled to helm a boat in a Club race
- 1.1.4 Be entitled to nominate a candidate for Membership

### **3.10 LONG SERVICE MEMBER**

Any Member (and Spouse) who has been a senior and/or family Member of the Club for a continuous period of not less than twenty five (25) years, and who has attained the age of sixty (60) years, may by notification to the Secretary become a Long Service Member. Long Service Members shall enjoy all the privileges of the Club.

### **3.11 PATRON**

The position of Patron will be for a period of twelve months and may be appointed at each Annual General Meeting.

### **3.12 VISITORS**

Members have the privilege of introducing visitors. A Member introducing a visitor shall enter his/her name/s in the Visitors book in the manner therein prescribed. The Member shall be answerable for the visitor whilst they are on the premises. After three (3) introductions in any one year, the visitor must apply for Membership before being introduced again as a visitor during that year.

## **4. OFFICERS AND COMMITTEES**

### **4.1 OFFICERS**

The Officers of the Club shall consist of a Commodore, Vice-Commodore, Rear Commodore (“the Flag Officers”), Secretary and the Treasurer. The offices of Treasurer and Secretary may be combined in one person and the Treasurer and the Secretary may be honorary or

salaried officers.

## 4.2 COMMITTEES

1.1.1 There shall be a "General Committee" ("the Committee") consisting of the following: Flag Officers (3)

Secretary

Treasurer

Sub-Committee Chairmen (5)

Marina Committee Vice Chairman

Elected Members

to form a General Committee with a maximum of fourteen (14) Members.

4.2.2 The Sub Committees shall consist of:

Marina Committee consisting of seven (7) Members;

Keel Boat Committee with a maximum of seven (7) Members;

Centreboard Committee with a maximum of seven (7) Members;

Launch/Cruising Committee with a maximum of seven (7) Members;

House/Social Committee with a maximum of seven (7) Members.

With the exception of the Marina Committee any Club Member with voting rights shall be eligible for election to a Sub-Committee.

The Flag Officers shall be entitled to attend all Sub Committee meetings as an ex- officio Member. The Sub-Committees shall meet as and when necessary for the efficient conduct of their business.

## 4.3 EXECUTIVE OFFICERS

The Committee may from time to time appoint such Executive Officers, as it shall think fit to:

1.1.2 Carry out such duties as the Committee may determine.

1.1.3 Hold office and be removable from office at the pleasure of the Committee.

Such Officers may be paid such remuneration, as the Committee may from time to time deem reasonable.

#### 4.4 AUDITOR(S)

The Auditor(s) shall be appointed at the Annual General Meeting and shall be a Chartered Accountant or a firm of Chartered Accountants. Such Auditor(s) may be paid such remuneration as the Committee may from time to time fix.

#### 4.5 ELECTION OF OFFICERS AND COMMITTEE

1.1.4 The Flag Officers and the Committee shall be elected annually at the Annual General Meeting.

1.1.5 Should any office become vacant the Committee may elect a Member to fill such vacancy until the following Annual General Meeting.

1.1.6 All such elections shall be by ballot.

1.1.7 The Members of the Marina Sub-Committee shall be elected at the Berth Holders Annual General Meeting in accordance with Rule 9.1.

1.1.8 No person shall hold the office of Commodore at any one time for more than two consecutive years.

#### 4.6 NOMINATIONS FOR THE VARIOUS OFFICES

Nominations shall be sought by notice to the Members not less than thirty days prior to the Annual General Meeting.

Nominations of candidates for the various elective offices, using such form as may be prescribed from time to time by the General Committee, shall be made in writing to the Secretary not later than 5 p.m. on the fourteenth day before the day fixed for the Annual General Meeting. The Secretary shall, not less than six days before such meeting, post in the Clubrooms the names of the persons so nominated.

1.1.1 In the event that sufficient nominations in writing are received, those nominations received shall be deemed to be elected. In the event that insufficient nominations are received the Commodore shall then, as necessary call for further nominations at the Annual General Meeting to fill any remaining vacancies. In the event of excess nominations being received, elections will be by ballot.

1.1.2 To be eligible for the position of Commodore, candidates shall have served on the General Committee for not less than two years.

Only suitably qualified persons shall be eligible for election to the General Committee. (Refer Definitions 13.0)

A nominee for office must be present at the Annual General Meeting, unless his/her consent in writing to the nomination is lodged with the Secretary prior to the meeting.

#### 4.7 RESPONSIBILITY OF THE COMMODORE

It shall be the duty of the Commodore to preside over the Club.

#### 4.8 RESPONSIBILITY OF THE VICE-COMMODORE

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties and to officiate in the Commodore's absence.

#### 4.9 RESPONSIBILITY OF THE REAR COMMODORE

It shall be the duty of the Rear-Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties, to officiate in their absence.

#### 4.10 RESPONSIBILITY OF THE GENERAL COMMITTEE

4.10.1 The responsibilities of the General Committee are the planning and control of the Club's activities and finances, ensuring communication with Members, and attending to required administration and record keeping.

4.10.2 No Member shall vote on, or take part in the discussion of any matter before the Committee in which he/she has any pecuniary interest other than an interest in common with the Membership generally.

4.10.3 The Committee shall have the power to engage, control and dismiss any of the club servants and paid officials. To appoint a Member to fill any casual vacancy on or add to the Committee for such period as the Committee determines.

The General Committee may not procure or enter into a major financial transaction of the Club, unless approved by resolution of the

Members at a Special General Meeting.

To appoint from its own Members or otherwise, such Sub-Committee as it may from time to time deem necessary or proper.

#### 4.11 RESPONSIBILITY OF THE MARINA COMMITTEE

4.11.1 The business affairs of the marina must be managed by the Marina Committee on behalf of the Club, pursuant to the authority delegated under Kerikeri Cruising Club Marina Trust Deed of Undertaking. The Committee in their management must comply with the requirements contained in the following documents:

Deed of Trust

Berth Holders Licence & Rules

These documents will take precedence in all matters pertaining to the management and affairs of the marina.

4.11.2 The Marina Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business affairs of the marina, except to the extent that this Constitution expressly requires those powers to be exercised by the Berth Holders and the Club's General Committee.

4.11.3 The Marina Committee may not procure or enter into a Major Financial Transaction (Marina) - unless approved by the Members in a Special General Meeting called to consider the transaction.

#### 4.12 RESPONSIBILITY OF THE TREASURER

The Treasurer shall be responsible for ensuring that the following duties are undertaken:

1. A full and proper account of all the Club's financial transactions
2. Preparation of the annual accounts and balance sheet at the end of the Club's financial year.
3. Preparation of the budget for the next financial year.
4. Collection and disbursement of all monies owed to and by the Club, as directed by the General Committee.



#### 4.13 RESPONSIBILITY OF THE SECRETARY

The Secretary shall be responsible for ensuring that the following duties are undertaken:

1. Keeping a Register of Members
2. Holding the Club's records, documents and books
3. Preparing notices of all applicable meetings and keeping minutes of all such meetings
4. Receiving and replying to correspondence as required by the General Committee
5. Custody of the Common Seal of the Kerikeri Cruising Club Incorporated.

#### 4.14 COMMON SEAL

There shall be a COMMON SEAL of the Club, bearing the words, "The Common Seal of the Kerikeri Cruising Club Incorporated", that shall be kept in the custody of the Secretary, and shall be affixed to a document only in pursuance of a resolution of the General Committee, and in the presence of the Commodore, or the Vice-Commodore, and One (1) other Member of the Committee, who shall affix their signatures thereto.

### 5. MEETINGS

Unless the General Committee resolves otherwise, attendance at all General Meetings of the Club is restricted to financial Members. All financial Members may participate in discussion. However, only Members who hold a category of Membership that entitles them to vote may propose motions, make nominations, or vote.

#### 5.1 ANNUAL GENERAL MEETING

5.1.1 The Annual General Meeting of the Club shall be held before the end of October in each year, at a place and time as shall be determined by the General Committee. A copy of the Commodore's Report, Balance Sheet duly audited and a planning Budget for the forthcoming year shall be made available to Members at the Annual General Meeting.

5.1.2 The Berth Holders' Annual General Meeting shall be held prior to the

Club's Annual General Meeting in each year at a place and time as shall be determined by the Marina Sub-Committee. A copy of the Chairman's Report, Balance Sheet duly audited and a planning Budget for the forthcoming year shall be made available to Members at the Berth Holders' Annual General Meeting.

- 5.1.3 Berth Holders' meetings will be conducted in accordance with the schedule contained in the Kerikeri Cruising Club Marina Deed of Undertaking.

## 5.2 SPECIAL GENERAL MEETING

- 5.2.1 A Special General Meeting of the Club may be called at any time by order of the Committee or on a requisition signed by at least five percent (5%) of the total Memberships eligible to vote, such requisition to state the object thereof.
- 5.2.2 A Special General Meeting of the Berth Holders may be called at any time in accordance with the Deed of Participation.
- 5.2.3 Such meetings shall be held within thirty (30) days of receipt by the Secretary of the Club of the relevant requisition and discussion thereat shall be limited to the objects stated in the Notice of Meeting.

## 5.3 NOTICE OF MEETING

- 5.3.1 Fourteen days' notice of an Annual or Special General Meeting of the Club shall be given to the Members by circular and by a notice on the notice board stating the object and business of such meeting. Postage or electronic communication of the circular shall be made to Members not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of electronic communication having been sent shall be sufficient evidence where the Member has supplied such an address to the Club.
- 5.3.2 Fourteen days' notice of an Annual or Special General Meeting of the Berth Holders shall be given to the Berth Holders by circular and by a notice on the notice board in the Clubhouse stating the object and business of such meeting. Postage or electronic communication of

the circular shall be made to Berth Holders not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of electronic communication having been sent shall be sufficient evidence where the Member has supplied such an address to the Club.

#### **5.4 BALLOT**

When a ballot is not expressly provided for by these Rules, all questions shall be decided by a show of hands, provided always that three Members can demand a ballot. Ballot papers are to be destroyed after confirmation of the result.

#### **5.5 QUORUM**

- 5.5.1 Forty Members with voting rights, including two Officers, one of whom must be a Flag Officer, shall form a quorum at all Annual and Special General Meetings of the Club.
- 5.5.2 Seven General Committee Members, including at least two Officers, one of whom shall be a Flag Officer shall form a quorum at all meetings of the General Committee and, except where provided by these Rules to the contrary, the decision of a majority of the votes recorded shall be binding.
- 5.5.3 The quorum at all Annual and Special General Meetings of the Berth Holders shall be in accordance with the current Kerikeri Cruising Club Marina Trust Deed of Undertaking.
- 5.5.4 A quorum for a meeting of the Marina Committee will be not less than four of the Committee Members.

#### **5.6 GENERAL COMMITTEE MEETING**

The General Committee shall meet whenever it deems it necessary, or when summoned by a Flag Officer.

- 5.6.1 Notice of Meeting may be given by any means including by telephone.
- 5.6.2 Meetings may be held by means of audio or audio and visual communication, by which all the Committee Members participating in the meeting and constituting a quorum can simultaneously, hear each

other throughout the meeting.

#### 5.6.3 Provisions for meeting by electronic communication:

For the purposes of this Constitution the contemporaneous linking together by electronic communication of Committee Members (not less than the quorum), whether or not any one or more of the Members is out of New Zealand, shall be deemed to constitute a meeting of the Committee and all provisions of this Constitution as to meetings of the Committee shall apply to such meeting by electronic communication so long as the following conditions are met:

All Committee Members for the time being entitled to receive Notice of a meeting shall be entitled to a Notice of meeting by electronic communication and to be linked by electronic communication for the purposes of such meeting. Notice of any such meeting may be given by electronic communication, and

Each of the Committee Members taking part in the meeting by electronic communication must be able to communicate to each of the other Committee Members taking part at the start of the meeting; and

At the start of the meeting each Committee Member must acknowledge his/her presence for the purposes of meeting of the Committee to all other Committee Members taking part.

Committee Members may not leave the meeting by disconnecting their electronic communication unless they have previously obtained the express consent of the Chairman of the meeting and a Committee Member shall be presumed to have been present and form part of the quorum during the meeting by electronic communication unless he has previously obtained the express consent of the Chairman to leave the meeting in accordance with this clause.

If certified as correct by the Chairman of the meeting a minute of the proceedings at such meeting by electronic communication shall be sufficient evidence of such proceedings and the observance of the

necessary formalities.

For the purposes of this Constitution “electronic communication” shall include all devices, which permit instantaneous communication.

## 5.7 NON-ATTENDANCE OF COMMITTEE MEMBER

Any Member of a Committee, except an ex officio Member, failing to attend three consecutive meetings shall cease to be a Member thereof, unless he/she shall have been granted leave of absence.

## 5.8 VOTING

On all questions, whether upon election or consideration of a motion or amendment, every financial Member eligible to vote and lawfully present shall be entitled to ONE (1) VOTE to be exercised in person, and such voting shall be by a show of hands unless a ballot is called for by THREE (3) MEMBERS forthwith upon the declaration of the result. With the exception of the Berth Holders, Annual and Special General meetings No proxies shall be allowed at any Club meeting.

## 5.9 CASTING VOTE

The Chairman at any meeting of the Club or of any Committee meeting, when there is equality in votes, shall have a casting vote in addition to his own deliberative vote.

# 6. DUES

## 6.1 ENTRANCE FEE

6.1.1 An entrance fee may be payable as the Club deems necessary from time to time. The amount payable is to be determined by and set by the Members at an Annual General or Special Meeting.

6.1.2 An application for Youth or Long Distance Membership shall not be required to pay an Entrance Fee on election.

6.1.3 Members changing their Membership status shall not be required to pay an entrance fee.

## 6.2 SUBSCRIPTION & RENTALS

6.2.1 The rate of Annual Subscription payable by the various voting

Categories of Membership shall be agreed on at the Annual General Meeting after considering the Budget presented by the General Committee for the forth coming year in terms of Rule 5.1.1. Accounts for the payment of subscriptions shall be sent to Members immediately after the Annual General meeting.

- 6.2.2 The membership year of the Club shall commence on the first day of December and shall end on the 30<sup>th</sup> November of the following year. Payment of the annual membership subscription shall be due on the first day of the membership year.

Any members who have not paid their subscription within one month of the due date shall be deemed in arrears.

Any members whose subscription is in arrears shall be notified of this and they shall not be entitled to the privileges of the Club, nor shall such members be entitled to vote at any meeting or helm any yacht in any Club race until the account is paid.

Any member whose subscription is not paid in full within one month from the date of the notice informing them that they are in arrears shall, at the discretion of the Committee, be removed from the list of Members.

The Committee may reinstate any such person on receipt of their subscription.

- 6.2.3 Annual charges for Pile Moorings, Dinghy Racks and Lockers will be agreed on at the Annual General meeting after considering the Budget presented by the General Committee.
- 6.2.4 The rate of Annual, half & quarter year subscription payable by the various non-voting Categories of Membership may be varied from time to time by the General Committee.

### 6.3 HALF YEAR

- 6.3.1 The subscription of any voting Member elected after the 1st day of June and before the 1st day of September of the current Membership year shall be one half of the annual amount and for any voting Member elected after the 1st day of September and before the 30th day of November shall be one quarter of the annual amount.

## **6.4 MEMBERS IN ARREARS**

At the discretion of the General Committee no Member whose subscription is still in arrears on the 1st day of January shall be entitled to use the Club privileges or property nor shall that Member be entitled to vote at any meetings of the Club nor compete for any prizes offered by it or helm any yacht in any Club race until the subscription be paid.

## **6.5 FINANCE**

Should the General 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 Club, they shall call a Special General Meeting and place the financial position before such meeting.

## **7. POWERS TO INVEST OR BORROW**

7.0.1 Three fourths of the Members present and entitled to vote at a Special General Meeting of the Club convened for the purpose, may resolve to borrow funds, by whatever means they agree and for whatever purposes they approve.

7.0.2 Any monies of the club may be invested in any manner in which trust funds may be invested.

## **8. ALTERATION OF RULES**

### **8.1 NOTICE OF PROPOSAL**

8.1.1 No addition to, alteration, amendments, or revision of these Rules shall be made except at a General Meeting and by a majority of three-fourths of the Members present. Notice of any proposed addition, alteration, amendment or revision shall be included in the Notice of the General Meeting referred to in Rule 5.0

8.1.2 No motion affecting these Rules which has been duly considered shall be brought forward again during the same financial year, unless by consent of the General Committee.

8.1.3 Notwithstanding anything contained in these Rules, no alteration shall be made to Rule 11.1 of these Rules without the written consent of the

Commissioner of Inland Revenue.

## **9. MARINA COMMITTEE RULES**

### **9.1 APPOINTMENT AND REMOVAL**

- 9.1.1 There shall be a maximum of seven Committee Members, all of whom shall be Berth Licence Holders, and financial Members of the Club.
- 9.1.2 A Committee Member shall hold office for a maximum period of two years, or until his or her retirement, disqualification or removal in accordance with this Constitution.
- 9.1.3 A Committee Member due for retirement after two years may elect to stand for re- election.
- 9.1.4 A Committee Member may be removed by majority vote at a Special General Meeting of the Berth Licence Holders. A Notice of Meeting at which the removal of a Committee Member will be considered must state that a purpose of the meeting is the removal of the Committee Member and give the reason for the considered removal.
- 9.1.5 Only suitably qualified persons shall be eligible for election to the Marina Sub- Committee. (Refer Definitions 13.0)

### **9.2 CHAIRMAN AND MEETINGS**

- 9.2.1 The chairman and the vice chairman of the Marina Committee shall be elected annually by majority vote of the marina Committee.
- 9.2.2 Every Committee Member will have one vote.
- 9.2.3 Any vacancies in the Marina Sub-Committee, which occur between Berth Holder Annual General Meetings, shall be filled from existing berth holders by majority vote of the remaining Marina Sub-Committee Members.
- 9.2.4 Committee Members appointed as per (9.2.3) above must retire at the next Annual General Meeting of the Berth Holders, and are eligible for re-election.
- 9.2.5 The Committee must ensure that full and accurate minutes are kept



of all proceedings at meetings of the Committee.

## **10. KERIKERI CRUISING CLUB MARINA TRUST**

### **10.1 OBJECTIVE**

To ensure the Kerikeri Cruising Club Marina Trust Deed of Undertaking is complied with.

### **10.2 MEMBERSHIP OF THE BOARD**

As per the current Kerikeri Cruising Club Marina Trust Deed

### **10.3 RETIREMENT OF THE BOARD**

As per the current Kerikeri Cruising Club Marina Trust Deed

### **10.4 DISQUALIFICATION AND REMOVAL FROM THE TRUST**

As per the current Kerikeri Cruising Club Marina Trust Deed

## **11. INTERPRETATION OF RULES**

The interpretation, construction or Regulation of the Rules, or any matter not covered by the Rules, following advice from the Club's honorary solicitors, shall be the decision of the General Committee.

## **12. WINDING UP AND DISTRIBUTION OF ASSETS**

The Club shall be dissolved if:

12.0.1 The number of Members reduces to fewer than 40.

12.0.2 A majority of three fourths of the Total Members being entitled to vote at a General Meeting passes a resolution requiring the Club to be wound up.

### **12.1 DISTRIBUTION OF ASSETS**

12.1.1 Upon the winding up of the Club, all surplus assets, after the payment of all costs, debts and liabilities, shall be disposed of in terms of the resolution reached in the Special General Meeting held to confirm the winding up as required in Rule 11.

12.1.2 The assets of the Club shall be paid, transferred or delivered to a Trust/Trustee to manage and distribute the proceeds to other association/s, club/s or institution/s within the Bay of Islands Community having objectives the same or similar to those of the Club.

### **13. CLUB COLOURS**

The Club Colours shall be a blue pennant, with a red diamond mounted on a larger white diamond.

The Commodore's Flag shall be a burgee (swallow-tailed), otherwise similar to the Club Colours.

The Vice-Commodore's Flag shall be similar to the Commodore's flag, but with the addition of one (1) ball near the staff.

The Rear Commodore's Flag shall be similar, but with the addition of two (2) balls near the staff.

Past Commodore's Flag shall be a rectangular Club Flag with a gavel near to the staff.

### **14. DEFINITIONS**

Suitably Qualified Persons:

A suitably qualified person is a person who:

Has not been removed under clauses (2.3 & 2.4) of this Constitution

Is not an un-discharged bankrupt

Would not otherwise be disqualified from being a Director of a Limited Liability Company under section 382 or section 385 of the Companies Act 1993.

Is over the age of 18 years.

Major Financial Transaction (Club)

A Major Financial Transaction is any single transaction, or the aggregate sum to be expended on any Club project, which is equal to or greater than 50% of the total sum derived from subscriptions in the previous financial year".

Major Financial Transaction (Marina)

In any financial year expenditure equal to or greater than that permitted under the Kerikeri Cruising Club Deed of Trust.

#### Assets

Means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

#### Payment

Means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

#### Written Notice

Means hand-written, printed or electronic communication of words or combination of these methods.