

CONSTITUTION OF THE TAKAPUNA BOATING CLUB INCORPORATED

1. GENERAL:

The Name of the club shall be "Takapuna Boating Club Incorporated", and throughout this Constitution it is hereinafter referred to as "the Club".

The Objects for which the Club is established are:

- (a) The Takapuna Boating Club is committed to boating, sailing, paddling and other aquatic activities, both recreational and competitive; the teaching of sailing to children and adults with an emphasis on water safety and education;
- (b) For such other purposes connected with the aforesaid objects and developments of the club as the members shall from time to time determine; and
- (c) To acquire or dispose of, mortgage, lease, charge or otherwise deal with any real or personal property for any of the aforesaid purposes or objects; and
- (d) To develop on its own account or in conjunction with any other individual, incorporated Society, government body or local government body land, seabed or other object or building for the purposes of the Club or the furthering of the Club's Objects.

The Registered Office of the Club shall be The Clubhouse, 39 The Strand, Takapuna, Auckland.

2. THE OFFICERS:

- (a) The Officers of the Club shall consist of a Patron, President, Commodore, Vice-Commodore, Rear-Commodore, Clubhouse Captain Bayswater and Clubhouse Captain Takapuna.

3. THE BOARD OF DIRECTORS

- (a) The Board of Directors (hereafter referred to as the Board) shall consist of the Commodore, Vice-Commodore, Rear-Commodore, the Clubhouse Captains and four members being either (Financial/Honorary Life Members/Members for Life). The President and Patron are welcome to attend all Board meetings. The Club Manager shall be invited to attend Board meetings as the Board sees fit. The Club Secretary is required to attend Board Meetings at the request of the Board. At least six of the members of the Board shall be water craft owners.
- (b) The Board shall have power to appoint committees, both from Club and non-Club members and shall determine their powers and duties and the method of conduct of their meetings and proceedings. The Board has the power to co-opt members during its term.
- (c) The Board shall have power to employ or appoint secretaries, treasurers, full or part time salaried staff or honorary staff at its discretion. (Any salaried employee of the Club does not have voting rights on committees however any member on the committee who receives an honorarium has voting rights).
- (d) The Board shall appoint a Finance Director as its first meeting following the Annual General Meeting.
- (e) At Board Meetings, six (6) shall form a quorum and the Board shall regulate its own procedure subject as herein provided.

- (f) The Board meetings are to be held from time to time as business demands, normally once every month.
- (g) If any member of the Board shall be absent from three consecutive meetings without leave from the Board, his/her seat may be declared vacant by the Board.
- (h) The Commodore, when present, shall preside at all meetings of the Board. Failing his/her attendance, the Vice-Commodore if present shall preside and, failing the attendance of both the Commodore and Vice-Commodore then the Rear-Commodore shall preside. Failing the attendance of the Commodore and Vice-Commodore then the Rear-Commodore, the meeting may appoint a Chairman.
- (i) The Board via its Finance Director shall have the control of and may invest the funds of the Club, and may borrow money on the Club's behalf and mortgage or charge all or any of the assets of the Club, and may exercise all the corporate powers of the Club, save such as are required by Statute or by this Constitution to be exercised by a General Meeting of the members.
- (j) All officers and the Board shall be elected annually at the Annual General Meeting, and shall any office become vacant the Board may appoint a member to fill the vacancy until the following Annual General Meeting. All nominations for Officers and Board must be in the hands of the Club Secretary in writing seven days before the Annual General Meeting. In the event of insufficient nominations being lodged with the Club Secretary, nominations will be received from the floor at the Annual General Meeting.
- (k) Any Office-bearer, ceasing to be a Member of the Club shall cease to be an Office-bearer.
- (l) The Board shall maintain for the club a Common Seal representing a Lifebuoy with the words "Takapuna Boating Club Incorporated". The Common Seal shall remain in the custody of the Club Secretary and shall be affixed only by resolution of the Board; the Commodore and the Club Secretary, or two members of the Board and the Commodore and the Vice-Commodore may witness the affixing of the Common Seal pursuant to such resolution.
- (m) The Board shall have power to make, cancel or amend Club Rules from time to time for the proper conduct of the members, Club premises and for Club events.
- (n) Anything not provided for in this Constitution shall be left to the discretion of the Board, but any action taken thereunder may be brought forward for approval and confirmation at the next succeeding Annual General Meeting.
- (o) No motion affecting Club Rules made by the Board which has been duly considered and rejected shall be brought forward again during the same season, unless with the consent of the Board.

4. COMMITTEES:

(a) The following Committee chairmen are to be appointed at the Annual General Meeting:

- Bayswater
- Takapuna House
- Paddlers
- Sailing
- Taniwha Outriggers
- Stand-Up Paddle Boards

- (b) Each Chairman has the power to subsequently appoint a minimum of three club members to their committee.
- (c) Additional committees may be appointed by the Board as considered necessary.
- (d) Committee chairmen, or their nominated representative, are required to table a written report prior to each monthly Board meeting.

5. DUTIES OF OFFICERS:

It shall be the duty of the Commodore to have an overview of all functions and preside or delegate at meetings of the Club and the Board. He/she shall be a member ex officio of all committees.

- (a) It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties, and in his absence to officiate in his stead.
- (b) It shall be the duty of the Rear-Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties, and in their absence to officiate in their stead.
- (c) It shall be the duty of the Finance Director to overview the Club Finances, as administered daily by the Administration Officer and the Club Manager (as detailed in clause 6)

6. IT SHALL BE THE DUTY OF THE CLUB MANAGER:

- (a) To collect and receive all monies due to the Club and pay all accounts contracted by it.
- (b) To produce for the Board prior to the Annual General Meeting a duly audited Balance Sheet and Statement of Income and Expenditure for the past year and to report generally on the finances of the Club.
- (c) To have the custody of all the funds of the Club and shall keep accounts of the same in such a manner as will at any time clearly show the true financial position of the Club.
- (d) All monies collected by the Club Manager shall be paid as soon as practicable without deduction to the bank account of the Club. No payment exceeding five hundred dollars (\$500) shall be made except by the order of the Board and by cheque signed by any two of the following officers: Commodore, Vice-Commodore, Rear-Commodore, Club Manager, Secretary and Accounts Administrator and except where special purpose committees are set up to handle special projects. In this case funds are set aside for those projects then the special arrangements shall be made by resolution of the Board.
- (e) All monies received as donations by the Club, unless otherwise specified by the donor, shall be under the control and direction of the Board, and be applied as it shall direct.
- (f) To keep the true record of the proceedings of all meetings of the Club and of the Board, as provided by the Club Secretary in a secure file provided for that purpose, and to give effect to all resolutions passed at such meetings.
- (g) To keep a register of the members, wherein shall be entered their names, addresses and occupations of members, and the dates at which they become and ceased to be members.
- (h) Immediately after the Annual General Meeting, to notify the membership fees for the ensuing year and have prepared invoices to those members liable for annual dues. Also keep a record during the year of those new members elected and those who have resigned.

- (i) To have the custody of and file all documents, records, reports and communications connected with the business of the Club, and to bring them before such meetings as may properly deal with them.
- (j) To notify each member of their election and to furnish them with a copy of the Constitution on application.
- (k) To conduct the correspondence of the Club.
- (l) To notify those members concerned of every meeting.
- (m) In case of inability to attend any meeting, to cause the necessary books and papers to be conveyed to the place of meeting.

7. **MEMBERSHIP:**

Membership of the Club shall consist of:

- (a) **Senior Members** – has all the rights and privileges of membership including hold office, voting, the right to race and use of the facilities of the Club and all benefits associated with the Club.
- (b) **Family Membership** – shall consist of a family group and include children of a family who qualify for Junior/Student membership and who are living with family at the time. In respect of family membership there will be only one vote at meetings for that membership though each member of the family otherwise enjoys the facilities of the Club including the right to race.
- (c) **Junior/Student Members** – is a member who is under the age of nineteen years on the 30th September in any year or is a full time student under the age of 20 years at an approved educational institute.
- (d) **Social Members** – (i.e. non-active member) while they have the right to enjoy facilities and activities of the Club; they do not have the right to hold office or vote, or have a tag, or right to race, or use of storage.
- (e) **Corporate Members** – The Board shall be able to enter into an agreement with sponsor companies in accordance with approved sponsorship plans. Corporate members shall be entitled to receive privileges on a scale according to the level of sponsorship agreed, however no Corporate Member will be entitled to attend meetings, hold office or vote.
- (f) **Associate Members** – while they have the right to use the Club do not have the right to vote or hold office, but otherwise can enjoy the facilities of the Club. An Associate member may be:
 - (i) A spouse or partner of a Senior Member, Honorary Life Member or Member for Life;
 - (ii) A visitor from within New Zealand or from overseas, provided they are a member of a club affiliated to their national authority. Membership shall be valid for up to three months for which normal sailing fees shall be payable in addition to the associate membership dues;
 - (iii) A member of the club who moves away from the Club area and is unable to participate generally in Club activities but wishes to remain a member of the club may do so as an associate member and this may be applied for by any member of the Club who moves and lives outside the Auckland regional area, either in New Zealand or overseas.

- (g) **Honorary Life Members** – An Honorary Life member may be elected at any General Meeting in recognition of past services. Such election shall be at a General meeting of the Club on notice of proposed election having been given. Members voting therefore must be in a three-fourths majority of the members present and/or voting by proxy at such General Meeting. All Honorary Life Members shall have the privilege of holding office and voting at any such meetings.
- (h) **Members for Life** – This is a category of membership which encompasses those members of the North Shore Club (NSC) who were members of that Club as at the 13th of May 2002 and who became members of this Club upon the signing of the contract between NSC and Takapuna Boating Club. Those members enjoy all the privileges of membership including the right to vote, hold office and enjoy the facilities. Their classification of Members for Life is protected for the natural lives of each of those members or until such time as they choose to resign or their membership is terminated.
- (i) **Honorary Members** – may be elected by the Board in recognition of past services to the Club without payment of subscription. Honorary Members shall be elected only until the next Annual General Meeting when they shall be eligible for re-election by the Board. Such members shall have all the privileges of senior members but shall not be entitled to vote at meetings nor be eligible to hold office.
- (j) Each candidate for admission to the Club shall be nominated by two financial members of the Club and his or her election decided by ballot at the next General Meeting or meeting of the Board. One contrary vote in each five members present and voting shall exclude any such candidate from membership.
- (k) The amount of the Annual Subscription in respect of each category of membership shall be fixed annually at the first Board meeting immediately following the end of the Financial Year, being 31st May, and any increase shall not exceed ten (10) per cent of the previous year subscription. If in any year the subscriptions are not fixed by the Board prior to the Annual General Meeting, the subscriptions are to be fixed at the A.G.M.
- (l) Any member whose current year's subscription shall be unpaid or not paid by 1st December, or for the space of one month after notice of election to membership, shall lose all privileges of membership until such subscription has been paid.
- (m) Any member dying and any person whose subscription is over one year in arrears shall cease to be a member of the Club but without prejudice to his liability for all subscriptions or other monies due to the Club.
- (n) Written notice of resignation of membership shall be given to the Club Manager on or before the 1st December, otherwise the member shall be liable for the current year's subscription.
- (o) Members residing beyond the Auckland regional area may be allowed to retain their membership by the payment of the yearly subscription then current for associate membership but having the rights of Associate Members only.
- (p) Every Club Member participating in a Canoe Racing discipline shall become a member of Canoe Racing New Zealand (CRNZ), as per the Club affiliation rule to this National Body.
- (q) Every Club Member participating in an Outrigger/Waka Ama discipline shall become a member of Nga Kaihoe O Aotearoa (Waka Ama New Zealand), as per the Club affiliation rule to this National Body.
- (r) Every Club Member participating in Triathlon events shall become a member of Triathlon New Zealand, as per the Club affiliation rule to this National Body.

8. DISCIPLINARY PROCEDURES:

- (a) Any member infringing any of the Constitution or the Racing Rules Item 69 or any rule that replaces, it, or whose conduct, whether on the Club premises or elsewhere, in the opinion of the Board is objectionable, may be suspended or disqualified from membership by the Board. A member may appeal the suspension or disqualification by lodging notice of appeal with the Club Secretary within 14 days of the decision being communicated to the member. Should the Board's finding not be reversed at a General Meeting called for the purpose of hearing the appeal, the offending member shall cease to be a member of the club as from the date of suspension or disqualification, but without prejudice to his or her liability for all subscription or other monies due to the Club and shall have no right of action or other remedy against any member of the Club in respect of such suspension or disqualification.
- (b) Upon any member ceasing for any reason to be a member of the Club his or her name shall be struck off the Register of Members and the reason therefore shall be entered into the Register and signed by the Club Manager.
- (c) The rules of natural justice and fairness shall be observed in all dealings relating to disciplinary proceedings.
- (d) The Register shall be prima facie proof of which persons are members of the Club.

9. ANNUAL GENERAL MEETING:

- (a) The Annual General Meeting of the Club shall be held between 1st July and 31 August in each year when the Officers of the Club and the Board, the Club Solicitor and Auditor shall be elected for the ensuing year and the Annual Report and Balance sheet shall be considered and any other business transacted which is brought before the meeting.
- (b) Notice of Annual General Meeting shall be given by the Club Secretary or other officer of the Club by delivering the same personally, by email, or posting the same in the City or suburbs of Auckland, addressed to the members at their last recorded address, not less than fourteen days before the date of such Annual General Meeting and fourteen days in the case of a Special General meeting, but the accidental omission to notify any member of members shall not invalidate the Meeting if this Constitution be substantially complied with. Such notice shall contain particulars or any proposed addition to, rescission of, or amendment to the Constitution, and in the case of Special Meetings of the business to be transacted. Only the business contained in the notice shall be dealt with at any Special General meeting.
- (c) Eleven members and two Flag Officers shall be a quorum to a General Meeting.
- (d) If within half an hour from the time appointed for any General Meeting a quorum is not present it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present, those members who are present shall form a quorum and may transact the business for which the meeting was called.
- (e) At all General Meetings every eligible member present in person or by proxy shall be entitled to one vote. Proxies must be in writing and in form to the satisfaction of the Chairman of the meeting. Voting for the election of all office bearers of the Club shall be by ballot if there is more than one candidate for a position, but in all other cases the voting shall be by a show of hands. Subject thereto the procedure at General Meetings shall be such as may be laid down from time to time by the Board and in default thereof shall follow the ordinary rules of Company Meeting procedure of which the Chairman shall be the judge.

- (f) The Club Secretary shall call a Special Meeting if directed to do so by the Board or a General Meeting or upon receiving a requisition signed by at least five members of the Club, such requisition to state the object or objects for which such meeting is to be called and such meeting shall be held within twenty-one days after receipt of such requisition by the Secretary.
- (g) No land owned in fee simple by the club shall be sold or leased in entirety for more than fourteen days at a time save with the prior consent of the Club in a General Meeting.
- (h) The Club's books shall be audited to 31st May of each year, on which date the financial year of the Club shall end. The Board shall be empowered to arrange for a special audit at any time should it be deemed advisable.
- (i) If upon dissolution by the Registrar, or winding up of the Club there remains after the satisfaction of all its debts and liabilities any funds or property whatsoever such assets should not be made over to or paid to any members but shall be distributed to such water sports clubs that have exclusively charitable purpose as are based in the area bounded by the Waitemata Harbour in the south, Greenhithe Bridge in the west and Orewa in the north, and are incorporated bodies with similar objects to those of this Club.
- (j) Nothing in this Constitution shall be altered unless by notice of motion at an Annual Meeting or a Special General Meeting, of which notice shall be given prior to the Meeting, and on which full details have been set out. In any case to alter the objects of the Constitution of the Club a majority of 80% of members present and entitled to vote shall be required to effect such alteration and in respect of any other alteration to the Constitution a majority of two-thirds of those present and entitled to vote shall be required to affect such change.

No repeal, amendment or substitution of any part of either the objects as detailed in Clause 1 or the winding up procedure as detailed in Clause 9(i) shall be effected which will derogate from the income tax exempt status of the Club under Section CW 39 of the Income Tax Act 2004 as amateur sports promoters.

10. INCOME AND PROPERTY:

- (a) **Application:** The income and property of the Club must be applied solely towards the promotion of the objects of the Club and no part of the income and property of the Club may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to members.
- (b) **No influence:** No member or person associated with a member may derive any income, benefit or advantage from the Club where that member or person can materially influence the payment of the income, benefit or advantage, except where the income, benefit or advantage is derived under Clause 10(c).
- (c) **Authorised payments:** Nothing in these clauses will prevent the payment in good faith of remuneration to any officers or employees of the Club for services actually rendered to the Club or for goods and services supplied in the ordinary and usual course of a business or profession.

11. GENERAL:

- (a) The Club Flags are as follows:

The Clubhouse Flag – shall be rectangular with an old gold vertical cross on royal blue background with four stars of the Southern Cross in the upper inner canton.

The Red Ensign of New Zealand.

Burgee – The Club's flags, colours are Old Gold Cross on a Royal Blue Background.

The Commodore's Flag – to be a swallow tail of a similar device to the Burgee and the Vice-Commodore's and the Rear-Commodore's shall be likewise, with an addition of a Gold ball in the inner upper canton for the Vice-Commodore and in respect of the Rear-Commodore, a Gold ball in the inner lower canton.

Past Commodore's Flag – shall be a swallow tail with a Red ball in the inner lower canton.

(b) Except on Open Days; only financial members of the Club who have not lost the privileges of membership shall be eligible to compete in the Club races.

A non-member may take part in Club races by paying the prescribed fee. This makes the owner a racing member only for a particular race or series of races but does not entitle him to Club privileges for the season.


(c) Each member owning a water craft, whether propelled by sail or other power, shall provide the Club Secretary with a description of that craft if requested.

(d) This Constitution rescinds and replaces all previous rules and the pre-existing Constitution.

We the undersigned three members were present at the Special General Meeting of the Takapuna Boating Club held on 12th August 2012 whereat the then existing constitutional rules were repealed and the paragraphs herein number 1 to 11 became the new constitution of the Takapuna Boating Club Incorporated.

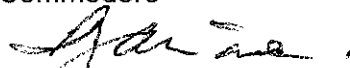
Dated 12th August 2012.

Signed:



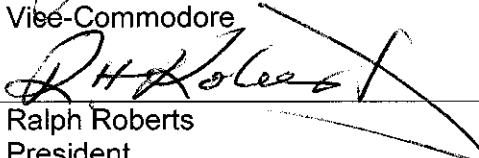
Evelyn Johnson
Commodore

Signed:



Peter Dallimore
Vice-Commodore

Signed:



Ralph Roberts
President