

**THE CONSTITUTION OF
THE STILLWATER BOATING CLUB INCORPORATED
70 Duck Creek Road
RD3 Silverdale
Auckland 0993**

**ALL PREVIOUS CONSTITUTION AND RULES ARE RESCINDED
DATED 1 AUGUST 2021**

- [1] NAME The name of the Club is "The Stillwater Boating Club Incorporated".
- [2] OBJECTS The objects of the Club shall be the encouragement of boating generally, the promotion of all aquatic sports and the recreation of the members.
- [3] POWERS Subject to the terms of this constitution and the provisions of the Incorporated Societies Act 1908, the Club activities shall be governed by the Committee and have the power:
- (a) To purchase take or lease or in exchange on hire or license or otherwise acquire hold mortgage and dispose of any real or personal property and any rights and privileges which the Club shall think necessary or expedient for the purpose of attaining the objects of the Club or any of them or protecting the interests of the Club or its members.
 - (b) To purchase, lease, hire or otherwise acquire, construct and maintain and to sell, exchange or otherwise dispose of buildings, fences, machinery, skids, slipways, hauling out sites, roads, paths, and other works, property or assets whatsoever as may be rendered necessary or expedient for the use of the Club.
 - (c) To borrow or raise money from time to time by the issues of debentures, bonds, mortgages for any other security forwarded or leased or secured on all or any of the property and/or properties of the Club or without any such security and upon such terms and conditions as to priority otherwise as the Club shall decide.
 - (d) To invest and re-invest in such securities or assets and upon such terms as the Club shall from time to time think fit, the whole or any part of the funds of the Club which shall not be required for the immediate business of the Club.
- [4] CONSTITUTION RULES Members are obliged to observe all Club rules outlined in the constitution, as detailed in Appendix 1 Club Rules, Appendix 2 Disciplinary Panel Procedures, Appendix 3 Yard Haul Out Application, and any published rules or other binding documents. Appendices above may be amended during a membership year by Committee, and communicated to members.
- [5] MEMBERSHIP The Club shall consist of Financial Ordinary Members, Family Members, Life Members, Junior Members (no voting rights), Honorary Life Members and Associate Members.
- [6] ORDINARY MEMBERS All persons over the age of 18 years interested in the objects of the Club shall be eligible for ordinary membership. Application for ordinary membership shall be made in writing to the Secretary and the Committee shall have full power to accept or decline any application for membership and shall not be obliged to state any reason for declining any such application.

[7] FAMILY MEMBERS Shall be over the age of 18 years and shall be entitled to bring all children under the age of 18 years to the Club and to use the facilities of the Club. Both adult spouses shall be considered as full Ordinary Members, shall be entitled to vote at meetings, and one (during any single term) may hold positions as Officers of the Club. Children under the age of 18 shall not be entitled to vote at meetings or hold positions as Officers of the Club.

[8] LIFE MEMBERS The Committee may admit to Life Membership of the Club any Ordinary Member or newly joining Ordinary Member who pays such sum as the Committee with approval of the Club in the General Meeting may from time to time determine. In the case of a newly joined Ordinary Member, such payment shall be in addition to any nomination fee payable by him or her.

[9] HONORARY LIFE MEMBER Any person may be proposed by the Committee an Honorary Life Member in recognition of valuable services to the Club and whenever any proposal of Honorary Life Membership shall be made, a ballot shall be taken at the next subsequently General Meeting held and upon any person proposed for Honorary Life Membership securing a three-to-one majority he/she shall be deemed a fully elected Honorary Life Member. Such Membership shall extend to the partner of the Member if applicable.

[10] HONORARY MEMBERSHIP The Committee shall have power to grant Honorary Membership to any person for services rendered to the Club or to the sport of boating generally. The Commodore of the Club shall be entitled to grant Honorary Membership to any person visiting from any other part of New Zealand or from overseas. The following provisions shall apply only to those Honorary Members granted by the Commodore as above:

- (a) They shall be entitled to all the privileges of the Club but shall not be entitled to any vote nor hold any office.
- (b) The term of their membership shall not be any longer than one year.
- (c) The Committee may revoke the grant of Honorary Membership to any person at any time.

[11] ASSOCIATE MEMBERSHIP Any person having an interest in the objects of the Club and wishing to support and be associated with its activities but who, in the opinion of the Committee, is unlikely to make use of the boating or other facilities of the Club other than its social and clubhouse facilities shall be eligible for Associate Membership. Application for Associate Membership shall be in writing and the Committee shall have full power to accept or decline any application for such membership and shall not be obliged to state any reason for so doing. Associate Members shall be entitled only to those privileges of the Club including the use of the facilities of any clubhouse that the Club may own as shall from time to time be prescribed by the Committee but they shall not be entitled to the use of any skids, slipways, hauling out sites or machinery or equipment of the Club, nor will they be entitled to any vote or hold office.

[12] RESIGNATION Any member wishing to resign from the Club shall give notice in writing to that effect to the Secretary and pay all the arrears to that date.

[13] REMOVAL Any member whose subscription is unpaid, may have his or her name removed from the list of members. Any other member who, in the opinion of the Committee, has been guilty of conduct (whether in the Club premises or elsewhere) unbecoming a Club member or conduct which would bring disrepute upon the Club (whether in Club premises or elsewhere) may have his or her name removed from the list of members. Provided, however, that before taking such action the Committee shall notify them in writing and give the member reasonable opportunity to appear before it and state his or her case. And, if the member so wishes, the Committee, upon written request of the member shall bring the question of reinstatement of such member before the next ensuing General Meeting of the Club.

[14] FEES The annual subscription of all members and classes of members and nomination fees (if any) shall be fixed for the ensuing year by each Annual General Meeting of the Club to be held as hereinafter provided. In the case of new members, the annual subscription and nomination fee (if payable) are due on election and if not paid within one month of election such election shall be null and void. In the case of a member being admitted after the commencement of the season, the full year's subscription for the then current season as from the preceding first day of July and nomination fee (if payable) shall be paid by him unless otherwise decided by the Committee. If membership is renewed within 24 months the nomination fee may be waived. Nomination fee will be waived when a dependent family member reaches the age of 18 and is required to become a member, provided this occurs within 24 months of reaching 18 years of age.

[15] VOTING Unless otherwise required by these rules, the methods of any voting of the election of officers shall be by secret ballot. Voting on all other matters shall be by voice except that the Chairman or any member may require the matter to be determined on a show of hands. Proxy votes are acceptable and must be in writing and in a form to the satisfaction of the Chairman of the meeting.

[16] CLUB OFFICERS The Committee shall consist of up to twelve financial members ("the officers") made up as follows:

- the Commodore;
- the Vice Commodore;
- Treasurer;
- Secretary;
- up to eight Committee Members; and
- the Club Patron (by right of office).

The following sub-committees will be formed after the Annual General Meeting as advisory committees to the Commodore:

- Financial Sub-committee comprising of the Commodore (Chair), Vice Commodore and Treasurer, and when required the Club Captain, Club /Bar Manager or independent Club Accountant.
- Building and Facilities Sub-committee comprising of the Commodore (Chair) and Vice Commodore when required, Yard Manager, Club Captain when required, and up to two financial Club members not on the Committee.
- Club Events and Activities Sub-committee comprising of two current Committee members and up to three Financial Club members not on the Committee; to liaise with Club/Bar Manager and Club Captain as required.
- Fishing Sub-committee comprising of two committee members and up to three Financial Club members not on the Committee; to liaise with Club/Bar Manager and Club Captain as required.

- (a) Any Office bearer other than the Patrons ceasing to be a member of the Club shall automatically cease to be an Office bearer.
- (b) That an Office bearer automatically ceases to hold office in the Club if he/she:
 - (i) Becomes of unsound mind.
 - (ii) Becomes a bankrupt.
- (c) The Club pennant to be adopted by the General Meeting. Only financial members of the Club shall have the right to fly the pennant.

- (d) That two adult members of the same family membership (spouse, de facto or partners, et cetera) shall not jointly hold senior Office positions.
- (e) That a family member or spouse/partner of an employee of the same family membership shall not hold a Senior Office Position.
- (f) The duties of Office bearers are described below.

[17] ELECTION OF OFFICERS

- (a) All officers of the Club shall be elected for the ensuing year at the Annual General Meeting of the Club. They shall be eligible for re-election except that the Commodore may not hold office at one time for more than two consecutive years. Casual vacancies in their number may be filled by a Special General Meeting.
- (b) All nominations for Officers and Committee are to be proposed and seconded in writing and delivered to the Secretary not later than (seven) days before the Annual General Meeting. Such nominations shall bear the names of the proposer and seconder and the written consent of the nominee. The Secretary shall post a list of such nominations on the Club notice board.
 - (i) Proposers, seconders and nominees must be Financial Club members.
 - (ii) Separate nominations must be made for each position nominated.
- (c) In the event of insufficient written nominations the balance of required members may be elected from the floor.
- (d) The Annual General Meeting is to nominate independent scrutineers for the purpose of counting votes/secret ballots.

[18] CLUB CAPTAIN At its first meeting after the Annual General Meeting the Committee shall appoint one of its Ordinary members to be Club Captain and may from time to time prescribe his duties. The Committee at any time may remove the Club Captain from Office and appoint another in his stead.

[19] MANAGEMENT The Committee shall have the entire management and control of the business and affairs of the Club and the Committee's accordingly authorised to exercise all powers and functions and do all the acts, deeds and things which may be exercised or done by the Club save except solely such matters as are expressly referred by these Rules to be exercised or done by the Club in General Meetings.

[20] MEETINGS The Annual General Meeting shall be held at the weekend of the first week of August of each year or as soon thereafter as practicable at a time and place fixed by the Committee for the following purposes:

- (a) To receive the Commodore's report, the Treasurer's balance sheet and statement of accounts for the preceding year.
- (b) To elect officers and members to the Committee for the ensuing year.
- (c) To transact any other business and generally decide on any resolution which may be duly submitted to the meeting.
- (d) A Special General Meeting may be called at any time by order of the Committee or on the requisition signed by at least 10 Ordinary members or five members of the Committee such requisition to state the objects thereof.

- (e) Fourteen days notice of an Annual or Special General Meeting shall be given to the members by circular advertisement or otherwise stating the objects and business of such meeting. Should any member desire to bring a motion before such meeting, such motion shall (except in the case of an altercation of the Rules which is provided for in Rule 25 hereof) be reduced to writing and lodged with the Secretary at least seven days before such meeting.
- (f) There shall be no less than 10 Committee meetings in a Club year. A quorum for any of these Committee meetings should be no less than four Committee members with one being the Commodore or Vice Commodore. Decisions from these meetings must have the majority vote and will be binding. If a quorum is not present, the meeting shall be adjourned for a week and those present at the next meeting will form a quorum.
- (g) The quorum for any Annual General Meeting or any Special General Meeting shall be 20 financial members. The decisions arising from these meetings must have the majority vote and will be binding. If a quorum is not present, the meeting shall be adjourned for a week and those present at the next meeting will form a quorum.

[21] DUTIES The Commodore or Vice Commodore shall preside at all meetings of the Club and the Committee and in their absence a Chairman to be elected from the Committee.

(a) It shall be the duty of the Secretary:

- (i) To keep a true record of all meetings of the Club.
- (ii) To keep such other records relating to the boats of members or to the racing of member's boats as the Committee shall require from time to time.
- (iii) To keep a correct roll of all members, the date of their election and their registered addresses.
- (iv) To file all documents, records, reports and communications with the Club and to bring them before such meetings as may properly deal with them.
- (v) To notify each new member of his election and furnish him with a copy of the Club Constitution and Rules.
- (vi) To conduct the correspondence of the Club.
- (vii) To notify those members liable of every Special General Meeting or Extraordinary General Meeting.
- (viii) In case of inability to attend any meetings, to cause the necessary books and papers to be conveyed to the place of the meeting.

(b) It shall be the duty of the Treasurer:

- (i) To collect and receive all monies due to the Club and pay all debts due and owing by the Club, passed for payment by the Committee, keeping correct account of all receipts and payments in books provided for the purpose.
- (ii) To produce, prior to the Annual Meeting, a balance sheet of the receipts and disbursements of the past year and a report generally upon the finances of the Club.
- (iii) To have custody of the funds of the Club and to keep accounts of the same in such a manner as at any time clearly show the true financial position of the Club.
- (iv) To pay all monies collected as soon as practicable and without deduction to the account of the Club with the Club's bankers. (That financial year end on the 30th of June of each year).
- (v) To pay such incidental or sundry payments up to a limit set by the ruling Committee without specific authorisation prior to payment.

(c) It shall be the duty of the independent Financial Accountant:

- (i) The club will engage a professional chartered accountant to oversee the financial affairs of the Club.
- (ii) He/she will prepare monthly financial reports using an approved financial accounting package (such as Xero) and present trial balances, creditors and debtors which they will present to the Club and the monthly Committee meetings.
- (iii) The Accountant will also assist the Club on taxation matters and assist where directed to ensure sound financial management of the Club activities maintained.
- (iv) At the Annual General Meeting the Club will elect an “examiner of accounts” who will, at the end of the financial year, examine the Club’s accounts for that year. They will report to the Treasurer the year’s financial activities at least one month before an Annual General Meeting.

(d) It shall be the duty of the Club Captain:

- (i) To make yourself known to and be recognisable to all members of the Club as Club Captain
- (ii) To assist the Committee in managing membership relationships and to protect both parties’ right to privacy at all times, reporting directly to the Committee executive only.
- (iii) To maintain a good understanding of applicable regulations and trading practice and uphold all Club policies and protocols.
- (iv) To assist staff and committee to oversee the operations of the Club with regards to functions and events as required.
- (v) To act as MC for Club nights and events as required.
- (vi) To liaise with Club/Bar Manager and assist or report any maintenance requirements to Club facilities or equipment if required.

[22] BANK ACCOUNT An account shall be opened with such bank as the Committee shall, from time to time, determine and the Club’s account with such bank shall be operated upon by the signatures of any two of the members nominated from time to time by the Committee for such purpose.

[23] SEAL The Common Seal of the Club shall be the Seal adopted as such by the Committee and shall be kept in the custody of the Secretary. Whenever the Common Seal of the Club is required to be affixed to any document the affixing of the Common Seal thereto shall be authorised by a resolution of the Committee one of whom shall be the Secretary or the Chairman of the Committee.

[24] AFFILIATION The Club shall be empowered to affiliate with any other Clubs, Associations or Organisations having objects similar to objects of the Club.

[25] ALTERATION OF RULES At any General Meeting of the Club the Constitution of the Club may be altered, added to, or rescinded, provided however that 21 days notice in writing of the resolution embodying the proposed additions, rescissions or alterations shall be given to the Secretary who shall give notice to members in accordance with Rule 19 and such resolution shall be passed by a majority of at least two thirds of the members of the Club present at such meeting.

[26] AUDIT The books of the Club shall be checked annually (and at such other times as the Executive may direct) by a registered Chartered Accountant appointed by the Committee.

[27] INDEMINITY

- (a) Committee members shall be indemnified out of the Club's assets for all liabilities incurred by them in the bona fide execution of the duties under this constitution.
- (b) No member shall be liable to contribute towards the payment of any liabilities of the Club (whether on dissolution or otherwise) beyond meeting his/her obligation to pay the subscription laid down by the Constitution and any other personal liabilities to the Club arising in the normal way.

[28] WINDING UP Upon winding up of the Club or upon the dissolution thereof by the Registrar, the funds of the Club after payment of all debts and the expenses of winding up shall be disposed of to a similar non-profit organisation in the area as determined by the Club in a General Meeting.