



Constitution

Contents

1. Definitions and interpretation.....	2
1.1 Definitions:.....	2
2. Name and Registered Address.....	4
3. Object.....	4
4. Membership	4
5. New Members.....	5
6. Member Entitlements and Requirements.....	6
7. Duration of Membership.....	6
8. Consequences of ceasing to be a Member;	7
9. Temporary Resignation of Members.....	7
10. Subscriptions.....	7
11. Alteration to Rules	8
12. Meetings.....	8
13. Qualification:.....	9
14. Disqualification:	9
15. Purpose of AGM.....	9
16. Special General Meeting	10
17. Notice of Meeting	10
18. Flag Officers.....	11
19. Committee Members	12
19.1 Term of Office.....	12
19.2 Casual Vacancy:.....	12
20. Suspension of Committee Member	12
21. Removal of Committee Member:	12
22. Interests	12
23. Control of Meetings	13
24. General Committee	14
25. Subcommittees.....	14
26. Meetings of General Committee	15
27. Powers of General Committee.....	16
28. Contact Person.....	17
29. Indemnity.....	17
30. Common Seal.....	17
31. Administrator	18
32. Finances.....	18
33. Financial Year	18
34. Amendments	18
35. Bylaws and Integrity	19
36. Dispute Resolution	19
37. Winding up	21

Panmure Yacht Club and Boating Club Constitution

1. Definitions and interpretation

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

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Bylaws means any bylaws, policies, regulations and codes of the Club made under clause 0.
Casual

Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

Committee means the Club's governing body. General Committee to refer to the governing body of the society.

Committee Member means a member of the Committee.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Executive House means Executive House Committee and consists of the Flag Officers

Flag Officer means a Committee Member and any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

General Meeting means an AGM or SGM of the Club.

Interested has the meaning given in section 62 of the Act. [Guidance: Section 62, Inc Soc Act states that an officer (A) is interested in a matter if A:

- ❖ may obtain a financial benefit from the matter; or
- ❖ is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
- ❖ may have a financial interest in a person to whom the matter relates; or
- ❖ is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
- ❖ is interested in the matter because the society's constitution so provides.

However, A is not interested in a matter:

- ❖ merely because A receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Inc Soc Act; or
- ❖ if A's interest is the same or substantially the same as the benefit or interest of all or most other members of the society due to the membership of those members; or

- ❖ if A's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence A in carrying out A's responsibilities under the Inc Soc Act or the society's constitution; or

- ❖ if A's interest is of a kind that is specified in the society's constitution.

Matter has the meaning given in section 62(4) of the Act that matter means a society's performance of its activities or exercise of its powers or an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the Club

Member means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.1

Office Manager means the person in the who is in an employment position in the Club.

Ordinary Resolution means a resolution passed by a majority of votes cast.

PYBC means Panmure Yacht Boating Club

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Interpretation: Unless the context otherwise requires:

Words referring to the singular include the plural and vice versa.

Clause headings are for reference only.

Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.

A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

All periods of time or notice exclude the days on which they are given.

Notices: Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

a Member if delivered by hand to the Member or sent to the address set out in their Contact Details;

the Club if sent to [email address] or by post to the Club's registered office set out on the Register of Incorporated Societies. [Guidance: Recommend including a generic email address so it is not affected by people leaving the club e.g. admin@sport.co.nz.]

Receipt of notices: A notice is deemed to have been received:

- if delivered by hand, at the time of delivery;
- if given by post, when left at the address of that party or five Working Days after being put in the post; or
- if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),
- provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

RULES OF PANMURE YACHT AND BOATING CLUB INCORPORATED

2. Name and Registered Address

- 2.1 The name of the Club is “Panmure Yacht and Boating Club Incorporated” (“the Club”). (PYBC)
- 2.2 The registered office of Panmure Yacht and Boating Club Incorporated is 104 Kings Road, Panmure. Auckland 1072, New Zealand

3. Object

3.1 The objects of the Club are: the encouragement of recreational boating generally in all its forms, including yachting, yacht racing, fishing, cruising and all forms of boating recreation, the promotion of seamanship, safety and adequate education, the promotion of social activities associated with any of these objects and all activities incidental or conducive to the attainment of any of these objects.

3.2 Be a member of the National and Regional Associations

3.3 To promote, develop, foster and administer the sport of boating and yachting, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa.

3.4 Protect the integrity of Boating and Yachting and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance.

4. Membership

4.1 The membership of the Club are:

- (a) Ordinary members
- (b) Associate members
- (c) Junior Members
- (d) Visiting members
- (e) Life members
- (f) Veteran members
- (g) Family members
- (h) Social members
- (i) Youth members
- (j) Corporate members

And any other categories of member as the Committee determines.

4.2 All members of the Club at the time of adoption of these rules shall be members of the Club in the class in which they were in prior to the adoption of these rules.

4.3 A member consents to becoming a Member of one of the ten classes by paying the Membership fee. And they consent to their details being their name and name of boat (if applicable) being published in the Club handbook. The member is also agreeing to the society's constitution and bylaws.

4.4 Ordinary members shall be persons 25 years of age or over on the first day of the relevant financial year duly elected to the Club in accordance with these rules or duly transferred from junior membership in accordance with these rules.

4.5 Associate members shall be those persons otherwise eligible for ordinary membership but who do not wish to obtain ordinary membership. These shall be persons permanently residing beyond an 80 kilometre radius of the Club premises.

4.6 Junior members shall be those persons eligible for ordinary membership who are under the age of 18 years on the first day of the relevant financial year.

4.7 Visiting members shall be those persons eligible for ordinary membership. **They are bonafide members of another overseas club or are affiliated to a New Zealand club**, but who wish to become members for a period or periods of up to six months only at any one time. The admission of visiting members shall be at the sole discretion of the general committee, which shall have the power at any time to revoke such membership by giving notice to the visiting member and without assigning any cause. **They will have no voting rights.**

4.8 Life members:

- (a) Any member of the Club may in recognition of distinguished services by him or her to the Club for a period of not less than ten years be elected a life member of the Club in an annual general meeting
- (b) Nomination of any such member as a life member shall be made in writing, signed by two ordinary members of the Club and handed to the secretary at least fourteen days before the annual general meeting at which it is intended to propose such nomination.
- (c) The general committee shall prior to such annual general meeting consider such nomination and may in its absolute discretion decline the same and in that event such nomination shall not be proceeded with but if the general committee shall approve the nomination then such nomination may be proposed at such annual general meeting and if two thirds of the members present at such meeting shall vote in favour of the motion such nominee shall become a life member of the Club. A person consents to becoming a Life Member on acceptance of their life membership.
- (d) At no time shall there be more than two such life members per hundred ordinary Club members provided always that changes in the ordinary membership total shall not affect existing life members.
- (e) Upon election a life member shall be entitled to be provided by the Club with a suitable certificate.

4.9 Veteran members shall be a member who has been a full paying member for at least ten years and who turns 65 years of age prior to the relevant financial year.

4.10 Family members shall be a parent or two parents and their children under 18 years of age on the first day of the relevant financial year who would otherwise be eligible for ordinary membership.

4.11 Social members shall be non-boat owners who shall otherwise be eligible for membership and who shall be admitted as social. **They will be eligible to attend all meetings but they will have no voting rights.**

4.12 Youth members shall be those persons eligible for ordinary membership who are under the age of 25 on the 1st day of the relevant financial year. An extension may be applied for and granted by the General Committee if special circumstances are proven.

4.13 Corporate members shall be those companies and organizations who are invited to hold such membership with parameters and scale of fees as set from time to time by the Committee.

4.14 The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have cease to be a Club member within the previous 7 years and the date on which they ceased to be a member.

5. New Members

5.1 New member may be admitted upon making application to the secretary in writing on the form provided for that purpose signed by **the applicate** and by any **seconded by a** financial member of the Club.

5.2 All applications will be put on the notice board for 7 days and published in the club newsletter before acceptance into the club.

5.3 Such application must be accompanied by the nomination fee (if applicable) and subscription payable.

5.4 Such applicant shall be elected on his or her application being accepted and confirmed by a majority of the general committee present at the meeting of the general committee at which such application is considered provided that the general committee may adjourn from time to time the consideration of any such application for the purpose of making enquiries concerning the eligibility or desirability of the intending member. They consent to their details being their name and name of boat (if applicable) being published in the Club handbook. The member is also agreeing to the society's constitution and bylaws.

5.5 No person who has been struck off the membership roll for non payment of subscriptions, fees or dues shall be eligible for re election until such subscriptions, fees or dues have been paid in full.

5.6 If not elected a candidate's nomination fee and subscription will be returned to him or her.

6. Member Entitlements and Requirements

6.1 All Members are bound by, and will comply with, this Constitution and the Regulations.

(a) They are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;

(b) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee including payment of membership set out in this Constitution or as otherwise set by the Committee including payment of any membership or other fees within a required time period

(c) The failure by a Member to comply with clause 6.3 may result in withdrawal of membership entitlements as determined by the Committee, but does not excuse such Member from being bound by this Constitution.

(d) They do not have any rights of ownership of, or that automatic right to use, the Club's property; and

(e) they will promote the interest and purposes of the Club and must not do anything to bring the Club into disrepute.

6.2 Members are entitled to:

(a) Participate in PYBC activities subject at all times to being eligible for, and complying with the terms and conditions of such activities:

(b) All members shall be entitled to attend annual general meetings or special general meetings of the Club but visiting members and social members shall have no voice or right to vote.

(c) A family membership shall be entitled to a vote each.

6.3 Life Members are not required to pay any membership fee and they are entitled to such other benefits (if any) as determined by the Committee. Life Members may attend and speak at General Meetings and are entitled to vote.

7. Duration of Membership

7.1 A member ceases to be a Member:

(a) Any member may resign his or her membership by giving to the secretary notice in writing to that effect provided that if notice be given after 1 June in any year he or she shall be liable to pay his or her subscription for that year.

(b) On death;

(c) If their membership is terminated under clause 6.1(b);

(d) If their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution

7.2 Membership may also be withdrawn suspended or terminated by the Committee if a Member fails to comply with this Constitution or any Regulations or if a Member acts in a manner which is considered by the Committee to be harmful to PYBC or inconsistent with the standards of behaviour expected of a Member, provided that:

(a) If the matter that the withdrawal, suspension or termination is about has not been the subject of a process either under clause 6.1 or under another process allowed by clause 36 , then the matter must be dealt with in accordance with the dispute resolution process under clause 36 ; and

(b) Paragraph (a) does not limit the Committee from imposing an interim suspension and taking any action pending the outcome of a dispute resolution process.

7.3 A Member whose membership is withdrawn, suspended or terminated by the Committee is not entitled to any right or privilege of a Member. But does not excuse the Member from being bound by this Constitution.

7.4 Unless otherwise determined by the Committee, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.

7.5 The Committee must keep and maintain a register of its Members in accordance with the Act and the Regulations.

8. Consequences of ceasing to be a Member;

8.1 remains responsible to pay all their outstanding membership and other fees to the Club;

8.2 must return all the Club's property if required

8.3 ceases to be entitled to any rights or a Member.

9. Temporary Resignation of Members

9.1 Any member leaving New Zealand on giving notice to the secretary may have his or her name placed on a list of Members Abroad free of subscription until his or her return provided that if he or she has otherwise complied with the rules he or she shall be readmitted to membership on payment of the subscription for the current year without the necessity of making a fresh application for membership provided he or she does so within three months of return to New Zealand.

10. Subscriptions

10.1 The annual subscriptions payable by the various classes of members of the Club shall be fixed at the annual general meeting each year. **The membership fees will be effective for the year commencing 1st September following the AGM in any year.**

10.2 (a) All annual subscriptions shall be payable by 1st September in each year and if after a reminder has been sent a subscription has not been paid on or before 1st November following, the defaulter shall not be entitled to exercise any of the rights or privileges of members of the Club or compete in any

competition until the subscription has been paid.

(b) If a subscription has not been paid, or an arrangement has not been entered into and completed by 1st December, the defaulter shall cease to be a member of the Club with effect as at 30th November but shall remain liable for any other amounts owed to the Club.

10.3 (a) Veteran members shall be entitled to a 40% discount on the annual subscription.

(b) Members who have been members for over 25 years shall be entitled to a 15% discount on the annual subscription.

All Changes to membership groups a request of change of status is required to be made to the office. This includes receiving of the above discounts.

11. Alteration to Rules

11.1 Any addition or alteration or amendments to any provisions of these rules shall only be made at a general meeting duly called and passed by a majority of three quarters of the members present and entitled to vote.

11.2 No motion affecting these rules which has been duly considered shall be brought forward again during the same financial year unless with the consent of the general committee.

12. Meetings

12.1 The annual general meeting of the Club shall be held not later than 31st July in each year upon a date and at a time to be fixed by the committee.

12.2 A minimum of twenty one days notice of an annual or special general meeting shall be given to the members by circular and by a notice attached to a notice board in a prominent position in the Club house stating the object and business of such meeting. Proof of posting or other sending at least twenty one days before the meeting shall be sufficient evidence that adequate notice has been given.

12.3 Any member desirous of moving any resolution at the annual general meeting shall give notice of motion in writing to the secretary not less than 14 days before the date of such meeting.

12.4 An agenda containing the business to be discussed at the AGM will be sent by the General Committee to the Members at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special resolution to discuss any other items. Any resolution made at the AGM will be non binding.

12.5 All class of members are entitled to attend a General Meeting but Social Members and Visiting Members are unable to vote.

12.6 Full minutes must be kept of all AGM'S and SGM'S and made available on request by Members.

12.7 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at the General Meeting.

12.8 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in clause 11.2 and any other error in the organization of the General Meeting will not invalidate the meeting nor prevent the General Meeting from considering the business of the General Meeting provide that:

- (a) The Chair in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; or
- (b) A motion to proceed is put to the General Meeting and a majority of two-thirds of votes cast is obtained in favour of the motion.

13. Qualification:

Every Committee Member must, in writing:

- (a) Consent to be a Committee Member; and
- (b) Certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.

14. Disqualification:

14.1 The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is an employee of PYBC, or independent contractor to, the Club. This includes Gallery, Bar, and Yard staff.
- (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- (c) A person who has been removed as a Committee Member following a process under this Constitution or any bylaw.
- (d) If an existing Committee Member becomes or holds any position in (A) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

15. Purpose of AGM

15.1 The AGM will be called for the following purpose:

- (a) Confirmation of the minutes of the previous AGM
- (b) The annual financial statements
- (c) The auditor's report to members on the financial statements audited by a qualified auditor or the review report of the financial statements only if these are deemed to be required.
- (d) To receive from the Committee an annual report on the operations and affairs of PYBC for the preceding year;
- (e) To receive from the Committee notice of any disclosures of conflicts of interest made by Committee members during the preceding year, including a brief summary of the Matters, of types of matters, to which those disclosures all relate;
- (f) To elect an Accountant or an auditor/reviewer, Honorary Auditor (if required);
- (g) To determine the Subscription fees. All other fees will be set by the Committee.
- (h) To elect Life Members;
- (i) To decide on any motion which has been properly submitted to the Committee for consideration at the AGM.

15.2 To elect the Officers of the PYBC which will consist of:

- (a) A patron
- (b) A president
- (c) Vice President
- (d) A commodore
- (e) A vicecommodore
- (f) A rearcommodore
- (g) A honorary secretary/treasurer appointed under 25.2b.
- (h) A clubhouse captain
- (i) The General Committee
- (j) Such other officers as may be deemed necessary for the efficient working of the Club.

15.3 The officers of the Club shall be elected in annual general meeting and shall hold office for the ensuing Club year and shall be eligible for re-election thereafter.

15.4 The nomination of any candidate for office in the Club must be made in writing and delivered to the secretary at least fourteen clear days before the annual general meeting at which it is intended to propose such nomination. Then the candidates be circulated to the members, along with the Agenda of Meeting and the financial report seven days prior to the meeting.

15.5 Any candidate for the office of commodore, vice commodore or rear commodore must have served on the general committee of the Club for at least two years prior to the date of nomination for office. **Over the last 10 years.**

15.6 The positions of president and vice president are honorary positions for which the commodore of the day may call upon these persons to give guidance where required on procedure matters of the club.

16. Special General Meeting

16.1 It shall be the duty of the secretary to call a special general meeting on receipt of a requisition in writing to that effect stating the business to be transacted thereat signed by:

- (a) the commodore; or
- (b) six members of the general committee; or
- (c) twenty members of the Club.

17. Notice of Meeting

17.1 A minimum of twenty one days notice of an annual or special general meeting shall be given to the members by circular and by a notice attached to a notice board in a prominent position in the Club house stating the object and business of such meeting. Proof of posting or other sending at least twenty one days before the meeting shall be sufficient evidence that adequate notice has been given.

18. Flag Officers

18.1 The commodore, vice commodore and rear commodore shall constitute the flag officers of the Club and they and the secretary may attend ex officio and take part in any meeting of any committee and vote there at.

18.2 It shall be the duty of the commodore to preside at all annual general meetings, ordinary general meetings, special general meetings and meetings of the general committee. The commodore shall have command of the Club.

18.3 It shall be the duty of the vice commodore to assist the commodore in the discharge of the commodore's duties and in the commodore's absence officiate in the commodore's stead.

18.4 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 officiate in their stead.

18.5 In the absence of any flag officer it shall be obligatory on the member who may be elected thereto by a majority of the members present to take the chair at any meeting of the Club or of the general committee.

18.6 It shall be the duty of the **Executive House** to manage any staff that the PYBC employ. This will include any employment agreements or disciplinary action. Any concerns should be reported to the Commodore.

18.7 Any Flag holder can hold a position for up to four years in any one position. They are able to hold any number of positions for longer than 4 years as long as it is not the same position.

18.8 when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Club;

- (a) must exercise a power as an Officer for a proper purpose;
- (b) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (c) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Club, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (d) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- (e) must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (f) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (g) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority, if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

19. Committee Members

19.1 Term of Office

The term of office for all Committee Members is one year, expiring at the end of the relevant AGM. A Committee Member may be re-elected to the Committee for a maximum of indefinite consecutive terms of office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.

19.2 Casual Vacancy:

If a Casual Vacancy arises, the remaining Committee Members may:

- (a) Appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
- (b) Appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
- (c) May leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

20. Suspension of Committee Member

20.1 If any Committee Member is or maybe the subject of an allegation, notice or charge described under **clause 13 or any** circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.

21. Removal of Committee Member:

21.1 The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:

- (a) has seriously breached duties under this Constitution or the Act; or
- (b) is no longer a suitable person to be a Committee Member.
- (c) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (d) Before considering a motion for removal, the Committee Member who is the subject of the motion must be given:
 - notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - adequate time to prepare a response; and
 - the opportunity prior to the Committee meeting to make written submissions; and the opportunity to be heard at the Committee meeting.

22. Interests

22.1 Register of interests: The Committee must keep a register of interest disclosures made by Officers.

- (a) **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.
- (b) **Consequences of being Interested:** A Committee Member who is Interested in a Matter:
- must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent
 - must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent;
 - must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent
 - may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

22.2 **Calling of SGM:** Despite clause 16.1.c if 50% or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

22.3 **No Member, person associated with a Member or Committee Member or Office Holder may participate in or materially influence any decisions by PYBC in respect of payment to or on behalf of that Member, associated person or Committee Member of any income, benefit or advantage.**

22.4 **Any payments made to a Member, person associated with a Member or Committee Member or Office Holder must be for goods or services that advance the purposes of PYBC and must be reasonable and relative to that which would be receive in an arm's length transaction. (being the open market value).**

22.5 **Notice of failure to comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

23. Control of Meetings

23.1 At all general meetings the chair shall be taken by the commodore or in his or her absence by the vice commodore or in his or her absence by the rear commodore or in his or her absence by any duly elected chairman.

23.2 At all annual general meetings and special general meetings **ten** members personally present shall constitute a quorum. If there is no quorum present within half an hour after the time fixed for commencement of the meeting the meeting shall stand adjourned to the same day and hour of the following week. Those present at such adjourned meeting shall be competent to transact all the business for which the meeting was called notwithstanding that there may be fewer than the required quorum of members present.

23.3 The mode of voting on all questions (other than elections) at all meetings shall be by voices or if the chairman or any other two members shall require by a show of hands and the declaration of the chairman that any resolution has been carried shall be deemed conclusive evidence of the fact unless a poll is demanded by at least three members immediately after the chairman's declaration when the vote is taken on the voices or on show of hands.

23.4 No proxy voting will be allowed.

23.5 Written resolutions can not be passed in lieu of a general meeting.

23.6 The mode of voting on all elections at meetings where the nominations exceed the vacancies (including the election of life members) shall be by secret ballot for which purpose a returning officer and sufficient number of assistants and scrutineers shall be appointed at the meeting. In any such ballot any vote cast need not be for the full number to be elected.

23.7 Every question shall be decided by a majority of votes unless otherwise provided.

23.8 The Commodore will have a casting vote in the event of an equality of votes.

24. General Committee

24.1 The affairs and business of the Club shall be controlled and managed by a General Committee consisting of:

- The commodore
- The vicecommodore
- The rearcommodore
- The secretary/treasurer
- The clubhouse captain
- Ten general committee members

In the event of a vacancy on the general committee the general committee shall have power to elect any member of the Club to fill such vacancy but the proceedings of the general committee shall not be invalidated in consequence of there being less than the prescribed number.

25. Subcommittees

25.1 At the first meeting of the general committee held after the annual general meeting each year it shall elect the following subcommittees:

- (a) Sailing committee
- (b) Executive committee
- (c) Hauling area committee
- (d) Social committee
- (e) Fishing committee

25.2 The constitution and powers and duties of such committees are as follows:

(a) Sailing committee

- The sailing committee shall consist of one flag officer who shall be chairman thereof, the racing secretary and not less than three other members.
- Three members shall form a quorum at all meetings of the sailing committee.
- The sailing committee shall have the organisation of the racing programme of the Club, the management of all races conducted by the Club and generally of all matters afloat.
- The sailing committee shall have power to appoint any member or members of the Club as officer or officers of the day from time to time and may delegate to such member or members such of its powers as it may think fit. Such officer or officers shall control the race or races for which he, she or they were appointed in the manner directed by the sailing committee.

(b) Executive committee

- The executive committee shall consist of the commodore, the vice commodore, the rear commodore and the Club captain and Honorary Secretary
- The executive committee shall have overall management of the clubhouse and shall appoint, pay and dismiss a secretary/treasurer and such other servants as the general committee may deem necessary and shall engage, control and dismiss all other Club employees.
- The executive committee shall have the power to make, alter or rescind bylaws relating to the clubhouse, yard, Jetty and Bar.

(c) Hauling area committee

- The hauling area committee shall consist of one flag officer who shall be chairman and not less than three other members. The remaining two flag officers and the secretary shall be additional members ex officio.
- The hauling area committee shall manage the affairs of the hauling area and slipway, jetty and floating pontoon.
- Three members shall form a quorum at all meetings of the hauling area committee.
- The hauling area committee shall have power to make, alter or rescind bylaws relating to the hauling area, slipway, jetty and floating pontoon.

(d) The social committee

- The social committee shall consist of one flag officer or the Club captain who shall be chairman and not less than two other members.
- The social committee shall be responsible for organising and promoting all social activities within the Club.

(e) The fishing committee

- The fishing committee shall consist of one flag officer or the Club captain and not less than two other members.
- The fishing committee shall be responsible for all recreational fishing activities within the Club.

25.3 All such subcommittees shall monthly report their proceedings to the general committee and shall conduct their business in accordance with the direction of the general committee.

26. Meetings of General Committee

26.1 The general committee shall meet at least once each month except the month of January or at such times as it shall think fit and it shall be the prerogative of the secretary to call a meeting of the general committee for such times as the secretary shall require and it shall be the duty of the secretary to call such meetings for such times and places as may be required by the commodore or by any three members of the general committee.

26.2 At all meetings of the general committee voting shall on all questions be by voice or if called for by two members by show of hands or by such other method as the general committee shall then and there decide.

26.3 No member of the general committee shall be allowed to vote on any question in which such member is personally financially interested.

26.4 Every question shall be decided by a majority of votes unless otherwise provided in these rules.

26.5 On all questions the chairman shall have a deliberative vote and in case of equality of vote the chairman shall have a further casting vote.

26.6 At all meetings of the general committee **six** members shall constitute a quorum. If within half an hour after the time fixed for the commencement of such meeting there is not a quorum the meeting shall stand adjourned to the same day and hour of the following week when those present at such adjourned meeting shall be competent to transact all business before the meeting notwithstanding that there may be less than seven members present.

26.7 Notwithstanding any hereinbefore contained in these rules a resolution entered in the minute book of meetings of the general committee and approved by the signatures of all the members of the general committee shall be as valid and effective as if such resolution had been passed at a meeting of the general committee duly called and constituted.

26.8 The minute book of meetings of the general committee shall not be open for inspection by any person who is not a member of the general committee or an officer of the Club.

26.9 A member of the general committee shall cease to hold office:

- If he or she ceases to be a member of the Club.
- If he or she is absent from all meetings of the general committee and of the Club held during a period of two calendar months without leave or reasonable cause being shown.
- If he or she resigns office by notice in writing to the secretary.
- The person dies.

27. Powers of General Committee

27.1 The general committee shall have complete and entire management and control of the affairs, concerns and business of the Club and may exercise all such powers of the Club including without limitation:

- (a) To purchase or acquire for the Club any real or personal property or any rights or privileges which the general committee shall decide to purchase or acquire at such price and generally upon such terms and conditions as it shall think fit and to give and execute mortgages over the lands, purchases or property acquired for the balance of purchase moneys upon such terms and conditions as the general committee shall think fit.
- (b) To purchase, construct and maintain buildings, fences, machinery and other works as the general committee may consider necessary for the use of the Club and to lease or accept leases of any land or tenements and to purchase, let or sell lands or any interest therein for such terms and conditions and upon such rental as it shall think fit provided that no land shall be sold or purchased without the approval of a resolution of the Club.
- (c) To borrow or raise moneys upon mortgage of real or personal property of the Club or any part or parts thereof or upon debentures of the Club and to issue such debentures or mortgage debentures charging the whole or any part of the assets of the Club and to execute mortgages and to secure such debentures or mortgage debentures or to borrow from bankers or other persons with or without security.
- (d) To enter into all such negotiations, contracts and agreements in the name of and on behalf of the Club as the general committee may consider expedient for the purposes of the Club.
- (e) To control, invest and manage the funds and property of the Club but subject to any special directions of the Club in general meeting and to incur such liabilities as may be necessary in connection therewith.
- (f) To appoint from its own members or otherwise such committees or subcommittees as it may deem necessary from time to time to assist in carrying out its duties and to dissolve any such subcommittees or from time to time to change the personnel thereof by revoking the appointment thereto of any member with or without appointing a substitute.

- (g) To appoint any member of the Club to fill any casual vacancy in any office of the Club.
- (h) To appoint such other honorary officers as it may think fit.
- (i) In its consideration of applications for membership of the Club and nominations for election as life members to decline or reject any application or nomination without assigning any reason thereto.
- (j) To determine, regulate and control the use of the Club's clubhouse and facilities and to control the social activities of the Club.
- (k) To permit any bodies and societies to have the use of the Club's clubhouse and facilities on any occasions on which the same shall not be required for use by Club members and in the case of amateur bodies and societies in its discretion to permit such use free of charge or at a reduced charge.
- (l) To arrange an audit of the books of the Club at any time.
- (m) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club.
- (n) To claim or sue for and recover in the name of the Club or otherwise all or any of the subscriptions or other moneys due to the Club by any member or other person.
- (o) From time to time to make regulations and bylaws not inconsistent with these rules as it may think necessary or expedient for the purpose of carrying out these rules for the well being of the Club and for regulating its own proceedings and defining the duties of any of the officers of the Club insofar as such duties are not defined by these rules and also from time to time to alter, amend, rescind the same provided that any regulation made under this power may be reviewed by the Club in general meeting. To exercise and do all and whatsoever may be deemed necessary or advantageous for attaining all or any of the objects of the Club.

28. Contact Person

28.1 The Committee must appoint at least one, and a maximum of three, persons to be PYBC Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Executive Committee must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

29. Indemnity

29.1 The general committee and its officers and each and every one of them respectively shall be fully indemnified by and out of the funds of the Club against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act improperly done, omitted or suffered in relation to the performance or professed performance of any of their official duties.

29.2 PYBC may indemnify, and/or with the prior approval of its Committee/Flag effect insurance for, its staff of PYBC as permitted by sections 94 to 98 of the Act.

30. Common Seal

30.1 The common seal of the Club shall be that adopted by the general committee and shall be in the custody of the secretary/treasurer who shall be responsible for the safekeeping and control thereof.

30.2 Whenever the common seal of the Club is required to be affixed to any deed, document, writing or other instrument the seal shall be affixed thereto only upon the authority of the general committee and then only in the presence of the commodore or the vice commodore or rear commodore and the secretary/treasurer who shall sign the document or instrument to which the seal is so affixed.

31. Office Administrator

31.1 Role of Office Administrator: A Committee may engage an Office Administrator. The Officer Administrator is under the direction of the Committee and is responsible for the day-to-day affairs of the Club under this Constitution and the Bylaws and within any delegated authority from the Committee.

31.2 Committee involvement: The Office Administrator may attend Committee meetings as the minute taker if required by the Committee but has no voting rights.

32 Finances

32.1 Control and management of finances: The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause **Error! Reference source not found.**.

32.2 Balance date: The Club's balance date is 1st April or on the date as the Committee decides.

32.3 Financial statements: The Club's financial statements will be audited or reviewed if required each year and the financial statements must be submitted to the AGM. The auditor or reviewer if required will be appointed by the Committee.

32.4 No personal benefit: The Officers and Members may not receive any distributions of profit or income from the Club. This does not prevent Officers or Members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the Club for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Officer or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

33. Financial Year

33.1 The financial year of the Club shall be from the 1st day of April to the 31st day of March.

33.2 The financial statements will be prepared and audited or reviewed each year if required. The financial statements must be submitted to the AGM. The auditors or reviewer will be appointed at each AGM.

33.3 The financial statements of PYBC must be filed with the Registrar of Incorporated Societies within 6 months of the end of its financial year.

33.4 All funds of PYBC will be paid to a bank account in the name of PYBC and the bank account must be operated in accordance with the policy determined by the Committee.

33.5 The Committee/Executive must ensure correct accounting records are kept. The accounting records of PYBC must be kept at the office of PYBC or at such place as the Committee may determine and must be open to inspection by Members at such reasonable times as agreed by the Committee

34. Amendments

34.1 Amendments: This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

34.2 No amendment: No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

35. Bylaws and Integrity

35.1 Bylaws: The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with this Constitution, the Club's purposes set out in clause Error! Reference source not found., the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this

36. Dispute Resolution

36.1 PYBC may consider, resolve and/or decide disputes between and among any one or more Members acting in their capacity as Members, any one or more Flag officer acting in their capacity as Flag Officer and PYBC, that relate to an allegation that:

- (a) A Member or a Flag Officer has engaged in misconduct; or
- (b) A Member or a Flag Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (c) PYBC has breached, or is likely to breach, a duty under this Constitution or the Act; or
- (d) A Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

36.2 A Member or a Flag Officer may make a complaint by giving written notice to the Committee, or any subcommittee established for this purpose, that:

- (a) States that the Member or Flag Officer is starting a procedure for resolving a dispute under this Constitution;
- (b) Sets out the allegation to which the dispute relates and who the allegation is against; and
- (c) Sets out any other information reasonably required by PYBC

36.3 PYBC may make a complaint involving an allegation against a Member of a Flag Officer by giving Notice to the person concerned that:

- (a) States that PYBC is starting a procedure for resolving a dispute under this Constitution; and
- (b) Sets out the allegation to which the dispute relates.

36.4 Unless PYBC decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

- (a) The Member has 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 written statement or submissions, if any, are considered by the decision maker.

- 36.5 If PYBC makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Committee Member may exercise that right on behalf of PYBC. PYBC 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) Its written statement or submissions, if any, are considered by the decision maker.
- 36.6 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 to be 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.
- 36.7 PYBC must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.
- 36.8 Despite the content of this clause and any other clause in the Constitution or in the Regulations, PYBC may decide not to proceed with a matter if:
- (a) The complaint is trivial; or
 - (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - a. Any material misconduct; or
 - b. Any material damage to a Member's rights or interests or Members' rights or interests generally or
 - (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 this Constitution; or
 - (f) There has been an undue delay in making the complaint; or
 - (g) Another process applies to the nature of the conduct, incident, event, or issue giving rise to the complaint

36.9 PYBC 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; or
- (c) With the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

36.10 An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is the Committee or a complaints subcommittee tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be;

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

36.11 The dispute resolution procedure set out above does not apply to the process set out in clauses (removal of Committee Members) or to the processes set out in the Racing Rules of Sailing.

37. Winding up

37.1 Notice: The Committee must give notice to all Members at least 20 Working Days of a proposed motion:

- to appoint a liquidator;
- to remove the Club from the Register of Incorporated Societies; or for the distribution of the Club's surplus assets.
- The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

37.2 Special Resolution: Any resolution for a motion set out in clauses 0(a) to (c) must be passed by a Special Resolution of Members.

37.3 A liquidator will not be appointed to PYBC and no Member may be authorized to request that PYBC is removed from the Register of Incorporated Societies except at a General Meeting called in the manner provided in this Constitution, its Members pass a Special Resolution to do so.

37.4 Upon the winding up of the Club all surplus assets after payment of all costs, debts and liabilities shall (subject to the provisions of the Act or any amendment or replacement legislation) be disposed of in such manner as shall be resolved by a majority of the members of the Club present and entitled to vote and voting in person at the general meeting confirming the winding up by being paid or transferred or delivered to such other association club or institution having objects the same or similar to those of the Club as an addition to the funds of such association, club or institution

This amended Constitution was adopted by Resolution of the General Meeting of Panmure Yacht Boating Club Incorporated held _____ and is effective from the close of that meeting.

Geoff
Commodore

Carl Martin
Vice Commodore