

THE BAY OF ISLANDS YACHT CLUB INCORPORATED
(The Incorporated Societies Act)

CONSTITUTION

1. **NAME** The name of the Club shall be the "Bay of Islands Yacht Club Incorporated" hereinafter referred to as "The Club".
2. **OBJECTIVES** The objectives of The Club are:
 - a. For the encouragement of yachting and boating generally, and any other purposes that the members deem necessary.
 - b. To acquire, dispose of, mortgage, lease, charge, issue debentures, and whether interest free or otherwise, deal with any real or personal property for any purpose or objectives, as determined by an Annual General or Special General Meeting of The Club.
 - c. For other such purposes as may be determined by an Annual General, Special General meeting or Special Committee meeting of The Club.
3. **REGISTERED OFFICE** The registered Office of The Club shall be in the Clubhouse at Waitangi or at such other place as shall from time to time be determined by a General Committee meeting.
4. **MEMBERSHIP**
 - a. Any person who supports the objectives of The Club shall be eligible for membership to The Club. The financial liability of the member shall be limited to the annual subscription.
 - b. The Club shall consist of Senior, Junior, Family, Long Distance, Social, Honorary and Life Members. With the exception of Honorary, Long Distance or under 18 years of age members, all others will have 1 vote.
 - c. A person, intending to become a member of The Club, must put in a new member form, which must be nominated and seconded by financial members of The Club, which will then be forwarded to the General Committee meeting for a two-thirds majority vote. A person that is accepted for membership will then be issued with an invoice for the relevant membership fee. Once this is paid, the new member will be entered on the Register of Members.
 - d. **Membership Categories:**

(1)	Senior	Full Members
(2)	Junior	Under the age of 18 on the 31 st July of the current year.
(3)	Family	One or two adults with or without children under 18 years.
(4)	Long Distance	Any person may be elected as a Long Distance Member who resides outside a radius of 150 kilometres from the Clubhouse. Long Distance members will not be entitled to vote at any Meeting of The Club or be elected to the Committee of The Club. Long Distance members also include Tertiary Students over 20 years of age.
(5)	Social (Non-boat owner).	Social members are eligible to vote at any AGM and Special general meetings.
(6)	Honorary:	An Honorary membership may be conferred upon a visiting yachtsman or any other person as may be determined by a Flag Officer, together with two other committee members. The length of time for that

membership will be decided at a general committee meeting. **Honorary members are not eligible to vote.**

- (7) Life
- (a) Any member of The Club may, in recognition of distinguished services given to The Club, be elected a Life Member at an Annual General Meeting.
 - (b) The Club may have no more than **5%** of the financial members, as Life members at any one time.
 - (c) Life Membership shall not allow the Life Member to use the clubs facilities without cost.
 - (d) The partner of a Life member shall be exempt from paying subscription fees for the duration of that Life membership.
 - (e) Life members and their partners will be entitled to one vote, at any general meeting of the Club.
 - (f) **Life Members are eligible to hold any elected position.**
5. RESIGNATION Any member can resign their membership by handing the Secretary a written resignation. Any outstanding debts will still require payment.
6. BREACH of the Constitution is:
- a. A member is declared unfinancial under Rule 21, or
 - b. A complaint is made to the General Committee that a member has committed a breach of the Constitution or is guilty of insubordination or misconduct either in or out of the Club, which the General Committee considers injurious or prejudicial to the character, welfare or interests of the Club, a Special meeting of the General Committee may be called.
 - c. The General Committee will enquire into the allegations and the member shall be asked to attend a Special meeting.
 - d. The member will be informed of the allegations made and be given seven (7) days prior notice of the Special meeting to prepare their defence.
 - e. The General Committee will hear the evidence at the Special meeting and if the General Committee agrees that the alleged charges are proven, they can take the following action:
 - (1) Admonish such a member
 - (2) Suspend the member for a period not exceeding 180 days. During that time the member shall not be entitled to any of the privileges of membership of the Club.
 - (3) Ask the member to resign. If their resignation is not received within seven (7) days, then The Club will call a Special General Meeting where the matter will again be considered, and The Club may expel the member. This does not release the member from paying any debts that may be owed to The Club.
 - f. Any member found guilty on any of the above breaches may not hold office or be a committee member for 2 years.
7. FLAG OFFICERS The flag officers of The Club shall consist of the: Commodore, Vice-Commodore, and Rear-Commodore
8. CLUB OFFICERS Shall consist of: The Immediate Past Commodore Secretary, Treasure, Club Captain and Bar Manager.
9. GENERAL COMMITTEE Shall consist of: Up to 15 members. All Flag and Club Officers, will be elected at an Annual General Meeting. All nominees must be financial members.

- a. Nominations are to be notified in writing and must have both the nominee and nominator's signatures. All nominations will be displayed in the Clubhouse until 7 days prior to the Annual General Meeting.
- b. If there are insufficient nominations to fill all the positions, then additional nominations may be taken from the floor, at the Annual General Meeting.
- c. Any person nominated for any Office, Committee or Sub-Committee, must be present at the AGM, unless their consent in writing is tabled at the meeting.
- d. The General Committee has the power to appoint any financial member, to fill any gaps on the committees caused by resignation or death.
- e. At each Annual General Meeting, all Officers and Committee members shall retire from office, but will be eligible for re-election. All Officers and Committee members shall remain in office until an announcement of the voting has been made.
- f. The election of Officers and Committee may be by secret ballot. Such voting papers will be destroyed by the Scrutineer at the conclusion of the elections.
- g. Two Scrutineers will be appointed from the floor to open and count ballot papers. The results will be announced by the retiring Commodore, who will remain the Chairperson of the meeting until the election of a new Commodore.
- h. Members who volunteer to assist on the Sub-Committees will also be elected at an Annual General Meeting.
 - (1) Slipway
 - (2) Boats
 - (3) Moorings
 - (4) House

The sub-committees will meet as required, and can co-opt additional members. They will report back to the general committee as required.

10. HONORARY OFFICERS The Honorary role of The Club, may be any of the following:

- a. Patron,
Honorary Solicitor
Honorary Auditor
Any honorary officers that may be required from time to time.
- b. The Honorary Officers will be appointed at each Annual General Meeting

11. GENERAL COMMITTEE:

- a. The General Committee will take control and administer the affairs of The Club, and will have the power to make by-laws affecting The Club as long as they are not contrary to the Constitution.
- b. There must be one meeting of the General Committee in each calendar month with the exception of January in each year.
- c. A quorum shall consist of at least five (5) members of the General Committee, and two of those five must be designated officers of the Club.
- d. The meetings will be chaired by the Commodore, and in the Commodore's absence another Flag Officer or Club Officer can preside.
- e. All funds spent by The Club, must first be authorised by the General Committee.
- f. Any member of the General Committee, who does not attend three consecutive meetings, without giving notice, will cease to be a member of the General Committee.
- g. Any candidate for the General Committee must be financial and have been a member for at least one year.

- h. Electronic meetings can be convened by a flag or club officer as required. A quorum shall consist of at least five (5) members of the General Committee, and two of those five must be designated officers of the Club.

12. SUB-COMMITTEES:

- a. The General Committee shall have total discretion in setting up and appointment of officers to the Sub-Committees.
- b. The Flag Officers of The Club shall be members of any sub-committees and shall have full voting rights.
- c. Additional members of the sub-committees can be co-opted as required.

13. DUTIES:

Secretary – the duties of the Secretary are:

- a. Keeping of register of all inwards and outwards correspondence.
- b. Keeping a minute book of all meetings
- c. Taking the minutes at any meetings
- d. Giving notice of the AGM in newspapers and for members
- e. Advising the Agenda for any meetings
- f. Delivering the minute book to the Auditor as required prior to the AGM.
- g. Deliver to the Registrar of Incorporated Societies any changes to the constitution that have been ratified at an AGM.

Treasurer/Membership: The duties of the Treasurer are as follows:

- a. Keeping the financial records of The Club, including the Profit and Loss and Balance Sheet
- b. Writing receipts for all monies received
- c. Keeping records of all payments made
- d. Pass all accounts for payments through a committee meeting, before they are paid. This is to be done in a timely manner to meet the 20th of the month bill payments.
- e. Prepare the monthly accounts for the committees approval
- f. Prepare the financial accounts for Auditing and presenting to the Annual General meeting.
Delivering to the Registrar of Incorporated Societies the financial accounts.
- g. Membership – to receive all membership applications, receipt all subscriptions paid, issue membership cards and maintain the master membership list.

Bar and Function Manager: Bar and Function Manager duties will be:

Bar: Hold the necessary licenses

- a. Purchase all bar stock as required for bar and functions.
- b. Count the stock as required giving the figures to the Treasurer
- c. Organise bar rosters to cover all events held in the club house

Functions:

- a. Liaise directly with the organiser of any event or function
- b. Raise a function sheet with the organiser discussing any charges for use of the facilities etc.
- c. Make any purchases as required for the event or function.
- d. Organise staff for galley, bar as required.

14. FINANCIAL YEAR – The financial year of the Club will be 01 June until 31 May of each year. The financial accounts will be balanced as at 31 May, and then audited for presentation at the AGM.
15. AUDITOR – The Annual General Meeting will appoint the auditor. The auditor can not be an officer of The Club at the same time.
16. REGISTER – A register is to be kept, by the Treasurer/membership, listing all the names and addresses of all financial members.
17. TEMPORARY RESIGNATION OF MEMBERS -
- a. Any financial member leaving New Zealand can be placed on the "List of Members' Abroad".
 - b. They will be exempt from subscription fees, whilst they are away, as long as the Secretary has been notified in writing.
 - c. On their return they will be reinstated by paying the current membership fee, as long as they do so within three months of their return to N.Z.
18. MEETINGS
- a. Annual General Meeting -
The Annual General Meeting of The Club will be held between 01 July and 31 August each year. The actual date, will be decided by the General Committee. 14 days notice will be given by advertisement in the local papers and in Club newsletters.
 - b. Special General Meeting –
 - (1) 14 days notice will be given by advertisement, if a Special General Meeting has been called.
 - (2) Meetings can be called by a request in writing which is given to the Secretary stating the nature of the business to be discussed.
 - c. Any request is to be signed by any one of the following people:
 - (1) The Commodore
 - (2) Four members of the General Committee
 - (3) Ten members of The Club
 - (4) When otherwise deemed or allowed to do so by virtue of this Constitution
 - e. In the event that the Secretary refuses or neglects to convene a Special General Meeting, the members who have signed the requisition, may convene the meeting immediately.
 - f. At all meetings of The Club, the chair will be taken by the Commodore, in the absence of the Commodore, any other member of the General Committee can take the chair.
 - g. Quorum– A quorum shall consist of at least five (5) members of the General Committee, and two of those five must be designated officers of the Club. If after 30 minutes from the designated start time, a quorum is still not present, the meeting will be adjourned until the same time next week at the same place. If at this reconvened meeting a quorum is still not present, those financial members present will form a quorum, and the meeting can go ahead.

19. ORDER OF BUSINESS at Annual General Meetings -

- a. The Agenda for every Annual, committee, or Special General Meeting, will be prepared, by the Secretary.
- b. In the case of an Annual General Meeting, the Agenda will include:
 - (1) The Commodore's annual report
 - (2) The Treasurer's annual report
- c. The subscription fees will be determined at the Annual General Meeting
- d. The election of the following officials will take place at the Annual General Meeting:
 - (1) Flag and Club Officers
 - (2) The Sub-Committees Chairperson

20. PROCEDURE AT ANNUAL GENERAL MEETINGS -

- a. The Immediate Past Commodore, may attend any meeting and will have full voting rights.
- b. Every financial member will be eligible to vote, except for Honorary, Long distance or under 18 years of age members. Family membership will entitle one adult to have one vote,
- c. On all questions (elective or otherwise), the chair will have their entitlement to vote, plus a casting vote.
- d. Only financial members may participate in any discussions, proposed motions, and exercise their voting right.

21. SUBSCRIPTIONS - Every member of The Club, except Life and Honorary members, is required to pay a subscription fee, on or before the 1st day of August in each year.

Any member who has not paid their subscription before the 1st August:

- a. Will be barred from all the privileges of being a member
- b. They will not be able to vote at any meeting
- c. They will not be able to compete for any prizes offered by The Club

The General Committee may remove any member from the Membership Register if the subscription, is not paid by 01 August in any year. They will also be reinstated as soon as the subscription has been paid.

22. CLUB SEAL

It will be used where a document is required to have the seal, e.g. The Constitution, as directed by the General Committee or AGM.

If the seal is used it is to be attested by the Commodore or Vice-Commodore, together with the Secretary and one other member of the General Committee.

23. CONTROL OF THE CLUB'S ASSETS – The General Committee will have the right to control and invest the funds of the Club. Such funds may be invested in any manner authorised by law in New Zealand.

The Club will operate an account with a Trading or Savings Bank. All funds will be paid into this account.

The Club signatories for Club cheques will be two of the following:

- a. The Commodore
- b. The Treasurer
- c. The Secretary
- d. Or other nominated committee member

24. **BORROWING POWERS** - The Club will, in addition to the other powers vested in it, have power to borrow or raise money from time to time. This can be the issue of debenture bonds, mortgages or any other security based on any or all property and/or rights of The Club, or without security or special terms, as decided by the General Committee. The General Committee has the power to borrow or raise money.
25. **PUBLICITY OFFICERS** – The Commodore and Secretary shall be the Club’s Publicity Officer, to handle the press relations of The Club and the public generally. The Commodore and Secretary may delegate their responsibilities in this respect, provided this has been approved by the General Committee.
26. **INDEMNITY** –
- a. The General Committee and the Club Officers will be fully indemnified by and out of Club funds against loss, damage, expense or liability in connection with any legal proceedings brought against them for any act properly done, omitted or suffered in the performance of any of their duties.
 - b. The General Committee and the Club Officers will be indemnified by the Club against all liability incurred as members of the General Committee in connection with any past or future mortgages or debts over the property of the Club.
 - c. They will be indemnified with regard to any transaction in connection with the property of the Club they may enter into under the directions of the General Committee or the Club, or any Annual General or Special General meeting.
27. **WINDING UP** – The Club may be wound up in accordance with the provisions contained in the Incorporated Societies Act. In the event of The Club being wound up voluntarily, all its assets will be sold and realised as soon as possible. The Nett proceeds will be applied to:
- a. Payment of the cost of winding up.
 - b. Payment of all debts, liabilities and engagements of The Club.
 - c. Any remaining balance will be paid to and expended by the New Zealand Yachting Federation (Inc) in such a manner for the benefit and for the purposes as decided by the New Zealand Yachting Federation (Inc) Board.
28. **FLAGS** - The Club’s flags are as follows:
 Ensign: The New Zealand Red Ensign
 Burgee: Red and White quartered Pennant
 Commodore’s Flag: To be a swallow-tailed pennant of the same design as the burgee
 Vice-Commodore’s Flag: Same as the Commodore’s Flag plus one ball near the staff
 Rear-Commodore’s Flag: Same as the Commodore’s Flag plus two balls near the staff
 House Flag: To be oblong – red and white quartered
29. **BREVIATE** - The catchwords, or headings of this Constitution, will not be used in any manner that will affect the interpretation of them.

We hereby certify that the above Constitution of the Bay of Islands Yacht Club (Inc) were unanimously adopted at the Annual General Meeting of The Club held on theday of 20.. at Waitangi.

Signed:Secretary

Signed:Member

Signed:Member

This is a copy of the Constitution referred to in the declaration declared at Paihia this Day of August20.. before me

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Justice of the Peace in and for the
Dominion of New Zealand

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