

# **CONSTITUTION** **OUTBOARD BOATING CLUB OF AUCKLAND** **INCORPORATED**

*(Also known as the Rules of the Club)*

The Constitution as adopted on the 25th May 1965 and subsequent amendments

***Update: May 2019***

1. **NAME:**

The name of the Club shall be THE OUTBOARD BOATING CLUB OF AUCKLAND INCORPORATED hereinafter called the "Club".

2. **AIMS AND OBJECTS:**

- (a) To promote and advance the interests of boat owners, to develop and encourage a high standard of seamanship and safety at sea, to provide a medium for the exchange of boating information, to stimulate a greater interest in boating and to develop a fraternal spirit amongst boating enthusiasts, and to develop and maintain boat storage, hauling out and launching facilities.
- (b) To promote and participate in the conservation of the coastal environment for the benefit of present and future generations.

3. **MEMBERSHIP:**

The members of the Club shall comprise:

- (i) Ordinary Members
- (ii) Associate Members
- (iii) Honorary Members
- (iv) Life Members
- (v) 25 Year Members
- (vi) Special Associate Members (disestablished & grandfathered 2018)
- (vii) Joint Family Members

The classes of members shall have the following qualifications, rights and privileges;

- (i) An **ORDINARY MEMBER** shall be a person who has been accepted in accordance with the Rules and By Laws of the Club, and has paid all financial dues. An Ordinary Member shall be entitled to the full privileges of the Club (i.e. launching and retrieving facilities for trailer craft and dinghies, parking of trailers and towing vehicle, lease a marina and/or dinghy locker; general use

of other facilities that may be provided from time to time for Ordinary members) subject as hereinafter provided, and shall be entitled to vote at all General Meetings of the Club.

- (ii) An **ASSOCIATE MEMBER** shall be any financial Ordinary Member who may elect to become an Associate Member and who shall be so declared by the Executive for a stated period. He shall relinquish his rights and privileges as an Ordinary Member (i.e. launching and retrieving facilities for trailer craft and dinghies, parking of trailer and towing vehicle, lease a marina and/or dinghy locker, general use of other facilities that may be provided from time to time for Ordinary members) and shall pay the Associate Member dues.

An Associate Member shall however be entitled to attend all General Meetings of the Club and shall be entitled to vote at meetings of members.

- (iii) An **HONORARY MEMBER** may be appointed at the discretion of the Executive Committee for such period or periods with or without a subscription upon such terms and conditions as the Executive Committee may from time to time determine. An Honorary Member shall be entitled to attend all meetings of members and shall be entitled to vote thereat.

- (iv) A **LIFE MEMBER** shall be a person who in recognition of distinguished service to the Club has been elected as a Life Member at an Annual General Meeting of the Club by a two thirds majority of voting members present. The nomination of any such member as a Life Member shall be made pursuant to a resolution of the Executive Committee and notice of the intention to propose such nomination shall be set out in the notice calling the Annual General Meeting. A Life Member shall have the same rights and privileges as an Ordinary Member but shall not be required to pay any annual subscription.

- (v) A **25 YEAR MEMBER** shall be a person who in recognition of 25 Years membership has been accepted in accordance with the Rules and By Laws of the Club and has paid financial dues. A 25 Year Member shall be entitled to the full privileges of an Ordinary Member.

- (vi) **A SPECIAL ASSOCIATE MEMBER**

This membership category shall cease and determine to the extent that no further Special Associate Member shall be admitted to that category but all current Members enjoying that status as at that date shall retain that membership together with all rights appertaining thereto.

- (vi) **JOINT FAMILY MEMBERSHIP** shall be for a Member and their spouse/partner and their sons and daughters aged between 15-25 years who have been accepted in accordance with the Rules and By-Laws of the Club and have paid financial dues. Family members shall be entitled to the full privileges of the Club as defined under the Rules for Ordinary or 25 Year Members subject to the following provisions:

***Only one annual subscription shall be payable for Joint Family Membership.***

***Only one vote shall be allowed for Joint Family Membership. The member, their spouse/partner, or son/daughter aged between 18-25 years shall be eligible for selection to the Executive Committee, but not at the same time. Family members shall be entitled to attend all General Meetings of the Club. Should any Joint Family Member apply to become a Member of the Club in their own right, he or she shall not be liable for the joining fee otherwise payable on such an application.***

4. **APPLICATION FOR MEMBERSHIP AND TERMINATION OF MEMBERSHIP:**

- (a) Application for Membership shall be submitted to the Executive Committee on a form approved by the Executive Committee and shall be signed by the applicant and by a proposer and seconder, both being members of the Club, and shall be voted upon. A majority of those present shall be required to elect an application to membership. If the application is approved, the applicant shall then become a member of the Club upon payment of the required dues.
- (b) **Any Member may resign from the Club at any time upon notice in writing to the Secretary, but such resignation shall not release that member from the obligation to any dues then owing.**
- (c) Membership may be terminated for non-payment of dues by the Executive Committee.

5. **EXECUTIVE COMMITTEE:**

- (a) The Executive Committee shall consist of twelve (12) Ordinary Members; the Commodore, Vice Commodore, Club Captain, Vice Club Captain, Secretary, Treasurer and Six Ordinary Members (or seven Ordinary Members if provision (b) hereunder is in operation). Should the provision of Immediate Past Commodore be in operation then the Executive Committee shall consist of thirteen (13) Ordinary Members.
- (b) It shall be in order for the office of Treasurer to be left vacant in which case the Secretary shall assume the office of joint Secretary/Treasurer and be responsible for the duties of both offices as set out in these Rules.

**NOTE:** This combination of office shall not cause the total strength of the Executive Committee to fall below twelve (12).

- (c) The Commodore will at the conclusion of his or her term of office assume the position of Immediate Past Commodore and be appointed to the Executive Committee as an ex-officio member for a period of one year.

6. **ELECTION OF EXECUTIVE COMMITTEE AND AUDITOR:**

The Executive Committee shall be elected annually at the Annual General Meeting. All elections shall be by ballot which will include postal votes. Should any office become vacant the Executive Committee may elect to fill such vacancy until the following Annual General Meeting. Any Committee member ceasing to be a member of the Club shall "ipso facto cease to be a Committee member".

7. **NOMINATIONS FOR THE VARIOUS OFFICES:**

The nominations for the position on the Executive Committee of the Club referred to in Clause 5, shall be made in writing to the Secretary not later than 5.30pm on the 21st day before the day fixed for the Annual General Meeting and shall be signed by the applicant and a proposer and seconder who shall be Ordinary Members. Notice of all nominations shall be given in the Notice of Annual Meeting. If insufficient nominations be received to make up the twelve (12) members of the Committee then nominations to fill any vacancies may be taken at the Annual General Meeting, and if the Annual General Meeting shall not fill up the vacancies those members of the Executive Committee elected shall have power to do so.

8. **MANAGEMENT OF CLUB**

THE MANAGEMENT OF THE CLUB SHALL BE IN THE HANDS OF THE EXECUTIVE COMMITTEE, WHO SHALL HAVE POWER TO CONDUCT THE AFFAIRS OF THE CLUB AND MAKE DECISIONS FOR THE BENEFIT OF THE CLUB AT ITS SOLE DISCRETION, subject only to the limitations expressly contained in these Rules and the provision of the "Incorporated Societies Act, 1908". Without limiting the generality of the foregoing powers the Executive Committee shall exercise all powers necessary for managing and directing and supervising the business and affairs of the Club subject only to the limitation expressly contained in the Rules and without limiting the generality of these powers and by way of illustration only shall exercise the following specific powers:-

- (a) To draw, make, accept, endorse, discount, execute and issue any negotiable cheques and other negotiable instruments.
- a) To invest monies in authorised trustee investments.
- b) To buy, sell, lease, hire, licence or otherwise acquire and deal with any real and personal property.
- c) To take any gift of real and personal property whether subject to a specified trust or not for any one or more of the objects of the Club.
- d) To accept, offer, give or contribute towards any prizes or medals.

- e) To let on hire, bailment lease, grant options, and otherwise deal with real and personal property and other rights of the Club.
- f) To guarantee the performance of any obligation, contract or undertaking, provided however, that no guarantee which may render the Club liable to the payment of a sum in excess of \$10,000 shall be given without first obtaining the approval of a General Meeting.
- g) To undertake any work which may appear to the Club to be in accordance with its objects and to do such things as are incidental or conducive to the attainment of the above objects.

Such decisions and conduct shall be binding on all members of the Club, subject only to the limitations expressly contained in these Rules.

NOT LESS THAN 25 ORDINARY MEMBERS MAY CHALLENGE A DECISION AT A SPECIAL GENERAL MEETING CALLED ON REQUISITION.

A THREE-QUARTER MAJORITY OF ORDINARY MEMBERS PERSONALLY PRESENT AT SUCH MEETING SHALL BE REQUIRED TO STAY OR REVERSE ANY ACTION OF THE EXECUTIVE COMMITTEE. Where this right of appeal is exercised, the Executive must stay action until the decision of the appeal is known.

9. **MEETINGS OF THE EXECUTIVE COMMITTEE:**

Meetings of the Executive Committee shall be held at a time and place designated by the Executive Committee. Five (5) days written notice shall be given of such meetings, except that where eight (8) members entitled to attend, agree to waive this five (5) days proviso, a meeting may be called at a shorter notice. Any five (5) members of the Executive may request in writing that a meeting be called and the Secretary shall comply within fourteen (14) days. Seven (7) members of the Executive Committee personally present, shall constitute a quorum at any meeting of the Executive Committee. If no quorum is present within an hour of the stated time, then the meeting will be adjourned to the same place and the same time one (1) week later with fresh notice of such meeting to be sent to all Executive Members when those present shall constitute a quorum.

Voting shall be by those personally present and the Chairperson shall NOT have a casting vote. Executive Committee members shall have access to the Minute Book at all reasonable times. The Commodore shall be the Chairperson and failing him or her the Vice-Commodore. If neither be present the meeting shall elect a Chairperson.

10. **COMMODORE:**

The Commodore shall be a member ex-officio of all Committees, and shall carry on those responsibilities assigned to him or her by the Executive Committee. During the absence of the Commodore, the Vice-Commodore or any other officer of the Executive so appointed, shall perform the duties and have the powers of the Commodore. The Commodore shall preside at the General Meetings of the Club. The Commodore as such shall not serve for more than three (3) years consecutively.

11. **CLUB CAPTAIN:**

The duties of the Club Captain shall be under the directions of the Executive Committee:

- (a) To attend to all matters relative to the activities of the Club.
- (b) To exercise the functions usually assigned to a Club Captain.

12. **CLUB FUNDS:**

All funds shall be kept in a Bank approved by Executive Committee and in the name of the Club, subject to withdrawal by cheques or in such other manner as may from time to time be approved by the Executive Committee. All funds of the Club shall be dispersed under the direction of the Executive Committee. Financial Statements shall be presented at monthly intervals to the Executive Committee.

13. **AUDITOR:**

There shall be an Auditor, who shall be a member of the Accountants' Society and who may or may not be a member of the Club, and who shall not be a member of the Executive Committee. The Auditor shall be elected annually at the Annual General Meeting. Such Auditor shall audit the Accounts and have power to call for the production of all books, papers, accounts, receipts, and documents relating to the affairs of the Club at any time. The Executive Committee shall have power to fill any temporary vacancy in the office of the Auditor, for the balance of period remaining. The Auditor shall be paid such fee as may be fixed at the Annual General Meeting.

14. **ANNUAL GENERAL MEETING:**

**The Annual General Meeting of members of the Club shall be held no later than 30 September of each year. An Agenda shall be sent to members with Notice of the Meeting seven (7) days clear before such meeting.**

15. **GENERAL AND SPECIAL MEETINGS:**

**There shall be no less than two General Meetings of the Club in a calendar year (including the Annual General Meeting). General Meetings may be convened by the Executive Committee at any time and the Executive shall convene a General Meeting upon a requisition in writing signed by not less than 25 financial members delivered to the Secretary and setting forth the matters to be determined at the meeting including the text of any resolution to be moved at such General Meeting. A General Meeting called upon requisition of members shall be held within 21 days of the receipt of the notice from such members at a time and place to be fixed by the Executive Committee.**

**Should the Executive be in default to call such requisition meeting then the Secretary shall fix the time and place and forthwith send out the required notice.**

16. **NOTICE OF ANNUAL, GENERAL AND SPECIAL MEETINGS:**

At least seven (7) days clear notice in writing shall be given of all Annual, General or Special Meetings to all members which shall include an agenda for that meeting. It shall be sufficient if the notice is embodied in any issue of the Club's Bulletin.

17. **QUORUM FOR GENERAL MEETINGS:**

Twenty-five (25) members with voting rights whose dues are not in arrears shall constitute a quorum for all Annual General and Special Meetings. If at any Annual, General or Special Meeting (other than a Special Meeting called upon a requisition) a quorum shall not be present after a reasonable lapse of time as the Chairperson shall decide, the Meeting shall be adjourned to the same time and place seven (7) days later, and those present being not less than 15 voting members shall constitute a quorum. If within 20 minutes of the time a Special Meeting has been called upon a requisition, a quorum shall not be present, the Meeting shall lapse and a requisition to consider the same resolution shall not be received within six (6) months of the date of such adjourned meeting.

18. **VOTING:**

18.1 The mode of voting on all matters raised under these Rules other than notices of motion relating to Rules 6, 27 and 30 shall be by voice or show of hands as decided by the Chairperson or by ballot if demanded by at least ten (10) ordinary members present. The majority of financial members present shall decide all questions.

18.2 The mode of voting on all matters relating to Rules 6, 27 and 30 shall be by ballot taken by the financial members present at the meeting together with postal votes as defined by clause 18.3. The majority of votes calculated by aggregating the votes cast in the ballot and the postal votes shall decide all questions. The Auditor shall appoint a Returning Officer for each meeting conducted under this sub-section who shall calculate the return and report the result to the Chairperson of the meeting after the ballot has concluded.

**No motion moved under this Rule shall be considered unless:-**

- (i) The notice of motion is circulated to members not less than seven (7) clear days before the date of the meeting; and
- (ii) The notice of motion has circulated with it an explanation as to its need and content; and
- (iii) The notice of motion is moved in the original form circulated to members.

18.3

- (i) A member may exercise the right to vote at a meeting by casting a postal vote in accordance with the provisions of this clause.
- (ii) To avoid doubt, a postal vote may be cast using electronic means permitted by the Club.
- (iii) A member may cast a postal vote on all or any of the matters to be voted on at the meeting by sending a notice of the manner in which he or she shall vote to a person authorised to receive and count postal votes at the meeting. The notice must reach that person not less than 48 hours before the start of the meeting.
- (iv) Despite sub-clause (iii),-
  - (a) The Constitution of the Club may specify a time by which votes that are cast using electronic means must reach that person who is authorised to receive and count postal votes at the meeting; and
  - (b) That time may be less than 48 hours before the start of the meeting.
- (v) It is the duty of the person authorised to receive and count postal votes at the meeting -
  - (a) To collect together all postal votes received by him or her; and
  - (b) In relation to each resolution to be voted on at the meeting, to count-



- (i) The number of members voting in favour of the resolution and the number of votes cast by each member in favour of the resolution; and
  - (ii) The number of members voting against the resolution, and the number of votes cast by each member against the resolution; and
- (c) To sign a certificate that he or she has carried out the duties set out in paragraph (a) and (b) and which sets out the results of the counts required by paragraph (b); and
  - (d) To ensure that the certificate required by paragraph (c) is presented to the chairperson of the meeting.

19. **DELEGATES:**

Where the Club is required to appoint delegates to represent the Club on an outside organisation, then such appointment may be made annually at the Annual General Meeting or if appropriate at a General Meeting and shall continue until the next Annual General Meeting or such shorter period as the Annual General Meeting may decide. Vacancies occurring during the period between Annual General Meetings, may be filled by the Executive Committee notwithstanding the provisions of Part 1 of this Rule.

20. **ANNUAL SUBSCRIPTIONS AND ENTRANCE FEES:**

The dues payable by each class of members and the method of payment thereof, shall be determined at each Annual General Meeting. Any members failing to make payment of subscriptions by the 1st day of November following the commencement of the financial year may have their security entrance cards cancelled and be removed from the list of members but without prejudice to the rights of the Club to recover subscriptions in arrears. The Committee may reinstate such member upon payment of such subscription.

21. **CONTROL & INVESTMENT OF THE FUNDS OF THE CLUB:**

The control of the funds of the Club shall be in the hands of the Executive Committee who shall have power to invest any monies not required for the general purposes of the Club in any investment authorised by Law for the investment of Trust Funds. All monies received by the Club shall be deposited in the Club Bank account or accounts. The Executive Committee shall open an account or accounts at such Trading Banks and/or Saving Banks as it shall deem fit and shall from time to time decide the manner in which such account or accounts shall be operated. No monies shall be expended or liabilities incurred by any person save pursuant to a resolution of the Executive Committee.

22. **CONDUCT:**

All members shall conform to the Rules and By-Laws of the Club from time to time made by the Executive Committee. If representations be made to the Executive Committee that the conduct of any member either in or out of the Club is injurious to the character or interests of the Club the Executive Committee shall hold an enquiry into the matter.

The Executive Committee may require the member to attend any meeting at which the enquiry or any adjournment thereof is to be held and shall in any case (unless the Committee is of the opinion that the representations are groundless or trivial) give the member an opportunity of being heard in his or her defence.

It shall be obligatory upon the member if summoned to attend any such meetings, to attend and appear before the Executive Committee on such date as is notified to him or her, and if that member shall fail to attend on such date the Executive may in his or her absence proceed with and complete the enquiry.

Having completed the enquiry the Committee, if they find the member at fault, may either:

- (a) Reprimand the member and/or suspend the member for any period not exceeding six calendar months. During any such period of suspension the member shall not be entitled to any privileges of the Club. The member disciplined under this section shall have the right of appeal to a Special General Meeting of voting members. Such meeting to be called and conducted as set out for disciplinary action under Section (b) of this Rule.
- (b) Call upon such member to resign his or her membership and if such member shall refuse or neglect to forward that written resignation within seven (7) days it shall be the duty of the Executive Committee to call a Special General Meeting of voting members only of the Club to consider the question of expulsion. Fourteen (14) days notice at least shall be given to such meeting, and such notice shall state the object of such meeting.

or The proceedings before any Special General Meeting convened for the purpose of dealing with a complaint against a member shall be by way of re-hearing and the decision of such Special General Meeting shall be final. Such Special General Meeting may impose any penalty or punishment which the Committee might have imposed may expel the member from the Club.

Any resolution at such Special General Meeting shall require not less than three-quarters of the votes of those present and voting to carry it and shall be by ballot.

At any meeting of the Executive Committee at which such enquiry is heard, and at any such Special General Meeting, both the Executive Committee and the member shall be entitled to place before the meeting such relevant evidence (whether of member or non-member) as they shall desire. The Chairperson of any such meeting may, if he or she thinks fit, admit as evidence statements not strictly evidence.

23. **BY-LAWS FOR GENERAL MANAGEMENT OF CLUB:**

In the management of the general affairs of the Club the Executive Committee shall have power to make, alter or rescind By-Laws not inconsistent with these Rules governing or providing for the use of the Club premises or property by members, the conduct, keeping of account, employment, remuneration and duties of staff, visitors, or any other matter relating to the affairs of the Club.

Any By-Laws made hereunder shall be recorded in a book kept for that purpose and notice of such By-Laws shall from time to time be published in the Club's bulletin. All members shall conform with such By-Laws.

24. **INDEMNITY:**

The Executive Committee and each of them shall be fully indemnified by the Club against any loss or damage caused or liability incurred to any person or body by reason of or in connection with any act properly done or omitted in the performance of any of the duties of the said Executive Committee or any Committee person and the Club is empowered to effect indemnity insurance.

The Club staff and committee members shall not be liable, and accept no responsibility for loss or damage to boats, vehicles, trailers, third party property or gear or persons using the same within the Club grounds, buildings, jetties, ramps, marinas, moorings or vehicles.

25. **FISCAL YEAR:**

The Fiscal Year of the Club shall commence on the first day of June and end on the 31st day of May in every year.

26. **BUDGET:**

The Secretary or Treasurer shall submit to the Executive Committee a proposed budget of itemised revenue and expenditure for the new financial year prior to the commencement of that financial year. This budget shall be considered and approved with or without revisions.

The budget shall be presented to the members at the Annual General Meeting following approval by the Executive Committee.

27. **CONTRACTS:**

All works, erection of building, formation of ramps, jetties and any works in and around the Club's Marina or any piece of ground that is occupied by the Club, the Cost of which exceeds \$50,000.00 (excl GST) in any one contract shall be the subject of a resolution passed at a properly constituted general meeting of the Club pursuant to Rules 18.2 and 18.3 and all such contracts shall be executed under the common seal of the Club.

28. **BORROWING POWERS:**

The Club shall have power to borrow any money from any Bank or other body or person with or without security and whether by way of mortgage, ordinary or secured loan or by overdraft or in the form of debentures at such rate of interest and upon and subject to such terms and conditions generally as a general meeting thinks fit, and to give security over any property real or personal, now or hereafter belonging to the Club for the repayment of such money, and the interest thereon in such form as the special general meeting thinks fit.

29. **COMMON SEAL:**

The common seal of the Club shall be kept at the Registered Office of the Club and in the custody of the Secretary and shall only be affixed by resolution of the Executive Committee and in the presence of two (2) members of the Executive Committee and the Secretary.

30. **AMENDMENT TO RULES:**

These Rules may be amended at any General Meeting of the Club by a majority vote of members attending such meeting including postal votes, PROVIDING particulars of such proposed amendment or amendments shall have been given 20 working days before the date of the meeting to each member with Notice of the meeting at which the amendments as notified to members shall be considered, and it shall be considered only in its original form. Notice of Motion to amend the Rules may be given in writing signed by any five members and the Secretary shall include such Notice of Motion in the notice of the next General Meeting. No addition to or alteration of Rule 31 "WINDING UP", shall be approved without the Inland Revenue Department's approval.

31. **WINDING UP:**

The Club shall not wind up except by a resolution passed in accordance with the provisions of Section 24 of the "Incorporated Societies Act, 1908", and upon the winding up of the Club, the assets shall, after payment of all liabilities, be disposed of to some organisation having similar object, or to some recognised Charitable Institution as the General Meeting decide, but provided that on such a winding up, none of the members past or present, shall be entitled to a division of the assets among themselves.

32. **REGISTERED OFFICE:**

The location of the Registered Office of the Club shall from time to time be decided by the Executive Committee who shall notify the Registrar of Incorporated Societies accordingly.