

RULES AND CONSTITUTION

Of

MANAWATU MARINE BOATING CLUB

INCORPORATED

AS OF

1st September 2015

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1. INTERPRETATION

In these rules and by-laws unless contrary intention appears:

"The Club" means "The Manawatu Marine Boating Club Incorporated".

"Executive" means the committee for the time being appointed under the rules of the Club.

"Member" means a financial member of the Club.

Words importing the singular number shall be deemed to include the plural and vice-versa.

Words importing the masculine gender shall be deemed to include the feminine gender.

These rules repeal all former rules of the Club as from 1st September 2015.

2. TITLE

The Club shall be called the "Manawatu Marine Boating Club Incorporated".

3. OBJECTS

The objects of the Club are:

- (a) Encourage recreational boating in all its aspects including powered and unpowered pleasure boats
- (b) To provide and improve all aspects of safe boating and seamanship.
- (c) Promote social intercourse between members and kindred clubs.

- (d) To undertake and execute any trusts which may seem to the Club conducive to its objects and powers:
- (e) To invest any monies of the Club not required for its immediate use in such Trustee securities as may be authorised by law from time to time or by the deposit of the same at interest or in current account in any operating Bank in New Zealand.
- (f) Generally to purchase, take on lease or exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary and convenient for the purpose of any of the objects of the Club.
- (g) To acquire or obtain from, or make any arrangement with the government, territorial authority or otherwise or any corporation, company or persons for any authority, right, privilege, concession, contract or charter which the Club may think it desirable to obtain, or which may seem to the Club conducive to any of the objects of the Club and to accept, make payments under, carry out, exercise, and comply with any such arrangements, authority, right, privilege, concession, contract or charter.
- (h) To sell, lease, exchange, bail, grant licenses in respect of, or otherwise deal with or dispose of the Club's undertakings or any part thereof or any property or interest in any property, rights, concessions or privileges belonging to the Club either together or in portions to any government, territorial authority or otherwise or corporation, company, firm or person for such consideration or premium or upon such terms the Club may think fit provided it conforms to the rules of the Club.

- (i) To accept or reject any legacy or bequest or gift with or without conditions.
3. To do such other things as in the opinion of the Club may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

4. BORROWING POWERS

The Executive if authorised by a resolution passed and agreed to by two-thirds majority at any General Meeting of the Club may borrow or raise money and secure payment thereof in such manner as the Club shall by such resolution determine and in particular by mortgage, charge or lien upon the whole or any part of the Club's property or assets (present or future). Except as herein provided the Club shall not have the power to borrow money.

5. MEMBERSHIP

The members of the Club shall comprise classes of members enumerated hereunder and each class of members shall be entitled and subject to the privileges, rights and restrictions hereinafter declared concerning the same, that is to say:

- a. **Life Members** - Any person for sufficient reason may, if unanimously nominated by the Executive for that purpose, be elected at any General Meeting a Life Member of the Club. Such election shall be by two-thirds majority by ballot. Life Members shall be entitled to the privileges of the Club and entitled to vote and bear office, and shall be subject to these rules. Life Members shall pay no subscriptions from the date life membership is confirmed.
- b. **Honorary Members** – The Executive shall have the power to elect by unanimous vote any person whom it may think fit to be an Honorary

Member for a term not exceeding two (2) years. An Honorary Member shall not be liable to pay an entrance fee or annual subscription, but shall be entitled to all the privileges of membership except that he shall not be entitled to vote upon any question concerning the Club or be eligible to hold office on the Executive.

c. **Ordinary Membership** - Ordinary Membership shall be defined as: an individual, a husband and wife/partnership and their dependent children herein referred to as a family with the following provisos:

- i. Dependent children being under the age of seventeen (17) years as described in the rules as Junior Members.
- ii. Any dependent child attending school or any tertiary institution on a full time basis.
- iii. A family being entitled to one (1) vote at a General Meeting and only one may hold office. If family members wish to have more than one vote then a separate membership fee must be paid for each voting member to obtain full voting rights as an Ordinary Member and must confirm to the rules of the Club. No member may have more than one vote.

d. **Junior Members** - Any person who is under the age of seventeen (17) years may be elected a Junior Member. The qualification and procedure for such election shall be the same as for Ordinary Members. The Executive shall have power in its discretion to make regulations limiting or qualifying the rights and privileges of Junior Members when in the opinion of the Executive such limitation or qualification is in the interest of the other

members of the Club, notwithstanding they shall be entitled to attend a General or Special General Meeting of the Club but not to vote or hold any of the offices set out in the rules of the Club. Any Junior Member shall become an Ordinary Member on the 30th day of June next, after attaining the age of seventeen (17) years.

6. ELECTION OF MEMBERS

A prospective member shall make application on the prescribed form which shall be completed by two financial members of the Club in the capacity of proposer and seconder. The application which must be accompanied by the appropriate entrance fee (paid only once for a family) and one years' subscription shall be displayed on the Club's notice board for at least seven (7) days. Election to membership shall be by at least three-fourths majority of those present at the meeting of the Executive next following.

7. ENTRANCE FEE. SUBSCRIPTIONS AND LEVIES

The Executive may impose and amend an entrance fee on the various classes of members and when the Entrance Fee may be levied. For Junior Membership the Entrance Fee shall be fifty (50) percent of the Entrance Fee imposed for Ordinary Members. The annual subscription and other fees and levies shall be determined and fixed at each Annual General Meeting and shall be payable by no later than the 31st day of October in each year. Failure to comply may result in expulsion from the Club unless the Executive is advised of extenuating circumstances in which case it shall be the decision of the Executive to apply this rule.

The financial year of the Club shall conclude on the 30th day of June in each year.

An auditor who shall not be a member of the Executive shall be elected at the

Annual General Meeting. The Financial Statements will be reviewed annually and an audit will take place every fifth year. He/she shall examine the Financial Statements and all accounts relating thereto and if accounts are found correct shall certify its correctness and sign same

8. PATRONS

Any person for sufficient reason may, if unanimously nominated by the Executive for that purpose, be elected at any General Meeting as a Patron of the Club. Patrons of the Club shall be entitled to the privileges of the Club and entitled to vote and hold office, and shall be subject to these rules. Such Patrons shall pay no subscriptions or levies of the Club.

9. RESIGNATION OF MEMBERSHIP. EXPULSION AND SUSPENSIONS

A member may resign at any time by giving written notice of his intention to the Secretary provided his subscription be paid at the time.

Members who fail to give written notice to the Secretary prior to the 31st day of August of each and every year of their intention to resign or withdraw from the Club shall be liable for the subscription for the current year.

The Executive shall have the power to regulate the conduct of members and their guests while on Club premises. The Executive is further empowered to delegate powers of enforcement pursuant to this rule.

10. COMPLAINTS

All complaints shall be made to the Secretary in writing and any such complaint shall be laid before the Executive with as little delay as possible and the answer sent by the Secretary under the direction of the Executive.

11. SUSPENSION AND EXPULSION OF MEMBER

The Executive shall have the power to suspend the membership of or to expel any member for misconduct, conduct not conducive to the best interests of the other members or of the Club or for any other sufficient cause. Such member shall have the right of appeal to a General Meeting of the Club by requisition in writing posted to the Secretary within fourteen (14) days after notification of such expulsion and such General Meeting may confirm or rescind or vary the resolution of the Executive.

12. OFFICERS AND COMMITTEE

- a. The affairs of the Club shall be controlled and conducted by an Executive.

The Executive shall consist of a:

Commodore, Vice Commodore

Fishing Co-Ordinator

Yachting Co-Ordinator

(Who shall all be known as the Flag Officers)

Secretary, Treasurer, and up to six Committee members, all of whom shall be financial members of the Club.

- b. Except for the positions of Secretary and Treasurer, all intending officers and members of the executive shall submit their names in writing, complete with a proposer and seconder, to the Secretary to arrive not later than fourteen (14) working days prior to the meeting.
- c. Except for the positions of Secretary and Treasurer who shall be appointed by Executive committee, members of the Executive shall be elected for the ensuing year by a majority of the members present at the Annual General

Meeting. Election of Officers shall be carried out the use of voting papers and the Chairman may appoint scrutineers and a Returning Officer.

- d. Ex-Commodore - Without limiting the right of election to office or the right of the Executive to co-opt, both contained in these rules, any immediate past Commodore of the Club while he remains a member of the Club shall be and remain an ex officio member of the Executive for a period of one (1) year from the date when he ceases to be Commodore. Such ex officio membership shall carry all the powers of voting or otherwise of an elected member of the Executive.
- e. Seven (7) members of the Executive shall form a quorum.
- f. The Executive shall have recourse on all members of the Club for relief from any obligation or contracts for which they have as managers made themselves liable or entered into on behalf of the Club whether as Lessee or otherwise provided the Executive has conformed to the rules of the Club.
- g. The Executive may at any meeting of the Executive by a vote of the majority of the members then present, co-opt any person or persons to become members of the Executive whether to fill a vacancy in the Executive or otherwise, and such person or persons when co-opted shall have all the powers of voting or otherwise of an elected member of the Executive

13. EXECUTIVE MEETINGS

The Commodore shall instruct the Secretary to call Executive meetings as required or when applied for by three (3) members of the Executive.

14. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held in August in each year at such time and place as the Executive shall appoint.

15. SPECIAL GENERAL MEETINGS

A Special General Meeting may be called at any time by the Executive (or by the Commodore) or upon a requisition signed by at least twenty-six (26) members. Such requisition is to state the business to be dealt with. The business shall be set out in the "notice to members" and only such business or matters reasonably incidental thereto shall be dealt with at the meeting.

16. NOTICE OF GENERAL MEETING

Notice of all General Meetings shall be posted on the Club's Notice Board not less than seven (7) days before the meeting and given to members by their preferred method as offered by the Club not less than ten (10) days before the meeting.

For the Annual General Meeting, The Agenda, Financial Statements that are to be presented, along with the Certified Report and the Minutes of the previous Annual General Meeting shall be sent to members by their preferred method as offered by the Club not less than ten (10) days before the meeting.

17. QUORUM

At all meetings of the Club, twenty-six (26) members shall form a quorum. If a quorum shall not be present the meeting shall be adjourned for fourteen (14) days.

The members then present shall form a quorum.

18. CONDUCT OF MEETINGS

The Commodore, or in the absence of the Commodore then the Vice Commodore, shall take the chair at all General, Special General or Executive Meetings. If the

Commodore and the Vice Commodore are absent or are unwilling or unable to attend, the meeting may elect any member to act as Chairman.

The Chairman shall have a deliberate vote and in the event of equal voting shall have a casting vote.

At all General Meetings each member shall have one (1) vote which must be given personally.

Every question submitted to a meeting except the election of officers, which shall be by ballot as hereinbefore provided, shall unless a poll be demanded by the Chairman or at least three members, be decided by a show of hands.

19. BANK ACCOUNT

Cheque or electronic payments made on the Club's bank account shall be authorised or signed by two (2) members of the Executive (including one Flag Officer).

All financial transactions shall be conducted through the Club bank account.

20. CREDIT CARDS

The Club may operate such credit cards as authorised by the Executive.

21. COMMON SEAL

The Club shall have a Common Seal which shall be kept in the custody of the Secretary.

22. EXECUTION OF DOCUMENTS

All documents to be signed by the Club shall be signed only pursuant to a resolution of the Executive and execution shall be made by affixing of the Seal in the presence of two (2) members of the Executive (including one Flag Officer).

23. REGISTER OF BOATS

The Secretary shall keep a Register of boats owned by members of the Club. Each member shall on request, state in writing to the Secretary the name, rig and other particulars of every boat or yacht belonging to such member and shall from time to time notify the Secretary of any changes in the ownership or particulars of the boat. All registered boats shall display a current certificate of financial membership and display current membership numbers on the boat and trailer.

24. VISITORS

Members have the privilege of inviting their Guests(s). A member inviting a Guests(s) shall enter their name(s) in the Club Guest's book and shall be responsible for the conduct of the Guests(s) while on Club premises. A member of the public cannot be a guest more than 6 times a year.

25. FLAGS

The Club badge, monogram and pennant shall be of such design and composition as the Club from time to time shall prescribe.

26. CLUB PROPERTY

Regulations governing the management of the Club premises, property and activities shall be the responsibility of the Executive and shall from time to time be brought to the attention of members.

No member shall remove any property of the Club from the Clubhouse except under bylaws made by the Executive. Members shall pay the full cost of replacing any Club property destroyed, damaged or lost by them.

27. MEMBERS' PROPERTY

The Club will not be responsible for loss or damage to the property of any member

should such property be left in the Clubhouse or on the Club's premises.

28. ALTERATION OF RULES

These rules, or any of them, shall not be altered, added to, or rescinded except at an Annual General Meeting or Special General Meeting after twenty-one (21) days' notice in writing by the Secretary setting out the terms of the proposed alteration, addition or rescission. Provided that no such rules shall be inconsistent with these rules or the Incorporated Societies Act 1908 or any amendments thereof, and that no alteration, addition or rescission of the non-profit aims, personal benefit clause or winding up clause shall be approved without the approval of the Inland Revenue Department (and the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any replacing document).

The proposed alteration, addition or revision shall be set out on the Club's Notice Board not less than seven (7) days before the meeting, shall be stated in the circular to members giving notice of the meeting posted seven (7) days before the date of the meeting.

29. BY-LAWS

In addition to, but not in substitution for, these general rules, the Club may from time to time make and pass by-laws for the good governance of its members, the protection of its interests and the furtherance of the objects of the Club. By-laws shall be made only in the manner and subject to the conditions following:

- a. The proposed by-laws shall be printed and at least fourteen (14) clear days before adoption a notice shall be published to the effect that the proposed by-laws are open for inspection at the Clubhouse.
- b. They shall be adopted at a Meeting of the Executive. Each member shall

have seven (7) clear days' notice in writing of such meeting and the business to be dealt with.

- c. After adoption by the Executive they shall be confirmed by a Special General Meeting of the Club called in accordance with the provisions of these rules.
- d. By-laws confirmed in accordance with these rules shall be printed and supplied to each Club member on request.

In the like manner to the making of by-laws as set out herein the Club may from time to time alter or rescind any of its said by-laws.

30. CONCERNING USE OF THE FACILITIES FOR PERSONAL FINANCIAL GAIN

Member(s) who wish to use any of the clubs facilities including the wharf facilities, for personal or financial gain need to apply to the MMBC executive in writing.

31. MATTERS NOT PROVIDED FOR

If any question shall arise concerning any matter not provided for in these rules, should it be a matter of procedure arising at a Meeting, the decision of the Commodore thereon shall be final, and for any other matter the decision of the Executive as to the interpretation shall be conclusive and binding on all members unless and until such decision is revoked by the Club at a General Meeting or Special General Meeting.

32. WINDING UP

The Club shall not be wound up except by "Special Resolution" passed in accordance with the provisions of Section 24 of the regulations under the Incorporated Societies Act 1908. And upon winding up of the Club, the assets shall, after payment of all liabilities, be disposed of in such manner as the Club shall by "Special Resolution"

determine **provided that** all said surplus assets are applied for charitable purposes within New Zealand, or as a Judge of the High Court of New Zealand directs.