



Certificate - Alteration of rules

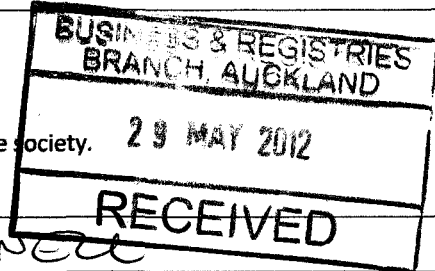
Section 21 Incorporated Societies Act 1908

1. Name of society

OPUA CRUISING CLUB INC.

2. Society number

275671



I certify that the alteration has been made in accordance with the rules of the society.

Name

MANUELA GMIER-HORNELL

Position

Commander

Signature

Manuela Gmier-Hornell

Date

25 / MAY / 2012

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **Note** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes —

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

NPC# 07
- 8 JUN 2012

4. Your contact details

Name and postal address
159, PAKARU ROAD
KAWAKAWA,
RD2

Telephone 09-404-0072

Email (optional)

THE OPUA CRUISING CLUB (INCORPORATED)

CONSTITUTION AND RULES

2012

1) Name

- a) The name of the Club is the Opuia Cruising Club (Incorporated) hereafter referred to as the "Club".

2) Objectives

- a) To promote and encourage the association of all those interested in boating, particularly with reference to cruising and racing.
- b) To provide information and instruction, in every way possible, to foster good seamanship and safety at sea.
- c) To promote youth sailing.
- d) To provide a focal point for social activities in Opuia.

3) Club Colours

- a) The Club Burgee shall be a blue background with a white letter "O" thereon.

4) Registered Office

- a) The Registered Office shall be "Opuia Cruising Club, 1 Beechy Street, Opuia, Bay of Islands".

5) Members

- a) Any person favourable to the Objectives of the Club shall be eligible to apply for Membership. The financial liability of a Member shall be limited to their Annual Subscription.
- b) The names of New Applicants for Full Membership must be displayed on the Club notice board for not less than 7 days before a candidate can be accepted.



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- c) The Committee may refuse Membership at its absolute discretion provided the applicant was not a Member in the previous financial year.
- d) An electronic or hard copy of this Constitution and Rules must be made available to a Full Member upon request.

6) Membership Categories

a) Membership shall be in three categories:

- i) Full Membership, with voting rights.
- ii) Supporters, without voting rights.
- iii) Corporate Membership.

b) Full Membership shall include:

- i) Life Members.
- ii) All resident boat owners.
- iii) Any other person(s) having an interest in running the affairs of the Club.

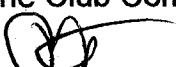

c) Supporters shall include:

- i) Social Members (Non-boat owners).
- ii) Visiting Cruisers.
- iii) Race Crew.
- iv) Student Members (those 18 and under 21).
- v) Junior Members (those under 18 who are not covered under a family membership).
- vi) Honorary Members.

d) Corporate Membership shall include those persons who support the activities of the Club through sponsorship.

e) Membership Fees shall be set as follows:

- i) Single Full Membership (including children under the age of 18).
- ii) Family Full Membership (including children under the age of 18).
- iii) Single Supporter.
- iv) Family Supporters.
- v) Visiting Cruisers.
- vi) Race Crew.
- vii) Student.
- viii) Junior.
- ix) Life Membership – No Fee.
- x) Honorary Membership – No Fee.
- xi) Corporate Membership – The privileges and terms of membership for Corporate Membership shall be determined from time to time by the Club Committee.

 met. 

Notes:

- (1) Superannuated Members shall be given a discount off the relevant categories above.
- (2) Life Members shall include those who have given long and exceptional service to the Club. They shall be elected by the Club members at the AGM. There shall be a maximum of six Life Members on the Club register at any one time. Life Members and their spouses are not required to pay annual subscription fees but may enjoy all the privileges of Full Membership. On the death of a Life member the Committee may, at its discretion, extend Life Member privileges to the surviving partner.
- (3) Honorary Members shall include persons who have given unpaid service to the Club in their official capacity, e.g. port officers, customs officials, local dignitaries etc. Honorary members shall be elected at the AGM for a period of one year. They may not vote or stand for election to any Club office.

7) Annual Subscriptions

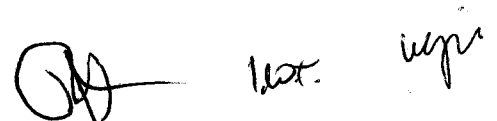
- a) The annual subscription rates shall be fixed at the AGM. Notice of subscriptions shall be forwarded to Members with payment due by 1st August. Any Member, who has not paid their subscription by the due date, at the discretion of the Committee, will be notified in writing that they cease to be a Member of the Club. They may re-apply for membership but will be required to pay an administration fee in addition to their annual subscription.

8) Resignation of a Member

- a) Any Member wishing to resign from the Club must notify the Club in writing. The Member will not be entitled to any refund on their subscription or have any claim against the Club. They must return to the Club any Club property in their possession within ten days of their resignation.

9) Death of a Member

- a) Upon the death of a Member their beneficiaries will be liable for any antecedent liabilities to the Club.

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10)Expulsion or Suspension of a Member

- a) The Committee may expel or suspend a Member if they decide the member has:
 - i) Failed to pay their annual subscription by the due date; or,
 - ii) Failed to comply with any of these rules; or,
 - iii) Been found guilty of any act, practice or conduct prejudicial to the interest of the Club, and /or to bring the Club into disrepute.

- b) The Member shall be given seven days notice by post informing of the charges against them and be invited to attend a meeting of the Committee. Any resolution on the hearing must be passed by two thirds of the Members present and the decision of the Committee conveyed to the Member by post. If the Member has been expelled, they shall not be entitled to any refund on their subscription and must return to the Club any Club property in their possession within seven days of the notice of the expulsion.

11)Officers and Committee Members

- a) The Flag Officers of the Club shall be the Commodore and the Vice-Commodore.

- b) Two other Officers of the Club shall be the Secretary and the Treasurer. All four Officers will be ex-officio members of the Committee. In addition the Committee shall consist of not less than four other Full Members.

- c) Candidates for election may be nominated only by Full Members.


- d) The Officers and Committee shall be elected for the ensuing year at the AGM and be elected for one year only.

- e) Only Members who have been Full Members for at least one year preceding are eligible as candidates for election as Officers or Committee Members.

- f) The Flag Officers may hold office for two consecutive years only, after which a full year must elapse before they are eligible for re-election to the same Flag Office position.

- g) If, at any date between two AGM's, the position of an Officer or Committee Member becomes vacant, the Committee shall either appoint another eligible member of the Committee or call a Special General Meeting to fill the vacancy until the next AGM.

- h) The Committee may at their discretion co-opt onto the Committee any Full Member.

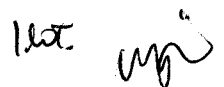
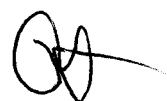
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12)Committee Meetings

- a) Committee Meetings shall be held each calendar month at a place and time decided by the Committee.
- b) A special meeting of the Committee may be called at the request of not less than three Full Members giving not less than seven days notice.
- c) The Secretary shall send all Members of the Committee a copy of the minutes of the last meeting not later than seven days after the date of the meeting.
- d) The quorum for all Committee meetings shall be not less than five Members, two of whom must be Officers.

13)General Meetings

- a) The Annual General Meeting of the Club shall be held in May or June of each year at such place and time determined by the Committee.
- b) Fourteen days notice of the meeting shall be given in writing, or by electronic mail, to each Member stating the business agenda.
- c) A Special General Meeting may be called at the discretion of the Committee or at the request of not less than ten Full Members of the Club. This request shall be given in writing to the Committee and shall contain the signatures of the Members requesting the Meeting. Fourteen days notice shall be given to every Member of the Club stating the nature of the business to be discussed.
- d) The quorum for all General Meetings shall be fifteen Full Members.
- e) The Chair will be taken by the Commodore, or in their absence, the Vice-Commodore or another Officer or Member elected by the Members present.
- f) Attendance at all General Meetings will be open to all Members of the Club.
- g) Voting will be restricted to Full Members excluding junior members under family membership
- h) Voting for the election of Flag Officers shall be by secret ballot; and by a show of hands on other matters, unless a secret ballot is requested by three Members.
- i) There shall be NO proxy voting.
- j) Resolutions shall be decided by a simple majority except on Alterations to the Club Constitution, Powers to Borrow or Dissolution of the Club.(see appropriate clause)



- k) In the case of equality, the Chairperson shall have a second or casting vote which will normally be to maintain the status quo.
- l) Minutes of all meetings shall be recorded in a properly constituted minute book or other approved written hard copy of a permanent nature.

14) Order of Business at the Annual General Meeting



- a) The Order of Business shall be as follows:
 - i) Welcome
 - ii) Apologies
 - iii) Presentation and confirmation of the minutes of the last Annual General Meeting and any other General Meeting(s) since the last Annual General Meeting
 - iv) Presentation of the Commodores Report
 - v) Presentation of the Financial Report
 - vi) Election of Officers and Committee
 - vii) Election of Life and/or Honorary Members
 - viii) Election of Auditors
 - ix) Setting of Subscriptions for the subsequent year
 - x) Business on the agenda
 - xi) Any other Business

15) Reports of Meetings

- a) No Member shall publish or cause to be published either in part or in whole, any account of the proceedings of any meeting whatsoever of the Club save such reports of the proceedings may be furnished to the media or otherwise, when and where advisable in the interest of the Club, provided that the matter is approved by the Committee.

16) Authority of the Committee

- a) Without prejudice to the general authority conferred upon it by these rules, the Committee may do all the acts and things which it may consider proper and expedient to accomplish the objects and affairs of the Club. In particular, the Committee may have the authority and are required to expedite the following:
 - i) Control and manage the finances of the Club including the authority to invest funds surplus to current requirements and to expand the funds of the Club necessary or expedient to further the objects of the Club.
 - ii) To form sub-Committees as deemed necessary.

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17)Vacation of Office

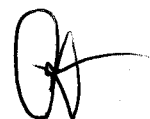
- a) The office of an Officer or other member of the Committee may be declared vacant by the Committee and such Member will thereupon cease to be a member of the Committee if:
 - i) They forward their resignation to the Committee in writing; or,
 - ii) They are absent from three consecutive meetings without leave of absence; or,
 - iii) They are relieved from office under the procedure stated in paragraph 10 of this Constitution.

18)Accounts and Audits

- a) The Secretary, Treasurer, Committee Member or duly appointed person shall:
 - i) Cause true accounts to be kept of:
 - (1) All funds received and expended by the Club for whatever purpose; and,
 - (2) The matters in respect of which such receipts and expenditures take place; and,
 - (3) The assets, credits and liabilities of the Club.
 - ii) Receive and bank all funds. Receipts can only be issued by the Secretary, Treasurer, Committee Member or duly appointed person, and only such receipts will be recognised as official by the Committee.
 - iii) Submit to the Committee each month a report on the income and expenditure occurred during the previous month, the balance of funds in the bank accounts and a list of outstanding bills to be paid.
 - iv) Pay all working and current expenses as approved by the Committee.
- b) The Treasurer shall be responsible for the preparation of annual accounts as at the 31st March each year. A balance sheet shall be made out containing a summary of the capital assets and liabilities of the Club on that day, the yearly income and expenditure. All documentation shall be submitted to the Club's Auditor whose report will be presented to the Members at the ensuing Annual General Meeting.

19)Auditor

- a) The Club Auditor shall be elected at the Annual General Meeting each year and must be a Chartered Accountant.



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20)Bank Accounts

- a) The Club shall operate such bank accounts as are deemed necessary for the management of funds.
- b) The operation of the bank accounts shall be by any two of the following:
 - i) The Commodore
 - ii) The Treasurer
 - iii) Another Committee Member appointed by the Committee.

21)Investments

- a) Any funds of the Club may be invested in any manner in which Trust Funds may be invested.

22)Power to Borrow

- a) Two thirds of the Full Members present at a General Meeting may resolve to borrow or raise and secure the repayment of such funds in a manner they consider prudent in particular by way or mortgage, bond, debenture or other suitable security, charges on Club assets to redeem and pay off such securities.

23)Alterations to the Constitution

- a) This Constitution and Rules may be amended by a resolution passed by two thirds of the Full Members present at a duly convened Annual or Special General Meeting and the following procedure followed:-
 - i) Written notice of the proposed amendments reaches the hands of the Secretary not less than 21 days before the date of the meeting.
 - ii) The Secretary shall circulate the proposed amendments to all Full Members not less than 14 days before the date of the meeting.
 - iii) A copy of the agreed amendment(s) shall be sent to the Registrar of Incorporated Societies and (if requested) to each Full Member.
 - iv) No amendment(s) shall come into force until they have been registered with the Registrar of Incorporated Societies.



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24) Common Seal

- a) The Committee shall provide and be responsible for the safe custody of a Common Seal for the Club.
- b) The Common Seal shall not be impressed on any instrument or document except pursuant to a resolution of the Committee of the Club and in the presence of the Commodore and one other member of the Committee, both of whom shall sign such instrument or document.
- c) The Committee shall maintain a Common Seal Register and shall enter in the Common Seal Register all requisite details pertaining to the affixing of the Common Seal and the documents to which it is affixed.

25) Dissolution of the Club

- a) The Club may be wound up by a resolution passed at a General Meeting by two thirds of the Full Members present and this resolution is confirmed by another Special General Meeting called specifically for this purpose held not earlier than 30 days after the previous meeting again by not less than two thirds of the Full Members present.
- b) The surplus assets of the Club after all liabilities of the Club have been met shall be given to an approved charity.

26) Notices

- a) All notices shall be sent to the last recorded address of the member and shall be considered delivered two days after the notice was posted.

27) Exclusion of Liability

- a) Members of the Club and guests may use the Club premises and other facilities entirely at their own risk and by implication that:
 - i) The Club will not accept any liability for any damage or loss of property belonging to the Member or guest.
 - ii) The Club will not accept any liability for death or personal injury arising from use of the Club or from participation in any race or other event organised by the Club.
 - iii) Any craft or gear, whether at moorings or being handled, stored, repaired or maintained at the Club's premises is at the owner's risk and this rule is binding on all Members and their guests.
 - iv) The parents or guardians of any person under the age of 18 are responsible for the actions, safety, good conduct and financial liabilities of such persons.



1.5.17.



28) Interpretation

- a) If any doubt arises on the construction or interpretation of the Constitution and Rules, the decision of the Committee shall be conclusive and binding on all Members provided the decision is placed in writing and recorded in the Minute Book.

Sam Griffin
COMMODORE

H.W. Tompkins
Vice Commodore.

Reece V West
Treasurer

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