

**CONSTITUTION
OF
POHARA BOAT CLUB INC.**

Pohara Boat Club Inc Constitution

Contents

1.	Definitions and interpretation.....	2
2.	Club details.....	3
3.	Purpose and powers.....	3
4.	Members.....	4
5.	General Meetings.....	6
6.	Committee.....	8
7.	Committee meetings.....	11
8.	Officers' Duties.....	11
9.	Interests.....	12
11.	General Manager.....	13
12.	Finances.....	13
13.	Amendments.....	13
14.	Bylaws.....	14
15.	Dispute resolution.....	14
16.	Liquidation and removal.....	14
17.	Matters not provided for.....	14

Pohara Boat 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 12.

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.

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.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

Commodore means the person in the highest-ranking management position in the Club.

General Meeting means an AGM or SGM of the Club.

Interested has the meaning given in section 62 of the Act.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.3.

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.

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

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.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Golden Bay.

1.2 **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) a Member if delivered by hand to the Member or sent to the address set out in their Contact Details;
- (b) the Club if sent to admin@poharaboatclub.org or by post to the Club's registered office set out on the Register of Incorporated Societies.

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

- (a) if delivered by hand, at the time of delivery;
- (b) if given by post, when left at the address of that party or five Business Days after being put in the post; or
- (c) 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.

2. **Club details.**

2.1 **Name:** The name of the society is POHARA BOAT CLUB INCORPORATED

2.2 **Registered office:** 995 Abel Tasman Drive, Port Tarakohe Pohara.

2.3 **Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details

3. **Purpose and powers**

3.1 **Purpose:** The purposes of the Club are to:

- (a) promote, develop, foster and administer sailing and maritime pastimes of all kinds, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa
- (b) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of sport/recreation/play.

- (c) lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in sport/recreation/Play
- (d) promote, develop and co-ordinate sport/recreation competitions;
- (e) protect the integrity of sport/recreation and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;
- (f) support the development of Members, including the relevant training, education and development of the Members, including officials, coaches, team managers and volunteers.

3.2 **Capacity and powers:** The Club has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law

4. **Members**

4.1 **Application:** An application to become a member (**Application**) must be in the form required by the Committee. All applications are decided by the Committee or by a delegated person/committee, which may accept or decline an application in its absolute discretion. A person becomes a member when their application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

4.2 **Member consent:** A person or entity consents to become a member by submitting an application to the Club or paying fees, unless otherwise specified in this Constitution.

4.3 **Members:** The Members of the Club are:

- (a) Family, Senior and Junior and any other categories of member as the Committee determines.

4.4 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club. Any member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination should be forwarded to a General Meeting for determination by the members. A person may only be elected as a Life Member by a Special Resolution at a General Meeting. A person consents to becoming a Life Member on acceptance of their life membership. Life Members have such rights and benefits as determined by the Committee.

4.5 **Member rights and obligations:** Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules as per Appendix 1, procedures or policies of regional / national organisation that the club is a member of.

- (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period;
 - (d) if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;
 - (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property; and
- 4.6 Members will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- 4.7 **Suspension of Member:** If a member is, or may be, in breach under clause 4.5, and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the member must be given notice of the suspension.
- 4.8 **Suspension of Member rights:** 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.
- 4.9 **Ceasing to be Member:** A Member ceases to be a member:
- (a) on death;
 - (b) by giving notice to the Committee of their resignation;
 - (c) if their membership is terminated under clause 4.5(d);
 - (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 4.10 **Consequences of ceasing to be a Member:** A member who ceases to be a member:
- (a) remains responsible to pay all their outstanding membership and other fees to the Club;
 - (b) must return all the Club's property if required;
 - (c) ceases to be entitled to any rights of a member.
- 4.11 **Membership fees:** The Committee will decide any membership and other fees payable by members and the due date for those fees. The Committee may determine different levels of membership fees and other fees for different types of members.
- 4.12 **Member register:** 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 notice 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 in the information recorded in the member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

5. **General Meetings**

- 5.1 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.
- 5.2 **Notice of AGM:** The Members must be given at least 1 month notice of the AGM. Notice to members of an AGM may be given by posting on the Club's website.
- 5.3 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - the auditor's report to members on the financial statements audited by a or the review report of the financial Statements.
 - (iii) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - (c) the election of the Commodore, Vice-Commodore, Secretary, Treasurer and other Committee Members;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Club at least 2 weeks before the date of the AGM.
- 5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 2 weeks before the date of the AGM
- 5.6 No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree unanimously to discuss any other items.

- 5.7 **Calling of SGM:** The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or 10 Club Members.
- 5.8 **Notice of SGM:** Members must be given at least 2 Week notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.9 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods
- 5.10 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 5 committee members who are entitled to vote, including Members present by casting votes by electronic means the quorum must always be present during the General Meeting.
- 5.11 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.12 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.13 **Control of General Meetings:** Commodore chairs General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those people, the members present will elect a person to chair the General Meeting.
- 5.14 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 5.15 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 5.16 **Voting:** A member is entitled to exercise one vote on any motion at a General Meeting in person
- 5.17 **Voting by electronic means:** Voting by electronic means is permitted.

- 5.18 **Conduct of voting:** Voting is conducted by voices, or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or Club members or as otherwise required under this Constitution.
- 5.19 **Minutes:** Minutes must be kept of all General Meetings.
- 5.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution
- 5.21 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of members at a General Meeting

6. **Committee**

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
- 6.2 **Composition:** The Committee consists of the Commodore, the Vice-Commodore, the Secretary, the Treasurer and up to 10 other persons elected at the AGM.
- 6.3 **Role of Commodore:** The Commodore will engage in activities agreed with the Committee which may include activities to promote the Club, good relations and communications between members and the reputation and best interests of the Club, and to preside at Club events.
- 6.4 **Role of Vice Commodore:** The Vice-Commodore will assist the Commodore to carry out their duties.
- 6.5 **Role of Secretary:** The Secretary will:
- (a) attend to all correspondence and keep minutes of General Meetings and Committee meetings and ensure that any subcommittee keeps minutes.
 - (b) keep all records and generally perform all the secretarial work of the Club. With the written approval of the Committee these tasks may be varied or delegated but the Secretary remains responsible for their performance.
 - (c) Be Responsible for the Hire agreements of the Club Rooms including organising events and passing agreements to Treasurer to invoice.
- 6.4 **Role of Treasurer:** The Treasurer will:
- (a) receive all money paid to or received by the Club and pay all accounts approved by the Committee. The Committee may delegate levels of payment to the Treasurer by written authority;
 - (b) invest all funds of the Club in the manner directed by the Committee; and
 - (c) keep the Club's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Committee.

(d) Receive and receipt membership payments

6.5 **General Committee:** General Committee Members will assist in the overall running of the organization and will assist the executive members with their duties and work on specific projects the organization may be involved in.

6.6 **Election of Committee Members:** Committee Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 14 days before the AGM; In the event of not receiving sufficient nominations by the closing date, nominations received shall be confirmed and nominations for the remainder of the positions shall be called at the Annual General Meeting.
- (b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set, at least 7 days before the AGM
- (c) the Committee must give notice of the nominations to all Members at least 7 days before the AGM;
- (d) at the AGM, if there are more nominees than number of positions available, the election is by show of hands, unless otherwise decided by the Chair of the General Meeting
- (e) Those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected.
- (f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.5 **Qualification:** Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and

6.6 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.

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

- (a) A person who is an employee of the Club.
- (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.

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.

- 6.8 **Term of office:** The term of office for all Committee Members is 3 years, expiring at the end of the relevant AGM. A Committee Member may be re-elected to office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 6.9 **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.
- 6.10 **Removal of Committee Member:**
- (a) 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:
 - (i) has seriously breached duties under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be a Committee Member.
 - (b) 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.
 - (c) Before considering a motion for removal, the Committee Member affected by the motion must be given:
 - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.
- 6.11 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if: their term expires;
- (a) the person resigns by delivering a signed notice of resignation to the Committee;
 - (b) the person is removed from office under this Constitution;
 - (c) the person becomes disqualified from being an officer under section 47(3) of the Act

- (d) the person dies.

7. **Committee meetings**

- 7.1 **Calling meetings:** Committee meetings may be called at any time by the Commodore or by 3 Committee Members, but generally the Committee meets monthly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure
- 7.3 **Quorum:** The quorum for a Committee meeting is 5 Committee Members. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 7.4 **Chair:** The Committee will elect the Chair from amongst the Committee Members. The Chair will chair Committee meetings. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.
- 7.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

8. **Officers' Duties**

An Officer:

- (a) 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;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (d) 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;
- (e) 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;

- (f) 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
- (g) 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:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) 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
 - (iii) 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.

9. **Interests**

- 9.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Officers.
- 9.2 **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.
- 9.3 **Consequences of being Interested:** A Committee Member who is Interested in a Matter:
 - (a) must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent
 - (b) 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;
 - (c) 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;
- 9.4 may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

- 9.5 **Calling of SGM:** Despite clause 9.3, if 50% or more Committee Members are Interested in a matter, an SGM must be called to consider and determine the matter.
- 9.6 **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
- 9.7 A person may be invited by the Committee to be a Patron to show their support for the Club and to help establish or maintain public credibility of the Club. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

10. **General Manager**

- 10.1 **Role of General Manager:** A Committee may engage a General Manager. The General Manager is under the direction of the Committee and is responsible for the day-to-day management of the Club under this Constitution and the Bylaws and within any delegated authority from the Committee.
- 10.2 **Committee involvement:** The General Manager may attend Committee meetings when required by the Committee but has no voting rights.

11. **Finances**

- 11.1 **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 3. Withdrawals from the bank shall be authorized by any two of the following: Commodore, Vice-Commodore, Treasurer and Secretary
- 11.2 **Balance date:** The Club's balance date is 31st March or on the date as the Committee decides.
- 11.3 **Review of financial statements:** The Club's financial statements must be reviewed each year and the reviewed financial statements must be submitted to the AGM. The reviewer will be appointed by the Committee.
- 11.4 **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:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the organisation 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. Amendments
- 11.5 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.

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

12. **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 the Club's purposes set out in clause 3, 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 Constitution.

13. **Dispute resolution**

As Per Schedule 2 as attached

14. **Liquidation and removal**

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

- (a) to appoint a liquidator;
- (b) to remove the Club from the Register of Incorporated Societies; or
- (c) 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.

Special Resolution: Any resolution for a motion set out in clauses 14.1(a) to (c) must be passed by a Special Resolution of Members.

- 14.2 **Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to a local not-for-profit entity or any other not-for-profit entity that shares similar purposes to the Club

15. **Matters not provided for**

- 15.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

Schedule 2

Optional dispute resolution procedures

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1 Overview of this schedule

- (1) Section 39 requires the procedures in a society's constitution relating to disputes to be consistent with the rules of natural justice.
- (2) A society may choose (but is not required) to include the procedures in this schedule in its constitution.
- (3) The procedures in a society's constitution must be treated as being consistent with the rules of natural justice if those procedures consist of—
 - (a) all of the procedures in this schedule; and
 - (b) any additional procedures that are consistent with those procedures.

2 How complaint is made

- (1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
 - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the society.
- (2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
 - (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (b) sets out the allegation to which the dispute relates.
- (3) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

3 Person who makes complaint has right to be heard

- (1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the society makes a complaint,—
 - (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and

- (b) an officer may exercise that right on behalf of the society.
- (3) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they 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) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of complaint has right to be heard

- (1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the **respondent**)—
 - (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (3) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (4) Without limiting the manner in which a respondent may be given a right to be heard, 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 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.

5 Investigating and determining dispute

- (1) A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

- (2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6 Society may decide not to proceed further with complaint

Despite clause 5, a society may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct;
 - (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (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 the constitution; or
- (f) there has been an undue delay in making the complaint.

7 Society may refer complaint

- (1) A society 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.
- (2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

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

Appendix 1:

Pohara Boat Club Inc: Rules (2024)

1. SUBSCRIPTIONS

The annual subscription for each class of member shall be fixed at the annual general meeting.

2. DUES

(a) The subscription year of the club commences on 1 July and all members' subscriptions, rentals and other dues for the season shall be paid to the treasurer by 1 October each year.

(b) If any member fails to pay their subscription, rental or dues by 1 October as aforesaid, the committee may, at its discretion, resolve that the name of the defaulter shall thereupon cease to be a member of the club, provided however that the committee has the power to reinstate any such cessor of membership shall be without prejudice to the club's right to recover any subscription or other money due and owed by such member.

3. ARREARS

No member whose subscription, rental, or dues or any of them are in arrears and those notice has been brought to the fact, shall be entitled to vote at any meeting or compete for prizes or participate in any club race until such moneys are paid.

4. CONSTITUTION

The club shall consist of:

- a) Senior members 18 years of age and over.
- b) Junior members 18 years of age.
- c) Family members (up to 2 parents and 2 children)

All members may participate in races and enjoy the privileges of the club, but members under 16 years of age shall not be elected to any office, and not be entitled to vote at any meetings, with the exception however of the junior members elected to be representative on the club committee, provided such junior be 16 years of age or over.

5. OBJECTIONABLE BEHAVIOUR

No gambling, betting or objectionable language or conduct of any kind shall be allowed, nor shall any intoxicating liquor be consumed on club premises except by order and on the authority of the general committee. The committee shall have the power of fining, suspending or otherwise penalising any member offending against his rule, and no member so fined shall be entitled to enjoy the privileges of any membership until such fine or penalty has been paid. If the conduct of any member, in the opinion of the committee, be injurious to the character and interests of the club, a committee meeting may be called to consider the person's expulsion.

6. AFFILIATIONS

Pohara Boat Club has Affiliations with other clubs that have reciprocal rights to our facilities. Lists of affiliated clubs to be maintained by PBC committee.

7. VISITORS

Members have the privilege of introducing visitors. A member introducing a visitor shall enter the visitor's name in the visitor's sign the visitor in at the bar in the sign in book and shall be answerable for the conduct of this guest while on club premises. The same visitor may only be introduced a limited number of times.

8. CLUB HIRE

Only members may hire the Club House and must comply with Pohara Boat club Hire agreement.

9. CLUB PROPERTY

No members shall remove or leave any property from/at the club's premises except by written agreement of the committee.

10. CAMPING/OVER NIGHT STAYS

No person/s shall be permitted to remained overnight in the club house or on any land leased by Pohara Boat Club.

11. DAMAGE

Members shall pay the full cost of replacing any club property destroyed, damaged, or lost by them.

12. INSURANCE

All club property to be covered by insurance.

13. JUNIORS

Junior members at all club functions must leave the premises by 9.00 p.m. unless accompanied by a parent or adult who shall be responsible for such junior's behaviour. The club committee may extend the above time limit should the occasion warrant. No junior member shall be permitted to consume intoxicating liquor on or near the club's premises.

14. NOTICES

- (a) No notice shall be posted on club premises unless signed and dated by the commodore or secretary or the racing secretary or the NMYA delegate or two members of the committee.
- (b) All official copy concerning the club must be authorised by the commodore before publication.

15. MEMBERS PROPERTY

The club will not be responsible for the property of any member left on the club's premises. Boats and gear are stored at the owner's risk.

16. DOGS

Dogs are not permitted in the clubhouse and must be on a lead on club land.

17. SMOKING

No smoking is permitted within the club house or directly in front of sail shed lockup.

18. FIRST AID KIT

A first aid kit of an approved type shall be on hand at all club functions.

19. COMMON SEAL

The common seal shall be kept in the custody of the treasurer or Secretary and shall be used only by authority of a resolution of the committee. Every instrument to which the seal shall be affixed shall be signed by the commodore and two other members of the committee.

20. BOAT REGISTER

(a) Yachts

Each member shall state in writing to the race secretary the name, rig, measurements and private flag of every yacht belonging to such member for whom he or she shall desire the privileges of the club, and such other particulars as the committee from season to season may decide upon, and the particulars shall be entered into the club register, and no yacht shall be eligible to compete in club races except as the committee provides for outsiders unless such registration has been made. The committee may from time to time fix the fee payable for placing a yacht upon the register.

(b) Power Boats

All relevant particulars of a power boat belonging to a member for which is desired the privileges of the club shall be supplied in writing to the elected representative for power vessels, and such particulars shall be entered in the club register. No power boat shall be eligible to compete in club races or other club activities except as the committee provide for outsiders unless such registration has been made. The relevant particulars for registration shall be determined by the committee which may also from time to time fix the fee payable for such registration.

21. ENSIGN

The club ensign shall be the Red Ensign of the New Zealand Mercantile Marine.

22. BURGEE

The club shall have an official burgee.

23. FLYING FLAGS

No member shall fly the club flags from any vessel not on the club register. This rule may not be held not to apply in the case of the flag officer. The club burgee is to worn at the main masthead.

24. CLUB RAMP

This ramp is to provide limited access for members of the Pohara Boat Club to enable the launching & retrieval of small yachts, 2 waka ama vessels and the clubs recue craft. It is not for the general use by either the public or any other members for any other use.

- a) The only motorised craft that may launch on this boat ramp are club rescue craft.
- b) It is for PBC members use only for launching and retrieving of small yachts.

25. RULES AMENMENT

These rules may only be altered or amended by Special Resolution.