



# Russell Boating Club

## Constitution

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## 1. NAME

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- 1.1. The Name of the **society** shall be Russell Boating Club Incorporated (**RBC**).
- 1.2. The registered office of RBC will be as determined by the Committee and advised to the Registrar of Incorporated Societies.

## 2. DEFINITIONS

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- 2.1. In this Constitution unless the context otherwise requires:

**Act** means the Incorporated Societies Act 2022 and any regulations made under that Act.

**AGM** means the Annual General Meeting of the RBC.

**Commodore** means the Committee Member elected as the Commodore of the RBC under this Constitution.

**Committee** means the governing body of this society

**Constitution** means this Constitution.

**Contact Details** means: (a) a physical or electronic address; and (b) a telephone number.

**Contact Person** means a person holding the position of contact person for the RBC and being the person whom the Registrar of Incorporated Societies can contact when needed.

**Elected Committee Member** means a committee member elected under clause 15.1.

**Flag Officer** means a senior Officer.

**General Meeting** means any AGM or SGM.

**Matters** means:

(a) RBC's performance of its activities or exercise of its powers; or

(b) an arrangement, an agreement or a contract made or entered into, or proposed to be made or entered into, into by the RBC.

**Member** means an entity or individual who has fulfilled the

conditions of membership set out in this Constitution.

**Notice** means notice given personally, by mail or email to the Member's last known address.

**Officers** has the meaning set out in the Act.

**Ordinary Resolution** means a resolution passed by a majority of the votes cast at a General Meeting.

**Regulations** means any regulations, by-laws, directives, codes, policies or procedures adopted by the RBC either in General Meeting or by the Committee under this Constitution.

**RBC** means Russell Boating Club.

**SGM** means a Special General Meeting of the RBC.

**Special Resolution** means a resolution passed by two thirds of the votes cast at a General Meeting.

**Voting Member** means a Club Member that is entitled to vote at a General Meeting.

**YNZ** means Yachting New Zealand Incorporated.

2.2. In this Constitution unless the context otherwise requires:

- 2.2.1. Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- 2.2.2. Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- 2.2.3. Words importing the singular number will include the plural and vice versa;
- 2.2.4. References to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having a separate legal personality;
- 2.2.5. References to any gender include all genders;
- 2.2.6. References to statutory provisions are references to the most current version of the statutory provision.

### 3. PURPOSES

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The purposes of the Russell Boating Club are:

- 3.1. To function as a boating Club and generally to encourage boating and other aquatics.
- 3.2. To encourage boat racing by the promotion of regattas and provision of prizes and by any other means which may from time to time be determined by the committee.
- 3.3. To provide and maintain for the Club and its members a Club house and other facilities.
- 3.4. To foster the social welfare of members by organising social activities.
- 3.5. To hold a License under the Sale and Supply of Liquor Act, 2012, or any replacement legislation, or any amendments thereof.
- 3.6. To represent and promote the interests of its Members.

### 4. MEMBERSHIP

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- 4.1. The membership of the RBC will consist of:

**Full Member.** A membership with full voting rights for one person who is over the age of 18.

**Family Full Member.** A membership with full voting rights for one person and their spouse or partner who are both over the age of 18.

**Country Member.** A non-voting membership for one person who is over the age of 18 and whose primary residence is outside of the Northland and Auckland regions.

**Family Country Member.** A non-voting membership for one person and their spouse or partner who are both over the age of 18 and whose primary residence is outside of the Northland and Auckland regions.

**International Cruisers Member.** A non-voting membership for one person and their spouse or partner who are both over the age of 18 and who are visiting International Cruisers. This membership category cannot be renewed.

**Junior Member.** A non-voting membership for one person under the age of 18.

**Honorary Member.** A person may be admitted as an Honorary member of the Club after being proposed by two members of the Club, one of whom must be a Flag Officer of the Club and approved by the membership at an Annual General Meeting. The period for which an Honorary member may be elected shall be a maximum of one year and can be renewed from year to year. The Committee shall at any time have the power to revoke the admission of an Honorary member.

**Life Member.** Any member of the Club may, in recognition of distinguished services rendered by them to the Club for a period of not less than ten years, be elected a Life member of the Club at an Annual General Meeting. **A Life Member so appointed shall be exempt from payment of membership fees for the duration of their life and in addition such rights of membership shall be extended on the same basis and for the same period to any then current spouse or partner of such members. In all other respects the rights of the Life Member shall be the same as those of any other Full Club member.**

**Honorary Life Member.** Any person of outstanding note who has rendered conspicuous service to the sport of Boating may be elected an Honorary Life Member of the Club at an Annual General Meeting.

**Corporate Member.** Corporate membership is available to legally registered companies or organisations who support the Club through sponsorship. The applying company must designate a primary contact and the company and Committee will agree on the number of employees who will each enjoy the benefits of a full Membership. All nominees must be approved by the Committee. Annual Corporate membership fees will be determined by the Committee.

## 5. Transitional Membership Category.

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- 5.1. From the 1<sup>st</sup> of September 2024, existing Associate and Family Associate members who no longer qualify for these two membership categories will be grandparented into a new transitional membership category where their fees will gradually increase over a 4-year period to match those of the Full membership categories. Year 1, 1<sup>st</sup> of September 2024, the fees will remain the same as the existing Associate membership categories plus any increase approved at the June 2024 AGM.

Years 2-4, 1<sup>st</sup> of September 2025, 1<sup>st</sup> September 2026 and 1<sup>st</sup> of September 2027, the fees will increase by approximately equal amounts until at year 5, 1<sup>st</sup> September 2028 the membership fees will equal those of the Full membership categories.

On the 1<sup>st</sup> of September 2028, all members who are in a Transitional membership category will be moved into a Full Membership category.

- 5.2. All members of the Transitional membership category will be given full voting rights from the 1<sup>st</sup> of September, 2024.

## 6. ADMISSION OF NEW MEMBERS

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- 6.1. New Members may be admitted upon submitting a membership application to the Secretary. Such application must include the applicant's consent to becoming a member, bear the names of two financial members of the Club and be accompanied by the joining fee and subscription payable. Such applicant shall be elected on his application being accepted and confirmed by a majority of the Committee.
- 6.2. The Committee may waive the joining fee for individuals rejoining the Club after a lapsed membership.

## 7. MEMBERSHIP REQUIREMENTS AND CESSATION

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- 7.1. All Members are bound by the Constitution and the Club's Regulations.
- 7.2. In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee including payment of any membership or other fees within a required time period
- 7.3. Any Member may resign from their membership by giving to the Secretary notice in writing to that effect, and every such notice shall, unless otherwise expressed or agreed to by the Committee, take effect at the expiration of seven days after the giving of such notice, but any such resignation shall not release the member from payment of any subscription or levy due or payable by them at the date of their resignation.
- 7.4. Membership may also be withdrawn, suspended or terminated by the Committee if a Member fails to comply with this Constitution or any Regulations or if a Member acts in a manner



which is considered by the Committee to be harmful to the RBC or inconsistent with the standards of behaviour expected of a Member, provided that:

- 7.4.1. if the matter that the withdrawal, suspension or termination is about has not been the subject of a process either under clause 29 or under another process allowed by clause 29, then the matter must be dealt with in accordance with the dispute resolution process under clause 29; and
- 7.4.2. paragraph 7.4.1 does not limit the Committee from imposing an interim suspension and taking any other action pending the outcome of a dispute resolution process.
- 7.5. A Member whose membership is withdrawn, suspended or terminated by the Committee is not entitled to any right or privilege of a Member, but this does not excuse the Member from being bound by this Constitution.
- 7.6. The Committee must keep and maintain a register of its Members in accordance with the Act and the Regulations.

## 8. MEMBERSHIP FEES

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- 8.1. The membership fees payable by Members will be determined at the AGM. The membership fees will be effective for the year commencing 1<sup>st</sup> of September following the AGM in any year.
- 8.2. Members who have not paid their subscription fees by the 1st of October in any year will (unless they have entered into an alternative arrangement approved by the Treasurer):
  - 8.2.1. forfeit all rights (including voting rights) and privileges of membership until the subscription fees have been paid in full; and
  - 8.2.2. if their membership fees are not paid in full by the 1st of December in any year, their membership will automatically terminate

## 9. GENERAL MEETINGS

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- 9.1. The RBC must hold an AGM once every year at such place, time and date as the Committee determines, but not more than 4 months after the end of the financial year and not more than 15 months after the previous AGM.

- 9.2. Members must be given at least 28 days' written notice of the date of the AGM and 14 days' written notice of the date of an SGM. The notice can be given by such methods as the Committee may determine including by email, post or other written communication.
- 9.3. Except where this Constitution provides otherwise, no business will be considered at a General Meeting unless Notice from a Member has been sent to the Secretary at least 16 days before the date of the General Meeting. The Committee may consider and provide recommendations on all such notices.
- 9.4. Any Notice of Motion must be received by the Secretary at least 16 days before the AGM or SGM where it is proposed.
- 9.5. An agenda containing the business to be discussed at the AGM or SGM will be sent by the Committee to the Members at least 14 days before the date of the General Meeting. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
- 9.6. All Members are entitled to attend a General Meeting but only Members who have voting rights may vote.
- 9.7. Full minutes must be kept of all General Meetings and made available on request by Members.
- 9.8. An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.
- 9.9. Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in clause 9.2 and any other error in the organisation of the General Meeting will not invalidate the meeting nor prevent the General Meeting from considering the business of the General Meeting provided that:
  - 9.9.1. The Chair in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; or
  - 9.9.2. A motion to proceed is put to the General Meeting and accepted by Special Resolution.

## 10. Purpose of the AGM

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- 10.1. The AGM will be called for the following purposes:
  - 10.1.1. To approve the minutes from the previous AGM.
  - 10.1.2. To receive from the Commodore a report and financial statements for the preceding year.
  - 10.1.3. To receive the Notice of Disclosures from the Committee.
  - 10.1.4. To determine the membership fees.
  - 10.1.5. To elect the Flag Officers for the ensuring year.
  - 10.1.6. To elect members to the Committee for the ensuring year.
  - 10.1.7. To elect Life and Honorary Members.
  - 10.1.8. To decide on any motion which has been properly submitted to the Secretary for consideration at the AGM.
  - 10.1.9. To consider any other business which may properly be transacted at any Annual General Meeting.

## 11. SPECIAL GENERAL MEETINGS

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- 11.1. The Committee must call a SGM upon a written request from:
  - 11.1.1. The Commodore; or
  - 11.1.2. Six members of the Committee; or
  - 11.1.3. Twenty or more Members of the Club.
- 11.2. Such meetings shall be summoned within 28 days of the receipt of such written request by the Secretary.
- 11.3. The written request for an SGM must state the purpose for which the SGM is requested.
- 11.4. The SGM must address the business for which it was called, as well as any additional matters that the Committee decides to include.

## 12. GENERAL MEETING QUORUM

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- 12.1. A General Meeting must be held by a quorum of persons:

- 12.1.1. Being assembled together at the time and place appointed for the meeting: or
  - 12.1.2. Participating in the meeting by means of audio link, audiovisual link, or other electronic communication: or
  - 12.1.3. By a combination of both of the methods described in paragraphs 12.1.1 and 12.1.2.
- 12.2. For all AGM and SGM's, the number of Members required to form a quorum be equal to 15% of the combined total of the Full, Family Full (to be counted as two members), Life, and Corporate Memberships, but shall not include any proxy votes.
- 12.3. If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time and place determined by the Chair. If no quorum is achieved at the further AGM, the Members present in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum. Clause 9.2 does not apply if clause 12.3 does.
- 12.4. If a quorum is not reached within 30 minutes of the scheduled start time of an SGM, the SGM is cancelled.

## 13. CONTROL OF GENERAL MEETINGS AND VOTING

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- 13.1. The Commodore will be the chair at a General Meeting. In the absence of the Commodore, the Committee will appoint a Committee Member to be the chair.
- 13.2. Unless otherwise required by this Constitution an Ordinary Resolution is sufficient to pass a resolution.
- 13.3. The mode of voting at all meetings on all questions other than elections shall be by a show of hands. The mode of voting for all elections at meetings where nominations exceed the vacancies shall be by secret ballot. A returning officer, along with enough assistants and scrutineers, will be appointed at the meeting to manage the process. Voters do not have to vote for the full number of positions that need to be filled.
- 13.4. Every financial Full Member, every Life Member, and each Corporate Member Group shall have one vote, and a financial

Family Full Member shall have two votes, but only one vote per person attending a meeting is allowed.

## 14. COMMITTEE ROLE

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- 14.1. **Subject to the Act and this Constitution**, the affairs and business of the Club shall be controlled and managed by the Committee consisting of the Flag Officers, a Secretary and Treasurer or Secretary - Treasurer, Club House Captain and at least four other committee members all elected at the AGM.

## 15. OFFICERS AND THEIR APPOINTMENT

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- 15.1. The following Officers of the Club shall be elected **by Ordinary Resolution** at the AGM (except the offices of Secretary and Treasurer may be performed by one officer);
- 15.1.1. Patron.
  - 15.1.2. A Commodore.
  - 15.1.3. A Vice Commodore.
  - 15.1.4. A Rear Commodore.
  - 15.1.5. A Secretary.
  - 15.1.6. A Treasurer.
  - 15.1.7. A Club House Captain.
  - 15.1.8. At least four other Committee members
  - 15.1.9. Such other officers as may be deemed necessary for the efficient working of the Club.
- 15.2. To be eligible for election the Commodore must have been a member of the Committee for at least two years. Other Flag Officers must have been members of the Committee for at least one year.
- 15.3. **Elected Officers must be members of the RBC and be over the age of 16 years.**
- 15.4. **All Officers must submit, to the Secretary, a completed consent form and certify in writing that they meet the qualification criteria as set out in the Act for being an officer of this society.**

## 16. FLAG OFFICERS

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- 16.1. The Commodore, Vice Commodore and Rear Commodore shall constitute the Flag Officers and they and the Secretary may attend ex officio and take part in any meeting of the Committee or a Sub-Committee and vote thereat.

## 17. SUB-COMMITTEES

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- 17.1. To be elected **on an annual basis** by the Committee **at the first Committee meeting after the AGM**:
- 17.1.1. A Sailing Sub-Committee.
  - 17.1.2. A Social Sub-Committee.
  - 17.1.3. A Building Sub-Committee.
  - 17.1.4. A Tall Ships Sub-Committee.
  - 17.1.5. A Kitchen & Bar Sub-Committee
  - 17.1.6. A Youth Sailing Sub-Committee
- 17.2. The Committee may appoint from its own members or otherwise such Sub-Committees as it may deem necessary from time to time to assist in carrying out its duties and may dissolve such Sub-Committees or from time to time change the personnel thereof by revoking the appointment thereto of any member with or without appointing a substitute.
- 17.3. The Committee will prescribe the terms of reference and delegations for each Sub-Committee.
- 17.4. The Committee will ensure that the actions of each Sub-Committee are consistent with this Constitution, the Regulations and strategic and other plans of the RBC.

## 18. DURATION OF OFFICE

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- 18.1. All officers including the Flag Officers and members of the Committee shall hold office for a term of one year, **expiring at the subsequent AGM following their election**. Such officers may offer themselves for re-election.

## 19. VACANCIES ON THE COMMITTEE

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- 19.1. If there is a vacancy in the elected Committee Members, the remaining Committee Members may appoint a person of their choice to fill the vacancy or leave the vacancy unfilled until the next AGM.
- 19.2. The term of office for a person appointed as an Elected Committee Member to fill a vacancy under clause 19.1 will expire at the next AGM following their appointment.

## 20. REMOVAL OF A COMMITTEE MEMBER

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- 20.1. The Members may remove any Committee Member before the expiration of their term by Special Resolution in an SGM called for this purpose.
- 20.2. Upon the Secretary receiving a request for a SGM for the purpose of removing a Committee Member, the Commodore will send the notice to the Committee Member concerned and the Members.
- 20.3. Following notice and before voting on the resolution to remove a Committee Member, the Committee Member affected by the proposed resolution must be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the persons entitled to be present at the General Meeting about the proposed resolution.
- 20.4. 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 has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Committee Member. The Committee Member who is the subject of the motion will be counted for the purpose of reaching a quorum, but will not participate in the vote on the motion.
- 20.5. Before considering a motion for removal, the Committee Member affected by the motion must be given:
  - 20.5.1. notice that a Committee Meeting is to be held to discuss the motion to remove the Committee Member; and
  - 20.5.2. adequate time to prepare a response; and
  - 20.5.3. the opportunity prior to the Committee Meeting to make written submissions; and
  - 20.5.4. the opportunity to be heard at the Committee Meeting.

- 20.6. A person ceases to be a Committee Member if the person:
- 20.6.1. resigns by delivering a signed notice of resignation to the Committee;
  - 20.6.2. is removed from office under this Constitution;
  - 20.6.3. becomes disqualified from being an officer under section 47(3) of the Act; or any statute in replacement thereof, or
  - 20.6.4. dies.

## 21. COMMITTEE MEETINGS

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- 21.1. Committee meetings may be called at any time by the Commodore but generally the Committee will meet at regular intervals agreed by the Committee.
- 21.2. Except to the extent specified in this Constitution, the Committee may regulate its own procedure.
- 21.3. The quorum for a Committee meeting will be two-thirds of Committee Members.
- 21.4. Each Committee Member has one vote at Committee meetings. In the event of a deadlock, the Commodore has an additional casting vote. Voting will be by voices or, upon request of any Committee Member, by a show of hands or by a ballot.
- 21.5. A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by a majority of the Committee will be valid as if it had been passed at a Committee meeting. Any such resolution may consist of several documents in the same form each signed by one or more Committee Members.
- 21.6. Any Committee Member may participate in any Committee meeting and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting will constitute the presence of that Committee Member at that meeting.



- 21.7. Any financial Member may, by appointment, attend a Committee meeting for any request or complaint, provided that don't participate or vote in the meeting.
- 21.8. Full minutes must be kept of all Committee Meetings and made available on request by Members.

## 22. OFFICERS' DUTIES

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### 22.1. An Officer:

- 22.1.1. 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 RBC;
- 22.1.2. must exercise a power as an Officer for a proper purpose;
- 22.1.3. must not act, or agree to the RBC acting, in a manner that contravenes the Act or this Constitution;
- 22.1.4. 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 RBC, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by them;
- 22.1.5. must not agree to the activities of the RBC being carried on in a manner likely to create a substantial risk of serious loss to the RBC's creditors or cause or allow the activities of the RBC to be carried on in a manner likely to create a substantial risk of serious loss to the RBC's creditors;
- 22.1.6. must not agree to the RBC incurring an obligation unless the Officer believes at that time on reasonable grounds that the RBC will be able to perform the obligation when it is required to do so; and
- 22.1.7. 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:
  - 22.1.7.1. an employee of the RBC whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- 22.1.7.2. 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
  - 22.1.7.3. any other Officer or Sub-Committee of Officers on which the Officer did not serve in relation to matters within the Officer's or Sub-Committee's designated authority,
- 22.2. Clause 22.1.7 applies to an Officer only if the Officer:
- 22.2.1. acts in good faith; and
  - 22.2.2. makes proper inquiry where the need for inquiry is indicated by the circumstances; and
  - 22.2.3. has no knowledge that the reliance is unwarranted.

## 23. CONTACT PERSON

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- 23.1. The Committee must appoint a person to be the RBC's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Secretary must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

## 24. FINANCES

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- 24.1. Unless otherwise determined by the Committee, the financial year of the RBC will end on 31<sup>st</sup> of March each year.
- 24.2. The financial statements will be prepared by a Committee approved accounting firm. The financial statements must be submitted to the AGM.
- 24.3. The financial statements of the RBC must be filed with the Registrar of Incorporated Societies within 6 months of the end of its financial year.
- 24.4. All funds of the RBC will be paid to a bank account in the name of RBC and the bank account must be operated in accordance with the policy determined by the Committee.
- 24.5. The Committee must ensure correct accounting records are kept. The accounting records of the RBC must be open to

inspection by Members at such reasonable times as agreed by the Committee.

## 25. CONTROL, INVESTMENT AND BORROWING OF FUNDS

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- 25.1. The Committee shall have complete and entire management and control of the affairs, concerns and business of the Club and shall have the power:-
  - 25.1.1. To invest the funds of the Club on real or personal property in such manner as the Committee shall think fit and to purchase, construct and maintain buildings, fences, machinery and other works as the Committee may consider necessary for the use of the Club, and to lease or accept leases of any land, leaseholds or tenements and to purchase, let or sell lands or any interest therein for such terms and conditions and upon such rental as it shall think fit, provided no lands shall be sold or purchased without the approval of a resolution of the Club.
  - 25.1.2. To control invest and manage the funds and property of the Club but subject to any special direction of the Club in General Meetings and to incur such liabilities as may be necessary in connection therewith.
  - 25.1.3. To borrow or raise money by using its property—either real or personal—as security, or by issuing debentures or mortgage debentures secured against part or all of the Club's assets. It may also borrow from banks or other individuals or organisations, with or without providing security. However, any borrowing must not exceed 20% of the Club's current assets or last longer than 5 years, unless approved by a resolution of the Club.

## 26. LICENSE REGULATIONS

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- 26.1. Liquor will be sold or supplied only in accordance with any License held under the provisions of the [Sale and Supply of Liquor Act 2012](#) or any replacement legislation, or any amendments thereof.
- 26.2. Concerts, reunions and social gatherings may be held in the licensed premises under the following conditions:-
  - 26.2.1. That prior permission of the Committee has been given.

- 26.2.2. That all liquor consumed at such functions is supplied though or by the Club.
- 26.2.3. That the provisions of the [Sale and Supply of Liquor Act 2012](#) or any replacement legislation, or any amendments thereof, are complied with.
- 26.3. No gambling or gaming shall be permitted on the premises other than in accordance with any license or permit issued pursuant to the Gaming and Lotteries Act or any statute in replacement thereof.
- 26.4. Nothing in these Regulations shall be deemed to limit the power of the Committee to make By-laws for the conduct of the licensed premises.

## 27. COMMON SEAL

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- 27.1. The Common Seal of the Club shall be that adopted by the Committee and shall be in the custody of the Secretary, who shall be responsible for the safe custody and control thereof.

## 28. ATTESTATION OF DOCUMENTS

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- 28.1. Whenever the Common Seal of the Club is required to be affixed to any deed, documents, writing or other instrument, the Seal shall be affixed thereto only upon the authority of a General Meeting of the Club or Committee and then only in the presence of the Commodore, the Secretary and any Trustee duly authorised by resolution of the Club or Committee who shall sign the documents or instrument to which the Seal is so affixed.

## 29. DISPUTE RESOLUTION

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- 29.1. The RBC may consider, resolve, and/or decide disputes between and among any one or more Members acting in their capacity as Members, any one or more Officers acting in their capacity as Officers and the RBC, that relate to an allegation that:
  - 29.1.1. a Member or an Officer has engaged in misconduct; or
  - 29.1.2. a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
  - 29.1.3. The RBC has breached, or is likely to breach, a duty under this Constitution or the Act; or

- 29.1.4. a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.
- 29.2. *How a complaint is made.*

A Member or an Officer may make a complaint by giving written notice to the Committee, or any sub-committee established for this purpose, that:

  - 29.2.1. states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;
  - 29.2.2. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - 29.2.3. sets out any other information reasonably required by the RBC.
- 29.3. The RBC may make a complaint involving an allegation against a Member or an Officer by giving Notice in writing to the person concerned that:
  - 29.3.1. states that the RBC is starting a procedure for resolving a dispute under this Constitution; and
  - 29.3.2. sets out the allegation to which the dispute relates.
- 29.4. *Person who makes complaint has the right to be heard.*

The Member or an Officer has a right to be heard before the complaint is resolved or any outcome is determined.
- 29.5. If the RBC makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined.

A Committee Member may exercise that right on behalf of the RBC.
- 29.6. Without limiting the manner in which the Member, Officer, or the RBC may be given the right to be heard, they must be taken to have been given the right if:
  - 29.6.1. they have a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
  - 29.6.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 29.6.3. an oral hearing, if any, is held before the decision maker; and

- 29.6.4. the Members, Officer's, or the RBC's written statement or submissions, if any, are considered by the decision maker.
- 29.7. *The Person who is subject of the complaint has the right to be heard.*  
The Member or Officer who, or the RBC which, is the subject of the complaint (Respondent) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is the RBC, a Committee Member may exercise the right on behalf of the RBC.
- 29.8. A Respondent must be taken to have been given the right if:
- 1.1.1. 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
  - 29.8.1. the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
  - 29.8.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - 29.8.3. an oral hearing, if any, is held before the decision maker; and
  - 29.8.4. the Respondent's written statement or submissions, if any, are considered by the decision maker.
- 29.9. *Investigating and determining dispute.*  
The RBC must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.
- 29.10. *The RBC may decide not to proceed further with the complaint.*  
Despite the content of this clause and any other clause in this Constitution or in the Regulations, the RBC may decide not to proceed with a matter if:
- 29.10.1. the complaint is trivial; or
  - 29.10.2. the complaint does not appear to disclose or involve any allegation of the following kind:
    - 29.10.2.1. any material misconduct; or
    - 29.10.2.2. any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

- 29.10.2.3. any material damage to a Member's rights or interests or Members' rights or interests generally; or
- 29.10.2.4. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 29.10.2.5. the person who makes the complaint has an insignificant interest in the matter; or
- 29.10.2.6. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
- 29.10.2.7. there has been an undue delay in making the complaint; or
- 29.10.2.8. another process applies to the nature of the conduct, incident, event, or issue giving rise to the complaint.

29.11. The RBC may refer a complaint to:

- 29.11.1. a sub-committee or an external person to investigate and report; or
- 29.11.2. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision; or
- 29.11.3. with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

29.12. *Decision Makers.*

An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is the Committee or a complaints sub-committee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

- 29.12.1. impartial; or
- 29.12.2. able to consider the matter without a predetermined view.

29.13. The dispute resolution procedure set out above does not apply to the process set out in clauses 20.1 to 20.5 (Removal of Committee Member) or to the processes set out in the Racing Rules of Sailing.

## 30. ALTERATION OF CONSTITUTION

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- 30.1. The Constitution may be altered, added to, rescinded or otherwise varied or amended, by a Special Resolution passed by the members present at a General Meeting.
- 30.2. No alteration, addition to or revision of this Constitution may be approved if it affects the purposes set out in clause 3, personal benefit prohibition in clause 31 or the liquidation or removal from the Register of Incorporated Societies of the RBC under clause 32. This clause 30.2 must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.

## 31. PROHIBITION ON PERSONAL BENEFIT

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- 31.1. All Members, Officers, and Committee members of the Club must always act in the best interests of the Club and avoid any situation when their personal interests could conflict, or appear to conflict, with those of the Club.
- 31.2. Any Officer who becomes aware of a potential or actual conflict of interest must declare it immediately to the Committee. The Committee will review the matter and decide whether the member should be excluded from discussions and/or decisions related to the conflict.
- 31.3. The Committee is required to keep a record of all potential or actual conflicts of interest involving any Member, Officer, or Committee Member.
- 31.4. Any payments made to a Member, person associated with a Member or Committee Member must be for goods or services that advance the purposes of the RBC and must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value).
- 31.5. This clause 31 and its effect must not be removed from this Constitution and must be included in any alteration of, addition to or revision to this Constitution.

## 32. LIQUIDATION OR REMOVAL FROM REGISTER

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- 32.1. A liquidator will not be appointed to the RBC and no Member may be authorised to request that the RBC is removed from the Register of Incorporated Societies except if at a General Meeting called in the manner provided in this Constitution, its Members pass a Special Resolution to do so.



- 32.2. If upon the liquidation or deregistration of the RBC there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the property must not be paid to or distributed among the Members of the RBC unless permitted under the Act, but by Ordinary Resolution of the Members present and entitled to vote at a General Meeting be given or transferred to some other not-for-profit entity (as that term is defined in the Act) having purposes similar to the purposes of The RBC, or to some other not-for-profit entity in New Zealand.

### 33. INDEMNITY

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- 33.1. The Committee and the Officers and each and every one of them respectively shall be fully indemnified by the Club against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them in relation to the performance or professed performance of any of their duties.

### 34. SAVING PROVISION

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- 34.1. If an issue arises that is not covered by this Constitution or the Regulations, the Committee will resolve it in whatever way it considers appropriate.

This Constitution was adopted by Special Resolution of the Annual General Meeting of the Russell Boating Club Incorporated held on the ?? of ?? 2025 and is effective from the close of that meeting.