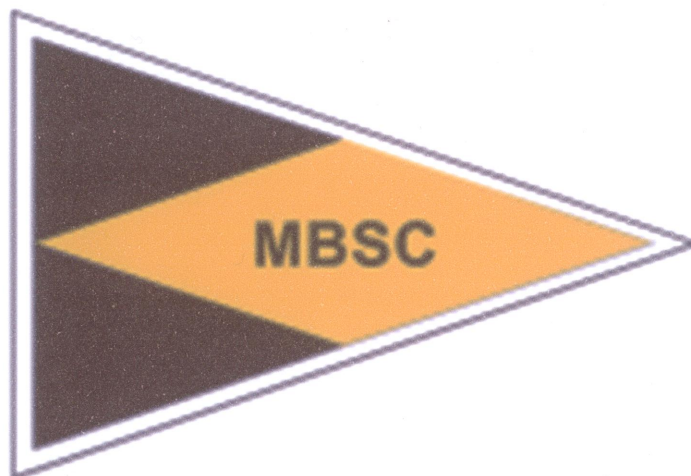


**MURRAYS BAY SAILING CLUB  
INCORPORATED**



**RULES**

**RULES OF**  
**MURRAY'S BAY SAILING CLUB INCORPORATED**

**GENERAL**

1. The name of the club is "MURRAY'S BAY SAILING CLUB INCORPORATED" (hereinafter referred to as "the Club").
2. The Registered Office of the Club is the Clubhouse, 511 Beach Road, Murray's Bay, Auckland.
3. The purposes of the Club are to:
  - 3.1 Encourage and aid participation by Club members and other members of the community in amateur sailing in centreboard classes, both recreational and competitive;
  - 3.2 Promote, foster and advance community based schemes (including Murray's Bay Schools Water Wise) introducing people to sailing, and other related activities, with an emphasis on water safety and education;
  - 3.3 Promote, foster and advance the safety, education, development, skill and expertise of persons involved in sailing and other related activities off Murray's Bay, Auckland;
  - 3.4 Foster international sailing opportunities for Club members;
  - 3.5 To acquire or dispose of, mortgage, lease, charge or otherwise deal with any real or personal property as may be considered beneficial for the purposes of the Club;
  - 3.6 Notwithstanding anything expressed or implied in these rules, the activities of the Club shall not be carried on for the personal pecuniary profit or benefit of any Member or individual or associated person.

**MANAGEMENT**

**4. Affiliation**

- 4.1 The Club shall be affiliated with Yachting New Zealand.
- 4.2 The Club may affiliate with the Auckland Yacht and Boating Association, and/or other organisations as determined by the Management Committee.

**5. Officers**

- 5.1 The Officers of the club shall consist of a President, Vice President, Commodore, Vice Commodore, Rear Commodore, and Treasurer.

**6. Management Committee**

- 6.1 The Management Committee shall consist of the following Ex Officio members:- The Commodore, Vice Commodore, Rear Commodore, Treasurer, Membership Secretary, and other elected officials as determined at a General Meeting.
- 6.2 The Management Committee may co-opt onto itself either temporarily or permanently, any additional members by virtue of the office they hold and maintain the policy of the Management Committee. Such members being experienced members of the club with a wide interest in the running of the club.

- 6.3 If any Management Committee Member is absent from three consecutive meetings without leave of absence the Chair/Commodore may declare that person's position to be vacant.
- 6.4 Any Management Committee Member, ceasing to be a member of the Club shall cease to be a Management Committee Member.

## **7. Nomination of Officers and Elected Officials**

- 7.1 Nominations for Officers and other Official positions shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by members and the completed nomination delivered to the Membership Secretary five days before the Annual General Meeting. In the event of insufficient nominations being lodged with the Membership Secretary, nominations may be received from the floor at the Annual General Meeting.
- 7.2 All retiring members of the Committee shall be eligible for re-election.
- 7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Management Committee may appoint another Management Committee member to fill that vacancy until the next Annual General Meeting.
- 7.4 If the position of any Management Committee becomes vacant between Annual General Meetings, the Management Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.

## **8. Role of the Management Committee**

- 8.1 Subject to the rules of the Club ("The Rules"), the role of the Management Committee is to:
  - a) Administer, manage and control the Club,
  - b) Carry out the purposes of the Club, and use money and other assets to do so;
  - c) Manage the financial affairs of the Club, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - d) Set accounting policies in line with generally accepted accounting practise;
  - e) Review the current financial position of the Club on a regular basis, including the approval of all payments over \$250;
  - f) Delegate responsibility and co-opt Members were necessary;
  - g) Make, cancel or amend Club Rules, By-Laws and Policies from time to time for the proper conduct of Club Members, Club Premises and Club Events
- 8.2 The Management Committee has all of the powers of the Club, unless the Management Committee's power is limited by these rules, or by a majority decision of the Club.
- 8.3 The Management Committee shall have the power to invest any moneys not required for general purposes of the Club in any investment authorised by law for the investment of trust funds.
- 8.4 Decisions of the Management Committee shall bind the Club, unless the Management Committee's powers are limited by these rules, or by a majority decision of the Club.
- 8.5 The Management Committee shall have the power to appoint committees, both from Club and non-Club members and shall determine their powers and duties and the method and conduct of their meetings and proceedings.
- 8.6 The Management Committee in carrying out its role, may take advice from other committees as it sees fit.

- 8.7 The Management Committee may appoint, employ or contract an individual or company to provide services to the Club and to remunerate in such manner as the Management Committee shall consider expedient. Notwithstanding such delegation, the Management Committee will be responsible for the actions of any duly designated, appointed, employed or contracted person or company or committee.

## **9. Role of Sailing Committee**

- 9.1 The Sailing Committee is responsible for the running of the Club's sailing programme, including but not limited to all matters relating to training, coaching and racing and all associated activities.
- 9.2 The Sailing Committee will be chaired by the Vice Commodore, and will include the Club Captain and members responsible for the following functions/tasks;
- a) Class Representatives – one member per class of yacht or fleet for which the Club offers racing and/or training in its Sailing Programme
  - b) Regattas
  - c) Sailing Calendar
  - d) Rosters
  - e) Results
  - f) Prize-giving
- 9.3 Membership of the Sailing Committee is open to anyone who wishes to participate in the organisation of the Club's on water activities, subject to approval of the Sailing Committee Chairman.
- 9.4 The Sailing Committee may co-opt a non-member with special expertise to serve on the Sailing Committee if it is considered in the Club's interest. Such persons shall have speaking but no voting rights at Sailing Committee meetings.
- 9.5 The Sailing Committee may appoint, employ or contract an individual to provide casual coaching services to Club Members and to remunerate in such manner as the Sailing Committee shall consider expedient, but any such remuneration shall be within Management Committee budgets and guidelines. Notwithstanding such delegation, the Sailing Committee will be responsible for the actions of any duly designated, appointed, employed or contracted person.
- 9.6 The Head Coach may be in attendance at Sailing Committee meetings at the request of the Sailing Committee but shall not have voting rights.
- 9.7 The Chair/Vice-Commodore shall table a written report outlining the Sailing Committee's actions and decisions prior to each Management Committee meeting.
- 9.8 The Sailing Committee may, when appropriate, make recommendations to the Management Committee regarding the inclusion of Members to the Club's Honours Lists.

## **10. Alumni Committee**

- 10.1 The Alumni Committee is responsible for organising Alumni events and for overseeing the commercial use of the Commodore's Lounge.
- 10.2 Membership of the Alumni Committee is by invitation from the Alumni Committee Chairman.

## **11. Other Committees**

11.1 Additional committees may be established at the direction of the Management Committee as required. They may include, but are not limited to;

- i. House Committee - responsible for catering and hospitality,
- ii. Regatta/event Committee – responsible for managing major regattas or events hosted by the Club

11.2 The Chair of each of these committees will be appointed by the Management Committee.

11.3 The Chair of each committee shall table a written report outlining the committee's actions and decisions prior to each Management Committee meeting.

## **12. Roles of Officers and Other Elected Officials**

**12.1 Patron** – to be elected when considered appropriate

- a) To provide support and encouragement for Club activities.

**12.2 President**

- a) To be the ceremonial head of the club.
- b) To administer the affairs of the club in the event of a failure of the Management Committee to manage the affairs of the club as required by these rules.

**12.3 Vice President**

- a) To act as assistant to the President.

**12.4 Commodore**

- a) To preside over all General Meetings and Management Committee meetings of the Club unless such duties are delegated to the Vice Commodore or Rear Commodore. In the event that neither the Commodore, Vice Commodore nor Rear Commodore are present then those at the meeting shall elect a Chairperson;
- b) Oversee the operation of the Club;
- c) Provide a report on the operation of the Club at each Annual General Meeting;
- d) To represent the club as its delegate to Yachting New Zealand and the Auckland Yacht and Boating Association unless such duty is otherwise delegated.

**12.5 Vice Commodore**

- a) To assist the Commodore in his duties and in his absence to officiate in his stead;
- b) To preside over all Sailing Committee meetings of the club.

**12.6 Rear Commodore**

- a) To assist the Commodore and Vice Commodore in their duties and in their absence to officiate in their stead;
- b) To oversee the work of all officeholders and committees not part of the Management Committee or Sailing Committee.
- c) To keep a true record of the proceedings of all Management Committee meetings of the Club.
- d) To maintain the Constitution, Club Rules and Club By-laws and make these available to all club members.
- e) To hold all documents, records, reports and communications connected with the business of the club, except those required for the Treasurer's function, and bring

them before such meetings as may properly deal with them, and to provide them to such statutory bodies as may require them.

- f) Receiving and replying to correspondence as required by the Management Committee.
- g) To notify those members eligible to attend Ordinary, Annual and Extraordinary General meetings.
- h) In case of an inability to attend any meeting, to cause the necessary books and papers or electronic files to be conveyed to the place of the meeting.

#### **12.7 Treasurer**

- a) To receive all monies due to the club and pay all bills contracted by it.
- b) To keep proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- c) Prepare annual financial statements for presentation at each Annual General Meeting. These should be presented to the Management Committee prior to the Annual General Meeting;
- d) Providing a financial report at each Annual General Meeting;
- e) Provide financial information to the Management Committee as the Management Committee determines;
- f) In conjunction with the Club Captain prepare a yearly schedule of proposed major purchases and maintenance costs for the club's assets for the following 5 years.

#### **12.8 Club Captain**

- a) To maintain all equipment of the club in operational condition and to ensure that all repairs and maintenance are attended to expeditiously;
- b) To advise the Management Committee when additional or replacement equipment is required and recommend to the Management Committee the equipment most desirable;
- c) Oversee the allocation of storage spaces for members yachts in accordance with the Management Committee's policies.

#### **12.9 Membership Secretary**

- a) Maintain the Register of Members;
- b) Communicate with members on matters of interest to them.

#### **12.10 Alumni Committee chairman**

- a) To preside over the Alumni committee

#### **12.11 Other Office Holders**

- a) A number of additional official positions may be elected at the AGM as required. They include but are not limited to;
  - i. Sponsorship and Fund Raising – apply for funding from sponsors and maintain working relationships with past and potential funders.
  - ii. Communication and IT – maintain the Club's website and other media.
  - iii. Auckland Yacht and Boating Association Delegate.
  - iv. Health and Safety – responsible for Health and Safety issues around the Club grounds and environs.
  - v. Branding – Club clothing and other Club identification – eg. Flags, stickers, etc.
  - vi. Applications – as required for permits and licenses.
  - vii. Care of and maintenance of the clubhouse.

- b) Any matter that these Members may wish to be referred to the Management Committee, or vice versa, shall be through the Rear Commodore.

### 13. Management Committee Meetings

- 13.1 The Management Committee shall meet whenever it deems necessary, normally once every month, or when summoned by the Commodore.
- 13.2 Management Committee meetings may be held via video or telephone conference, or other formats as the Management Committee may decide.
- 13.3 At Management Committee meetings, four (4) members, including at least 1 Officer shall form a quorum.
- 13.4 Only Committee members present at a Management Committee meeting, either in person or attending virtually as per 13.2, may vote at that Management Committee meeting.
- 13.5 All decisions of the Management Committee shall be by a majority vote. In the event of an equal vote, the Chair/Commodore shall have a casting vote, ie. a second vote.
- 13.6 Each member of the Management Committee shall have only one (1) vote. Members holding more than one official position shall not have more than one vote.
- 13.7 The Head Coach and/or Club Manager may be in attendance at meetings at the request of the Management Committee, but may not vote.
- 13.8 The President and/or Vice-President may at any time attend Management Committee meetings, but shall not have voting rights, unless attending in their capacity under section 12.2 (b).
- 13.9 If within half an hour after the appointed time for a meeting a quorum is not present the meeting shall be adjourned until a day, time and place determined by the Chair/Commodore, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/Commodore may with the consent of the meeting adjourn the same from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business on the original agenda left unfinished at the meeting from which the adjournment took place.

## MEMBERSHIP

### 14. Types of Membership

- 14.1 The number of Members is unlimited.
- 14.2 Membership of the Club shall consist of:
  - a) **Senior Member** – has all the rights and responsibilities of membership including holding office, voting, the right to race and use of the Club's facilities and all benefits associated with the Club.
  - b) **Junior/Student Member** – is a member who is under the age of nineteen years on the 31<sup>st</sup> December in any year, or is a full time student under the age of 25 years and enrolled at an approved educational institute.
  - c) **Family Membership** – shall consist of a family group and include children of a family who qualify as Junior/Student members and who are living with the family at the time. In respect of family membership there will only be one vote at meetings for that family membership, though each member of the family otherwise enjoys full use of the club's facilities including the right to race.

- d) **Alumni Member** – are members, ex-members and friends of the club, subject to approval by the Alumni Committee. While they have the right to race and use the Club facilities, they do not have the right to vote or hold office, although the Chairman of the Alumni Committee may sit on the Management Committee and has one vote.
- e) **Out of Town Guest** – a visitor from within New Zealand or overseas, provided they are a member of a club affiliated to their national authority. While they have the right to race and use the Club facilities, they do not have the right to vote or hold office.
- f) **Special** – by approval from the Management Committee only.
- g) **Honorary Life Members** – an honorary Life Member may be elected at any Club Meeting in recognition of conspicuous service they have rendered the club. Such election shall be proposed by the Management Committee and then voted on at a General Meeting of the Club. An Honorary Life Member when so elected shall have the rights of a Senior Member, including voting rights, but from the date of election shall not be liable for any annual subscriptions.

## 15. Admission of Members

- 15.1 To become a member, a person (“the Applicant”) must:
  - a) Complete the on-line application form on the Club’s website.
  - b) Pay the appropriate membership fee with the application.
  - c) Supply any other information the Management Committee requires.
- 15.2 While Applicants have the right to race and use the Club facilities, they do not have the right to vote or hold office.
- 15.3 The name of every Applicant shall be submitted to the next Management Committee meeting for confirmation.
- 15.4 No Applicant or newly elected Member shall be permitted to use the Club facilities, race or have any right or privilege of membership until their subscription has been paid.
- 15.5 The Management Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Management Committee shall advise the Applicant of their decision, and that decision shall be final. If membership is declined any fees paid with the application will be refunded.

## 16. The Register of Members

- 16.1 The Membership Secretary shall keep a Register of Members (the “Register”), which shall contain the names, residential address, email address and telephone number of all members, and the dates at which they became Members.
- 16.2 If a Member’s contact details change, the Member shall give the new details to the Membership Secretary.
- 16.3 Each Member shall provide such other details as the Management Committee requires.
- 16.4 Office holders shall have reasonable access to the Register of Members solely for Club related business purposes. Any such access shall be authorised by the Management Committee.



## **17. Cessation of Membership**

- 17.1 Any Member wishing to resign from the Club shall give notice in writing to the Management Committee to that effect and pay all arrears due at the date of such notice.
- 17.2 All Members shall comply with the Rules, Regulations and By-Laws of the Club. If a representation is made to the Management Committee that the conduct of any member either in or outside of the club is injurious to the character or interests of the club the Management Committee shall hold an enquiry into the matter. Such an enquiry shall be in whatever form the Management Committee may decide, and may be adjourned from time to time.
- 17.3 The Management Committee may require the member to attend any meeting at which the enquiry or any adjournment thereof is to be held, and shall in any case (unless the Management Committee is of the opinion that the representations are groundless or trivial) give the member an opportunity of being heard in his defence. It shall be obligatory upon the member, if summoned, to attend any such meeting, and if he shall fail to attend, the Management Committee may in his absence proceed with and complete the enquiry.
- 17.4 Having completed the enquiry the Management Committee, if they find the member to be at fault, they may either;
- a) Reprimand the member and / or suspend the member for any period not exceeding six calendar months. During such period of suspension the member shall not be entitled to any of the privileges of the club. If the Committee suspends the Member they may order that notice of such suspension shall be placed on the club notice board and on the club website for a period not exceeding the duration of the suspension,
  - b) Call upon the member to resign his membership and if such member shall refuse to resign or neglect to forward his written resignation within seven days the Committee may revoke his membership.
- 17.5 At any meeting at which such an enquiry is heard both the Management Committee and the member shall be entitled to place before the meeting such relevant evidence as they shall desire. The chairman of the meeting may, if he thinks fit, admit as evidence statements which are not strictly evidence.
- 17.6 The Committee may also consider taking action under World Sailing Racing Rules of Sailing RRS 69 - Misconduct.

## **18. Obligations of Members**

- 18.1 All members shall promote the purpose of the Club and shall do nothing to bring the club into disrepute.

## **FINANCE**

### **19. Use of Money and Other Assets**

- 19.1 The Club may only use money and other assets if;
- a) It is for a purpose of the Club,
  - b) It is not for the sole purpose or benefit of any Members; and
  - c) That use has been approved by either the Management Committee or by majority vote of the Club.
- 19.2 All moneys received by the club shall be deposited as soon as possible and without deduction, by the Treasurer, in the Club bank account. The Management Committee shall

open an account or accounts at such Trading or Savings banks as it shall deem fit and shall from time to time decide the manner in which such account or accounts shall be operated.

19.3 No payment exceeding \$250 shall be made except by order of the Management Committee and then only by electronic transfer authorised by the Treasurer and any one of the following Officers – Commodore, Vice Commodore or Rear Commodore.

19.4 No Member or person who is associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from:

- a) Professional services to the Club carried out in the course of business that are charged at a rate that is not greater than current market rate, or
- b) Interest on money lent at a rate that is not greater than current market rates.

19.5 Any funds raised by the Alumni Committee are to be used for the benefit of the Club, but such benefit shall be at the direction of the Alumni Committee.

## **20. Subscriptions**

20.1 The amount of the Annual Subscription in respect of each category of membership shall be reviewed annually by the Management Committee following the end of the Financial Year, being 31<sup>st</sup> May, and before the AGM. The Management Committee may fix any increases in subscriptions up to fifteen (15) per cent of the previous year's subscription. Any increase exceeding fifteen (15) per cent shall be approved by majority vote at the AGM. If in any year the subscriptions are not fixed by the Management Committee prior to the Annual General Meeting, the subscriptions are to be fixed at the AGM.

20.2 Any member failing to make payment of the annual subscription, membership fees or levies by October 31<sup>st</sup> in any financial year shall (without being released from the obligation of payment of any sums due to the Club) lose all privileges of membership, including boat storage, coaching and shall be excluded from any Club race results.

20.3 Thereafter, if any Members does not pay the annual subscription, fees or levies by a date set by the Management Committee, the Membership Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date the Member shall be removed from the list of members at the discretion of the Management Committee, without prejudice to the rights of the Committee to recover payment of such subscriptions, membership fees, levies or storage fees in arrears. The Management Committee may reinstate such member on the payment of such subscriptions, membership fees, levies or storage fees.

## **21. Additional Powers**

21.1 The Club may:

- a) Exercise any power a trustee might exercise;
- b) Invest in any investment that a trustee might invest in;
- c) Borrow money and provide security for that if authorised by majority vote at any General Meeting.

## **22. Financial Year**

22.1 The financial year of the Club begins on 1<sup>st</sup> June of every year and ends on 31<sup>st</sup> May of the next year.

## **23. Assurances on the Financial Statements**

23.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 25% of Members eligible to vote at any properly convened General Meeting. If such a review is required, the reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants Australia and New Zealand, and must not be a member of the Management Committee, or an employee of the Club.

## **CONDUCT OF MEETINGS**

### **24. General Meetings**

- 24.1 A General Meeting is either an Annual General Meeting or a Special General Meeting.
- 24.2 The Annual General Meeting shall be held once every year no later than four (4) months after the Club balance date. The Management Committee shall determine when and where the Club shall meet within those dates.
- 24.3 A Special General Meetings may be called by the Management Committee. The Management Committee must call a Special General Meeting if the Rear Commodore receives a written request signed by at least 10 Members.
- 24.4 The Rear Commodore shall;
- a) Give all members at least 14 days notice via email or other electronic means to the most recent electronic address provided by the member,
  - b) Provide all Members notice of any motions and the Management Committee's recommendations about those motions,
  - c) Additionally, in respect of Annual General Meeting's, the Rear Commodore shall provide:
    - i. A copy of the Chair/Commodore's Report on the Club's operations,
    - ii. A copy of the Annual Financial Statements as approved by the Management Committee,
    - iii. A list of nominations for the Officers and other Official Positions, and information about those Nominees if it has been provided,
- 24.5 If the Rear Commodore has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 24.6 All Members who were financial members of the Club in the previous year may attend and vote at a General Meeting held on or before 31<sup>st</sup> October. Thereafter only Members who are financial members in the current financial year may vote at a Special General Meeting.
- 24.7 No General Meeting may be held unless at least 10 eligible Members, including at least one Management Committee member attend. This will constitute a quorum.

24.8 All General Meetings shall be chaired by the Commodore. If the Commodore is absent, the Club shall elect another Management Committee Member to Chair that meeting. Any person chairing a General Meeting has a casting vote.

24.9 On any given motion at a General Meeting, the Chair/Commodore shall in good faith determine whether to vote by:

- a) Voices,
- b) Show of hands, or
- c) Secret ballot.

However, if three (3) or more Members demand a secret ballot before a vote by voice or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/Commodore will have a casting, that is, second vote.

24.10 The business of an Annual General Meeting shall be:

- a) Receiving any minutes of the previous Club's Annual General Meeting,
- b) The Chair/Commodore's report on the business of the Club,
- c) The Treasurer's report on the finances of the Club, and the Annual Financial Statements,
- d) Election of Officers, Sailing Committee Members and any other positions proposed by the Management Committee,
- e) Motions to be considered,
- f) General business

24.11 The Chair/Commodore or his nominee shall adjourn the meeting if necessary.

24.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/Commodore of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/Commodore may with the consent of the General Meeting adjourn the same from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **25. Motions at Club Meetings**

25.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular General Meeting, by giving written notice to the Rear Commodore at least 28 days before the meeting. The Member may also provide information in support of the motion ("Member's Information"). The Management Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least 10 eligible Members;

- a) It must be voted on at the General Meeting chosen by the Member; and
- b) The rear Commodore must give the Member's Information to all Members at least 14 days before the General Meeting chosen by the Member; or
- c) If the rear Commodore fails to do this, the Member has the right to raise the motion at the following General Meeting.

25.2 The Management Committee may also put forward motions for the Club to vote on ("Committee Motions") which shall be similarly notified.

## **COMMON SEAL**

### **26. Common Seal**

- 26.1 The Management Committee shall provide a common seal of an appropriate design for the Club and shall include the words "Murrays Bay Sailing Club Inc."
- 26.2 The Management Committee may from time to time replace it with a new one.
- 26.3 The Common Seal shall remain in the custody of the Rear Commodore and shall be affixed only by resolution of the Management Committee and the affixing shall in all cases be attested by the Commodore and one other officer of the Management Committee.

## **ALTERING THE RULES**

### **27. Altering the Rules**

- 27.1 The Club may alter or replace these Rules at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 27.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 eligible Members and be given in writing to the Rear Commodore at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 27.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Rear Commodore shall give all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Management Committee has.
- 27.4 No addition to, or alteration of the aims, personal benefit clause or the winding up clause shall be made which may affect the tax exempt status of the Club. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 27.5 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Rear Commodore has filed the changes with the Registrar of Incorporated Societies.

### **28. By-laws to Govern the Club**

- 28.1 The Management Committee may from time to time make, alter or rescind by-laws for the general management of the club, so long as these are not repugnant to these rules or to the provisions of law. All such by-laws shall be binding on Members of the Club.
- 28.2 A copy of the by-laws for the time being, shall be recorded on the Club web-site page allocated for that purpose.

## **WINDING UP**

### **29. Winding Up**

- 29.1 The Club may be voluntarily wound up provided that all liabilities of the Club have been duly discharged if a resolution to such effect has been passed by the majority of Members present at a General Meeting convened for that purpose, provided that a second Special General Meeting is held at least 30 days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up the Club.
- 29.2 If upon winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed

among the Members of the organisation but shall be given or transferred to another non-profit amateur sports club:

- a) Devoted to the encouragement of amateur sailing, or aquatics generally as may be directed by Yachting New Zealand or its successors; and
- b) That has similar objects or purposes to the Club, and that also has an income tax exemption or for some other charitable purpose, within New Zealand.

## DEFINITIONS

### 30. Definitions and Miscellaneous Matters

30.1 In these rules:

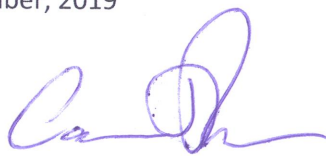
- a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting,
- b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club,
- c) "General Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Management, Sailing or any other Club committee meeting,
- d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose or, or in any other way deal with, Money or Other Assets,
- e) "Written Notice" means communication by post, electronic means (including email and web-site posting), or advertisement in periodicals, or a combination of these methods,
- f) It is assumed that:
  - i. Where a masculine is used, the feminine is included,
  - ii. Where a singular is used, plural forms of the noun are also inferred,
  - iii. Headings are a matter of reference and not part of the rules.
- g) Matters not covered by these rules shall be decided upon by the Management Committee.

These Rules rescind and replace all previous Constitutional Rules of the Club.

We the undersigned Members were present at the Annual General Meeting of the Murrays Bay Sailing Club held on 7<sup>th</sup> August, 2019 whereat the then existing Constitutional Rules were repealed and the paragraphs herein number 1 to 30 became the new Rules of the Murrays Bay Sailing Club Incorporated.

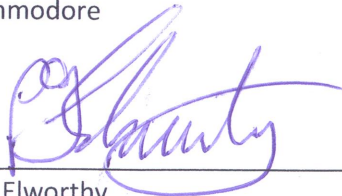
Dated 2<sup>nd</sup> September, 2019

Signed:



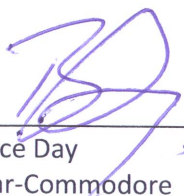
\_\_\_\_\_  
Cameron Dunn  
Commodore

Signed:



\_\_\_\_\_  
Phil Elworthy  
Vice-Commodore

Signed:



\_\_\_\_\_  
Bryce Day  
Rear-Commodore