CONSTITUTION

of

MURRAYS BAY SAILING CLUB INCORPORATED

MURRAYS BAY SAILING CLUB

— EST. 1958 —

CONTENTS

1. INCORPORATED SOCIETY 3
2. DEFINITIONS AND INTERPRETATION 3
3. AMENDMENT 5
4. TRANSITION 6
5. PURPOSE, CAPACITY, AND POWERS 6
6. INDEMNITY AND INSURANCE 7
7. DISSOLUTION, LIQUIDATION AND REMOVAL FROM REGISTER 7
8. MEMBERSHIP 8
9. MEMBERSHIP RIGHTS AND BENEFITS 10
10. COMMITTEE AND SUBCOMMITTEES 11
11. OFFICERS 12
12. COMMITTEE MEETINGS 15
13. SUBCOMMITTEE MEETINGS 16
14. ANNUAL GENERAL MEETINGS 17
15. SPECIAL GENERAL MEETINGS 19
16. FINANCES AND ASSET PROTECTION 21
17. DISPUTE RESOLUTION 21
18. MEMBERS' ACCESS TO INFORMATION 24

1. INCORPORATED SOCIETY

1.1 Murrays Bay Sailing Club Incorporated ("MBSC") is an incorporated society, incorporated under the Incorporated Societies Act 2022 ("the Act").

1.2 The registered office of MBSC shall be at such place in New Zealand as the Committee from time to time determines. Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

a. At least five (5) working days before the change of address for the registered office is due to take effect, and

b. In a form and as required by the Act.

1.3 This constitution ("Constitution") is made pursuant to and complies with the requirements of the Act. Nothing in this Constitution authorises MBSC to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

1.4 This Constitution shall come into effect and the Murrays Bay Sailing Club Rules (the "Former Rules") which came into effect on 7 August 2019 shall be repealed on 31 March 2026.

1.5 MBSC shall have three (3) Officers who have been determined by the Committee to be a Contact Person for MBSC for the Registrar of Incorporated Societies.

1.6 Where necessary, the Committee shall have up to 20 days to appoint a new Contact Person and to notify the Registrar of Incorporated Societies of a change in Contact Person and provide their contact details.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

"Annual General Meeting" means a meeting of Members held once per year which, among other things, will receive and consider reports on MBSC's activities and finances.

"Appropriate Membership Fee" means the fee determined by the Committee and levied or waived as the case may be in accordance with the Regulations.

"Balance Date" means 31 May in any given year.

"Chair" means the Officer responsible for chairing Annual General Meetings and Special General Meetings.

"Committee" means MBSC's governing body.

"Complaint" means the starting by a Member or Officer of a procedure for resolving a Dispute or the starting by the Committee of a procedure for resolving a Dispute. For completeness, it also means a procedure under the Regulations initiated by the Committee against a Member (including an Officer) where misconduct or serious misconduct is alleged.

"Contact Person" means any of three (3) Officers determined by the Committee to be a contact person for MBSC for the Registrar of Incorporated Societies.

"Deputy Chair" means the Officer elected or appointed to deputise in the absence of the Chair.

"Dispute" means a disagreement or conflict if it is between:

- Two (2) or more Members; or
- One (1) or more Members and MBSC; or
- One (1) or more Members and one (1) or more Officers; or
- Two (2) or more Officers; or
- One (1) or more Officers and MBSC; or
- One (1) or more Members or Officers and MBSC;

and the disagreement or conflict relates to an allegation that:

- A Member or Officer has engaged in misconduct; or
- A Member or Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
- MBSC has breached, or is likely to breach, a duty under this Constitution or the Act; or
- A Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

"Interested Officer" means an Officer who is interested in a matter, including and not limited to, for any of the reasons set out in section 62 of the Act.

"Interests Register" means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

"Member" means a person who has obtained either Junior, Family, Senior, Special or Life Membership of MBSC in accordance with this Constitution.

"Notice" includes any notice given by email, post, or courier to Members.

"Officer" means a natural person who is a member of the Committee who has been elected or appointed to the position of Officer.

"Register of Members" means the register of Members kept under this Constitution as required by section 79 of the Act.

"Regulations" means any Regulations of MBSC made by the Committee under 5.4.

"Special General Meeting" means a meeting of Members called for a specific purpose or purposes and that is not an Annual General Meeting.

"Subcommittee" means a subcommittee appointed by the Committee under 10 which is subordinate to and directed by the Committee.

"Working Day" means a day of a week other than a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day; and a day in the period commencing with 25 December in a year and ending with 2 January in the following year; and if 1 January falls on a Friday, the following Monday; and if 1 January falls on a Saturday or a Sunday, the following Monday and Tuesday; and if Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday.

2.2 Unless the context otherwise requires:

a. Words referring to the singular include the plural and vice versa.

b. Rule headings are for reference only.

c. Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

d. A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

e. All periods of time or notice exclude the days on which they are given; and

f. A reference to a day is any calendar day.

2.3 Unless otherwise expressly stated, a requirement for any document to be written and signed does not exclude electronic documents and signatures.

3. AMENDMENT

3.1 Every amendment to this Constitution, including minor or technical amendments, shall be in writing.

3.2 Any amendment to this Constitution which, in the discretion of the Committee, be of minor effect, to correct an error or make similar technical alteration, may be made without the approval of the Members provided that the Committee has provided every Member with written notice of the text of the amendment and the right of the Member to object to the amendment within 20 Working Days after the date on which the notice is sent has passed.

3.3 Any proposed amendment to this Constitution which would have more than a minor effect or correct an error or make similar technical alterations shall only be made when

at least three quarters of the Members present who are eligible to vote so resolve at a Special General Meeting or an Annual General Meeting.

3.4 No motion to amend or replace any part or the whole of this Constitution which has been duly considered by the Committee during the same financial year shall be advanced unless by consent of the Committee.

3.5 No addition to, deletion from, or otherwise amendment of this Constitution may be made which would allow personal pecuniary profits to any individuals.

4. TRANSITION

4.1 Every person who was a member of the MBSC Management Committee under the Former Rules at the date of this Constitution coming into effect shall be, subject to each person's consent to be an officer and certification that they are not disqualified from being elected or appointed or otherwise holding office as an officer of MBSC, an Officer of MBSC.

4.2 Whereas a consequence of amendment or replacement of part or whole of this Constitution any provision is inconsistent with the provision of any previous rules or constitution, the provision in this Constitution shall apply.

5. PURPOSE, CAPACITY, AND POWERS

5.1 The purposes of MBSC are to:

a. Encourage and generate participation in recreational and competitive sailing through membership for Members and opportunities for engagement for non-Members; and

b. Acquire or dispose of, mortgage, lease, charge or otherwise deal with any real or personal property for the benefit of MBSC; and

c. Engage in such other activities as the Committee deems necessary, convenient or incidental to the foregoing and to engage in any other lawful acts or activities consistent with the foregoing.

5.2 MBSC 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.

5.3 MBSC shall not be carried on for the financial gain of any of its Members, whether a Member is an Officer or not. For the avoidance of doubt, this does not prevent Members being employed by or contracted to MBSC.

5.4 The Committee may make and amend Regulations for the conduct and control of MBSC and its Members. Regulations shall be consistent with MBSC's purpose, capacity, and powers, the Act and any other applicable laws. All Regulations are binding on MBSC, its

Officers, and its Members. The making, amendment, revocation, or replacement of a Regulation shall not be an amendment of this Constitution.

6. INDEMNITY AND INSURANCE

6.1 MBSC may indemnify its current and former Officers (and employees) as permitted by section 96 of the Act.

6.2 MBSC may effect insurance for its current and former Officers (and employees) as permitted by section 97 of the Act.

6.3 MBSC is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

a. Liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

b. Costs incurred by the Officer for any claim or proceeding relating to that liability.

7. DISSOLUTION, LIQUIDATION AND REMOVAL FROM REGISTER

7.1 MBSC may be dissolved at any time after the payment of all costs, debts, and liabilities upon completion of the following:

a. Notice of the motion to dissolve and the Special General Meeting at which the motion shall be voted upon is given to all Members at least 20 Working Days prior and details the time and date of the Special General Meeting, the relevant reasons and information about the motion to dissolve, the text of the motion to be put forward for voting at the Special General Meeting, and the method by which the motion shall be voted upon; and

b. The Committee has considered the not-for-profit entity or entities to which it is proposed that the surplus assets will be distributed in accordance with the resolution to dissolve MBSC and in so doing has had regard to the purposes of MBSC; and

c. At least three quarters of the Members present at the meeting who are entitled to vote at a Special General Meeting resolve to dissolve MBSC.

7.2 Immediately following dissolution of MBSC the Committee shall request the removal of MBSC from the Register of Incorporated Societies.

7.3 MBSC may be put into liquidation at any time upon completion of the following:

a. Notice of the motion to appoint a liquidator and proceed to liquidate MBSC and the Special General Meeting at which the motion shall be voted upon is given to all Members at least 20 Working Days prior and details the time and date of the

Special General Meeting, the relevant reasons and information about the motion to appoint a liquidator and proceed to liquidation, the text of the motion to be put forward for voting at the Special General Meeting, and the method by which the motion shall be voted upon; and

b. The Committee has considered the not-for-profit entity or entities to which it is proposed that the surplus assets will be distributed in accordance with the resolution to appoint a liquidator and liquidate MBSC and in so doing has had regard to the purposes of MBSC; and

c. At least three quarters of the Members present at the meeting who are entitled to vote at a Special General Meeting resolve to appoint a liquidator and proceed to liquidate MBSC.

8. MEMBERSHIP

8.1 Membership of MBSC shall be by application to and at the sole discretion of the Committee in accordance with the Regulations.

8.2 Where the Committee declines an application, the Committee shall advise in writing the applicant of its decision.

8.3 Membership of MBSC shall be either:

a. Junior Membership, the Member being a person under the age of 19 years on 31 December of the relevant year who intends to sail at and represent MBSC and for whom a membership fee for the prescribed period of membership has been paid; or

b. Family Membership, the Member being the parent or guardian or main caregiver of a person who has Junior Membership; or

c. Senior Membership, the Member being a person over the age of 19 years on 31 December of the relevant year who intends to sail at and represent MBSC and for whom a membership fee for the prescribed period of membership has been paid; or

d. Special Membership, the Member being a person of any age who either intends to sail at and represent MBSC and for whom a membership fee for the prescribed period of membership has been paid or waived by the Committee or has been invited by the Committee to remain a Member in order to fulfil an Officer role under 11.4; or

e. Life Membership.

8.4 For the avoidance of doubt:

a. Junior Membership and Senior Membership are memberships obtained after the membership steps outlined at 8.5 are completed; and

b. Family Membership is dependent on Junior Membership; and

c. Special Membership is only by the invitation of the Committee; and

d. Life Membership is ongoing from the date of the relevant membership being bestowed and shall not be associated with any membership fee.

8.5 Except Special and Life Membership, a person becomes a Member of MBSC when:

a. That person (or another person acting on that person's express or implied authority) applies in writing to MBSC's Committee to become a Member of MBSC; and

b. MBSC's Committee is satisfied after due diligence that there are no good reasons why that person should not be a Member of MBSC after taking into account the factors set out in the Regulations; and

c. MBSC's Committee responds in writing to that person (or another person acting on that person's express or implied authority) welcoming that person as a Member of MBSC; and

d. That person pays the Appropriate Membership Fee by the appointed date for the prescribed period of membership.

8.6 For the avoidance of doubt, every applicant for membership must consent in writing to becoming a Member and sign to confirm, however, in the case of Junior Membership, consent shall be presumed when another person acting on that person's express or implied authority consents in writing.

8.7 Every signed written consent for application for membership to become a Member shall be retained by MBSC. For the avoidance of doubt, this includes applications for membership which are declined.

8.8 A Member's membership may be suspended by the Committee where the Committee believes on reasonable grounds that the Member's conduct in a matter may amount to misconduct or serious misconduct under the Regulations or the Member has been named in relation to a Dispute in relation to which a complaint process has been initiated in accordance with this Constitution and the Committee believes on reasonable grounds that the circumstances of the dispute warrant the Member's membership be suspended.

8.9 A Member ceases to be a Member of MBSC when that Member:

a. Has failed to pay their membership fee by the appointed date for the prescribed period of membership with the effect that their membership has expired; or

b. Advises (or another person acting on that person's express or implied authority advises) MBSC in writing that they wish to cease to be a Member of MBSC; or

c. Is a Family Member whose membership is dependent on Junior Membership and the Junior Member ceases to be a Member; or

d. Has their membership terminated by the Committee for one or more of the reasons set out in the Regulations and pursuant to 17; or

e. Is prosecuted for criminal offending which in the reasonable opinion of the Committee renders the Member unsuitable for membership; or

f. Is sentenced to serve a custodial sentence (including any period or type of detention) of six months or more; or

g. That Member dies.

8.10 The Membership Manager shall keep a register of Members which records:

a. The last known contact details of every current Member and the date the person became a Member; and

b. The name of every former Member being a person who was a Member within the last seven (7) years and the date the person ceased to be a Member.

8.11 Every Member shall:

a. Promptly advise MBSC in writing of any changes to the Member's name and contact details; and

b. Conduct themselves in accordance with MBSC's Regulations; and

c. Do nothing to bring MBSC into disrepute; and

d. Be entitled to exercise the rights and benefits of membership set out in this Constitution.

9. MEMBERSHIP RIGHTS AND BENEFITS

9.1 A Junior Member shall be entitled to:

a. Use MBSC facilities, receive MBSC coaching, and participate in MBSC activities; and

b. Represent MBSC in New Zealand and overseas; and

c. Participate in the management of MBSC through its Subcommittees.

9.2 A Senior Member shall be entitled to:

a. Use MBSC facilities, receive MBSC coaching, and participate in MBSC activities; and

b. Represent MBSC in New Zealand and overseas; and

c. Vote at Annual General Meetings and Special General Meetings; and

d. Be appointed or elected as an Officer; and

e. Participate in the management of MBSC through its Subcommittees.

9.3 A Family Member shall be entitled to:

a. Use MBSC facilities and participate in MBSC activities; and

b. Vote at Annual General Meetings and Special General Meetings (restricted to one vote per Family Member per family of one (1) or more Junior Members from the same family); and

c. Be appointed or elected as an Officer; and

d. Participate in the management of MBSC through its Subcommittees.

9.4 A Special Member shall be entitled to:

a. Use MBSC facilities and participate in MBSC activities;

b. Represent MBSC in New Zealand and overseas; and

c. Participate in the management of MBSC through its Subcommittees; and

d. Where 11.4 applies, vote at Annual General Meetings and Special General Meetings in their capacity as an Officer.

9.5 A Life Member shall be entitled to:

a. Use MBSC facilities and participate in MBSC activities; and

b. Vote at Annual General Meetings and Special General Meetings; and

c. Be appointed or elected as an Officer; and

d. Participate in the management of MBSC through its Subcommittees.

10. COMMITTEE AND SUBCOMMITTEES

10.1 The operation and affairs of MBSC shall be managed and directed by the Committee.

10.2 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of MBSC in accordance with the Act and this Constitution.

10.3 The Committee shall be made up of no less than five (5) but not more than 10 Officers of MBSC including but not limited to:

a. the Commodore; and

b. the Vice Commodore; and

c. the Rear Commodore; and

d. the Membership Manager; and

e. one other Officer.

10.4 The scope and responsibilities of Officer roles detailed in 10.3 shall be described in the Regulations.

10.5 The Committee may at its sole discretion appoint a Life Member as a non-Officer Patron of MBSC with the scope and duration of this role to be determined by the Committee. For the avoidance of doubt, MBSC may have more than one Patron.

10.6 The Committee may at its sole discretion appoint a Life Member as a non-Officer President or Vice President of MBSC with the scope and duration of this role to be determined by the Committee.

10.7 The Committee may appoint Subcommittees from time to time and may define, limit, extend, terminate or vary the powers or duties of any Subcommittee at any time.

10.8 Each Subcommittee shall have at least two (2) Officers.

10.9 The Committee shall keep and maintain the Interests Register.

11. OFFICERS

11.1 Every Member may be elected or appointed as an Officer so long as that Member:

a. Is not disqualified by the Act; or

b. Is not employed by or contracted to MBSC; or

c. Has not been an Officer pursuant to this Constitution or the Former Rules and ceased to be an Officer pursuant to 17 or the Act; and

d. Has consented in writing to be an Officer; and

e. Has certified that they are not disqualified from being an Officer.

11.2 An Officer may hold up to two (2) of the Officer roles set out in the Regulations.

11.3 In any voting, an Officer votes as an Officer only and does not have an additional vote as a Member.

11.4 At the sole discretion of the Committee having consideration for the best interests of MBSC, where an Officer ceases to be a Family Member pursuant to 8.9 c., that person shall be entitled to remain an Officer as a Special Member for up to two (2) years beyond the point of their Family Membership ceasing.

11.5 The maximum term as an Officer in any one Officer role shall be three (3) years unless otherwise determined by the Committee.

11.6 Officers shall be elected annually.

11.7 The election of a Member to Officer shall occur at Annual General Meetings and Special General Meetings.

11.8 Notwithstanding 11.6, the Committee may appoint a Member to Officer at any time to ensure the Committee has sufficient Officers and where the Committee considers the appointment to be in the best interests of MBSC.

11.9 The election (where 11.8 applied) or re-election of an Officer for any second or third year as an Officer shall occur at Annual General Meetings and Special General Meetings as necessary.

11.10 An Officer must:

a. Act in good faith and in what the Officer believes to be in the best interests of MBSC when exercising powers or performing duties as an Officer; and

b. Must exercise a power as an Officer for a proper purpose; and

c. Must not act, or agree to MBSC acting, in a manner that contravenes the Act or this Constitution; and

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 MBSC as an organisation; and
- The nature of the decision; and
- The position of the Officer and the nature of the responsibilities undertaken by them; and

e. Not:

- Agree to the activities of MBSC being carried on in a manner likely to create a substantial risk of serious loss to MBSC's creditors; or
- Cause or allow the activities of MBSC to be carried on in a manner likely to create a substantial risk of serious loss to MBSC's creditors; and

f. Not agree to MBSC incurring an obligation unless the Officer believes at that time on reasonable grounds that MBSC will be able to perform the obligation when it is required to do so; and

g. If the Officer acts in good faith and makes proper inquiry where the need for inquiry is indicated by the circumstances and has not knowledge that the reliance is unwarranted, 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:

- An employee of MBSC whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned; or
- 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
- Any other Officer or Subcommittee of Officers upon which the Officer did not serve in relation to matters within the Officer's or Subcommittee's designated authority.

11.11 An Officer who is an Interested Officer 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 and in the Interests Register as soon as practicable after the Officer becomes aware that they are an Interested Officer.

11.12 An Officer who is an Interested Officer shall not vote or take part in a decision of the Committee or vote or take part in a decision of the membership at an Annual General Meeting or Special General Meeting but in all instances may, unless the Committee decides otherwise, attend the Annual General Meeting or Special General Meeting and take part in the discussion of the matter.

11.13 A person ceases to be an Officer when that person:

a. Gives written and signed notice to the Committee of their resignation which becomes effective on the date of receipt by the Committee or the date agreed between the Officer and the Committee; or

b. Is removed from office as an Officer pursuant to 17 or the Act; or

c. Becomes disqualified from being an Officer under the Act; or

d. 11.5 applies; or

e. 11.9 applies and the person is not elected or re-elected as the case may be.

11.14 For the avoidance of doubt, a person who holds two (2) Officer roles pursuant to 11.2 shall cease to hold both roles where a 11.10 applies.

11.15 A person who is removed from office as an Officer pursuant to 17 or the Act does not cease to be a Member unless 8.9 applies.

11.16 The acts of a person as an Officer are valid even though the election or appointment of that person to Officer was defective or the person was disqualified by the Act.

11.17 Except as provided for by law, a person who ceases to be an Officer for any reason (except death) remains liable under the Act for acts and omissions and decision made while that person was an Officer.

12. COMMITTEE MEETINGS

12.1 The Committee shall meet, in person or as technology allows, at minimum once a month.

12.2 The Committee and its meetings shall be chaired by the Commodore unless the Commodore is unable to be present when the Committee and its meetings shall be chaired by the Vice Commodore.

12.3 Notice of Committee meetings shall not be required however an agenda shall be created and circulated at least 24 hours before meetings. The agenda shall detail the matters to be discussed and the decisions to be made at meetings The agenda shall form part of the meeting notes under 12.11 and shall be subject to the same access limits in 12.12.

12.4 The Commodore, Vice Commodore, or Rear Commodore may require a meeting of the Committee at any time at the request of two (2) or more Officers.

12.5 Members may attend Committee meetings and the discussions of the Committee shall be open to Members except where the Chair determines that the meeting should be closed to Members because, having regard to the privacy of any person, commercial sensitivity, or any other reason held on reasonable grounds, the nature of the discussion or the nature of the matters to be discussed warrants the exclusion of Members. In matters of closure and exclusion, the Chair's decision shall be final.

12.6 Members who attend Committee meetings may participate in the discussions of the Committee where and when permitted by the Chair. In matters of participation, the Chair's decision shall be final.

12.7 A quorum shall be four (4) Officers, one of whom must be the Commodore or Vice Commodore.

12.8 Where a Committee meeting is required but a quorum is not established within 30 minutes of the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall be rescheduled.

12.9 Subject to establishment of a quorum, except where 11.12 applies, every Officer role represented at a Committee meeting shall be entitled to vote on any motion. For the

avoidance of doubt, a person who holds two (2) Officer roles pursuant to 11.2 shall have only one (1) vote on any motion.

12.10 All decisions of the Committee shall be by majority vote. Where the voting is tied, the Commodore shall have a second and casting vote. Where the Commodore is not present or is an Interested Officer, the Vice Commodore shall have a second and casting vote.

12.11 Meeting notes shall be made of all meetings of the Committee and shall be retained by MBSC for a minimum of seven (7) years.

12.12 Members shall be entitled to access the meeting notes of the Committee by application in writing to the Commodore or Vice Commodore. The Committee shall be entitled to redact from meeting notes any information the Committee reasonably believes should be redacted to protect the privacy of any person, or because the information is commercially sensitive or because the Committee believes for any reason held on reasonable grounds that it is in the best interests of MBSC to redact the information.

13. SUBCOMMITTEE MEETINGS

13.1 Subcommittees shall, in accordance with 10.7, assist the Committee to manage the operation and affairs of MBSC. These Subcommittees shall operate in accordance with the Regulations and may make non-binding recommendations on matters to the Committee which shall make decisions (after voting) on these matters as determined by the Committee.

13.2 There shall be a minimum of two (2) Officers on each Subcommittee in accordance with the Regulations.

13.3 Each Subcommittee shall determine its own procedures, however:

a. Notice of Subcommittee meetings shall not be required but the Members shall be advised of all forthcoming meetings.

b. Members may attend Subcommittee meetings and the discussions of the Subcommittee shall be open to Members except where the Chair determines that the meeting should be closed to Members because, having regard to the privacy of any person, commercial sensitivity, or any other reason held on reasonable grounds, the nature of the discussion or the nature of the matters to be discussed warrants the exclusion of Members. In matters of closure and exclusion, the Chair's decision shall be final.

c. Members who attend Subcommittee meetings may participate in the discussions of the Subcommittee where and when permitted by the Chair. In matters of participation, the Chair's decision shall be final.

d. The foundations of all recommendations of a Subcommittee to the Committee with all relevant information shall be recorded in the meeting notes of the Subcommittee.

e. Meeting notes shall be made of all meetings of the Subcommittee and shall be retained by MBSC for a minimum of seven (7) years.

f. Members shall be entitled to access the meeting notes of Subcommittees by application in writing to the Commodore or Vice Commodore. The Committee shall be entitled to redact from meeting notes any information the Committee reasonably believes should be redacted to protect the privacy of any person, or because the information is commercially sensitive or because the Committee believes for any reason held on reasonable grounds that it is in the best interests of MBSC to redact the information.

14. ANNUAL GENERAL MEETINGS

14.1 An Annual General Meeting must be held once a year within six (6) months of the Balance Date and within 15 months of the immediately preceding Annual General Meeting whether an Annual General Meeting under this Constitution or a similar meeting under the Former Rules.

14.2 Annual General Meetings may be held in person or as technology allows and as dictated by the Committee.

14.3 Notice of Annual General Meetings shall be in writing to all Members entitled to vote and no less than 28 days prior to the Annual General Meeting. The notice shall specify:

a. Where the meeting is to be held; and/or

b. How the meeting may be attended; and

c. The date and time of the meeting; and

d. Who is entitled to attend the meeting; and

e. Who is entitled to vote at the meeting; and

f. How voting shall be conducted at the meeting; and

g. The agenda of the Annual General Meeting; and

h. The method by which and the timeframe in which Members may raise matters that they wish to have discussed and voted (if applicable) upon at the meeting.

14.4 The agenda of the Annual General Meeting shall specify each matter to be voted on at the meeting and shall provide sufficient information in or with the agenda to enable the Members entitled to vote at the meeting to vote.

14.5 The agenda of the Annual General Meeting shall detail the forthcoming elections of an Officer or re-election of an Officer.

14.6 An irregularity in the manner of calling an Annual General Meeting is waived if all the Members entitled to attend the meeting attend the meeting without protest as to the irregularity or if all such Members agree to the waiver.

14.7 An accidental omission to give notice of an Annual General Meeting to a Member, or a failure to receive notice of an Annual General Meeting, does not invalidate the proceedings at that Annual General Meeting.

14.8 A quorum shall be four (4) Officers including the Commodore or Vice Commodore, Rear Commodore, Membership Manager, and one other Officer, and at least 10 Members entitled to vote.

14.9 Where a quorum is not established at Annual General Meeting, the meeting shall be rescheduled to occur within one (1) month to allow notice of the rescheduled meeting.

14.10 Annual General Meetings shall be chaired by the Commodore unless the Commodore is unable to be present when Annual General Meetings shall be chaired by the Vice Commodore.

14.11 At each Annual General Meeting the Committee shall present:

a. An annual report on the operations and affairs of MBSC during the most recently completed accounting period; and

b. The financial statements of MBSC for that period; and

c. Notice of all disclosures of interest made to the Committee under 11.11 during that period and the matters to which those disclosures relate; and

d. Information required under the Regulations to be presented.

14.12 At each Annual General Meeting the Committee may present any other information deemed appropriate by the Committee.

14.13 In all ordinary circumstances, the method of voting at an Annual General Meeting shall be by a show of hands.

14.14 Subject to establishment of a quorum, except where 11.12 applies, every Officer at the Annual General Meeting shall be entitled to vote on any motion. For the avoidance of doubt, a person who holds two (2) Officer roles pursuant to 11.2 shall have only one (1) vote on any motion.

14.15 All decisions at an Annual General Meeting shall be by majority vote. Where the voting is tied, the Commodore shall have a second and casting vote. Where the Commodore

is not present or is an Interested Officer, the Vice Commodore shall have a second and casting vote.

14.16 Meeting notes shall be made of all Annual General Meetings and shall be retained by MBSC for a minimum of seven (7) years.

14.17 The meeting notes of an Annual General Meeting shall be available online without limitation of access within two (2) weeks of the meeting.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings may be held at any time at the behest of the Committee.

15.2 Special General Meetings shall be held upon receipt of a written request to any Officer for a Special General Meeting signed by a minimum of 10 Members entitled to vote. Where such written request is received, the Special General Meeting shall be notified to the Members entitled to vote to take place within six (6) weeks of the request.

15.3 Special General Meetings may be held in person or as technology allows and as dictated by the Committee.

15.4 Notice of Special General Meetings shall be in writing to all Members entitled to vote and no less than 28 days prior to the Special General Meeting. The notice shall specify:

a. The reason(s) for the Special General Meeting; and

b. Who, if not the Committee, has requested that a Special General Meeting be held; and

c. Where the meeting is to be held; and/or

d. How the meeting may be attended; and

e. The date and time of the meeting; and

f. Who is entitled to attend the meeting; and

g. Who is entitled to vote at the meeting; and

h. How voting shall be conducted at the meeting; and

i. The agenda of the Special General Meeting; and

j. The method by which and the timeframe in which Members may raise matters that they wish to have discussed and voted (if applicable) upon at the meeting.

15.5 The agenda of the Special General Meeting shall specify each matter to be voted on at the meeting and shall provide sufficient information in or with the agenda to enable the Members entitled to vote at the meeting to vote.

15.6 The agenda of the Special General Meeting, if applicable, shall detail the forthcoming elections of an Officer or re-election of an Officer.

15.7 An irregularity in the manner of calling a Special General Meeting is waived if all the Members entitled to attend the meeting attend the meeting without protest as to the irregularity or if all such Members agree to the waiver.

15.8 An accidental omission to give notice of a Special General Meeting to a Member, or a failure to receive notice of a Special General Meeting, does not invalidate the proceedings at that Special General Meeting.

15.9 A quorum shall be four (4) Officers including the Commodore or Vice Commodore, Rear Commodore, Membership Manager, and one other Officer, and at least 10 Members entitled to vote.

15.10 Where a quorum is not established a Special General Meeting, the meeting shall be rescheduled to occur within one month to allow notice of the rescheduled meeting.

15.11 Special General Meetings shall be chaired by the Commodore unless the Commodore is unable to be present when Special General Meetings shall be chaired by the Vice Commodore.

15.12 At each Special General Meeting the Committee shall present:

a. The reason(s) for the Special General Meeting; and

b. Who, if not the Committee, has requested that a Special General Meeting be held; and

c. All information relevant to the reason(s) for the Special General Meeting and the matters to be voted on; and

d. Any other information deemed appropriate by the Committee or any Officer.

15.13 In all ordinary circumstances, the method of voting at a Special General Meeting shall be by a show of hands.

15.14 Subject to establishment of a quorum, except where 11.12 applies, every Officer at the Special General Meeting shall be entitled to vote on any motion. For the avoidance of doubt, a person who holds two (2) Officer roles pursuant to 11.2 shall have only one (1) vote on any motion.

15.15 All decisions at a Special General Meeting shall be by majority vote. Where the voting is tied, the Commodore shall have a second and casting vote. Where the Commodore is not present or is an Interested Officer, the Vice Commodore shall have a second and casting vote.

15.16 Meeting notes shall be made of all Special General Meetings and shall be retained by MBSC for a minimum of seven (7) years.

15.17 The meeting notes of a Special General Meeting shall be available online without limitation of access within two (2) weeks of the meeting.

16. FINANCES AND ASSET PROTECTION

16.1 The assets of MBSC shall be devoted solely to the promotion of the purposes of MBSC and otherwise invested and disposed of by the Committee subject to this Constitution and the Regulations.

16.2 The Committee, and particularly the Finance Manager, shall ensure:

a. That there are at all times accounting records that comply with the Act and that such records are retained for the last seven (7) completed accounting periods of MBSC; and

b. Financial statements are completed, dated, and signed on behalf of MBSC by at least two (2) Officers; and

c. Within six (6) months after the Balance Date, copies of the financial statements for the period ending on that date are given to the Registrar of Incorporated Societies for registration; and

d. That the financial statements are prepared in accordance with general accounting practice and must contain, at minimum:

- The income and expenditure or receipts and payments of MBSC during the accounting period; and
- The assets and liabilities of MBSC at the close of the accounting period; and
- All mortgages, charges, and other security interests of any description affecting any of the assets of MSBC at the close of the accounting period; and
- Otherwise comply with the requirements of the Act; and

e. That MBSC files an annual return as required by and in accordance with the Act.

17. DISPUTE RESOLUTION

17.1 A Member or Officer may make a Complaint by giving the Committee a notice in writing that:

a. States that the Member or Officer is starting a procedure for resolving a Dispute in accordance with this Constitution; and

b. Sets out the allegation or allegations to which the Dispute relates and whom the allegation is or allegations are against; and

c. Sets out any other information reasonably required to understand the nature and extent of the Complaint.

17.2 The Committee 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 Committee is starting a procedure for resolving a dispute in accordance with this Constitution; and

b. Sets out the allegation or allegations to which the Dispute relates.

17.3 The information given under 17.1 b. and 17.2 b. must be sufficient 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.

17.4 A Complaint must also comply with the Regulations.

17.5 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. The Member or Officer who makes a Complaint shall be referred to as the "Complainant".

17.6 Where the Committee makes a Complaint, the Committee has a right to be heard before the Complaint is resolved or any outcome is determined and an Officer of the Committee who is not interested in the matter (including where section 62 of the Act does not apply) may exercise that right on behalf of MBSC. Where MBSC makes a Complaint, MBSC shall be referred to as the "Complainant".

17.7 Without limiting the manner in which a Complainant may be given the right to be heard, the Complainant shall be taken to have been given the right if:

a. They have had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

b. If 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 Complainant's written statement or submissions (if any) are considered by the decision maker.

17.8 A Member or Officer who is the subject of a Complaint has the right to be heard before the Complaint is resolved or any outcome is determined. The Member or Officer who is the subject of a Complaint shall be referred to as the "Respondent".

17.9 Where MBSC is the subject of a Complaint, the Committee has the right to be heard before the Complaint is resolved or any outcome is determined and an Officer of the Committee who is not interested in the matter (including where section 62 of the Act

does not apply) may exercise that right on behalf of MBSC. Where MBSC is the subject of a Complaint, MSBC shall be referred to as the "Respondent".

17.10 Without limiting the manner in which a Respondent may be given the right to be heard, they shall be taken to have been given the right if:

a. They have been fairly advised of all allegations, with sufficient details and time given to enable to prepare a response; and

b. They have had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

c. If 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

d. The Respondent's written statement or submissions (if any) are considered by the decision maker.

17.11 As soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, MBSC shall ensure that the Dispute is investigated and determined.

17.12 Disputes must be dealt with in a fair, efficient, and effective manner.

17.13 On receipt of a Complaint, despite 17.12, MBSC may decide not to proceed further with Complaint if:

a. The Complaint is trivial; or

b. The Complaint does not appear to disclose or involve any allegation of the following kind:

- That a Member or an Officer has engaged in material misconduct; or
- That a Member, an Officer, or MBSC, has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
- That a Member's rights or interests or Members' rights or interests generally have been materially damaged; or

c. The Complaint appears to be without foundation or there is no apparent evidence to support it; or

d. The person who made 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.

17.14 The Committee may refer a Complaint to an external person to investigate and report to the Committee. Notwithstanding, in no instance shall the Committee devolve decision-making and, in all instances, where a Complaint is referred to an external person to investigate or report, the Committee shall not devolve its rights or obligations under 17.6 and 17.9 as the case may be.

17.15 The Committee with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution forum in accordance with the Regulations.

17.16 An Officer, in their capacity as a member of the Committee or any other capacity, may not act as a decision maker in relation to a Complaint if two (2) or more other Officers 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.

17.17 The decisions of the Committee in respect of any Complaint or other matter related to the conduct of a Member or Officer under the Regulations shall be, except as provided for by law or the Act, final.

18. MEMBERS' ACCESS TO INFORMATION

18.1 In addition to Members' access to information provided for in 12 and 13, a Member may at any time make a written request to the Committee for information held by MBSC.

18.2 The written request ("Information Request") must specify the information sought in sufficient detail to enable it to be identified.

18.3 On receipt of an Information Request, the Committee must within a reasonable time either:

a. Provide the information set out in the Information Request; or

b. Agree to provide the information set out in the Information Request if the Member pays a reasonable charge (which must be specified and explained) to meet the cost of providing the information; or

c. refuse to provide the information set out in the Information Request, specifying the reasons for the refusal.

18.4 The Committee may may refuse to provide the information set out in the Information Request if:

a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or

b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the society or of any of its members; or

c. the disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or

d. the information is not relevant to the operation or affairs of MBSC; or

e. the request for the information is frivolous or vexatious.

18.5 The Committee may refuse to provide the information set out in the Information Request for any other reason set out in this Constitution.

18.6 Where the Committee specifies and notifies the Member of a charge to meet the cost of providing the information set out in an Information Request the Member may withdraw the Information Request.

18.7 Where 18.6 applies, and within 10 Working Days of receipt of notice of the charge the Member advises the Committee that they consider the charge to be unreasonable, the Committee may withdraw, amend, or affirm the charge but shall not be required to comply with the Information Request until the amended or affirmed charge has been paid.