

Pursuant to the Incorporated Societies Act 1908

**THE RULES OF
THE CLASSIC YACHT ASSOCIATION
OF NEW ZEALAND INCORPORATED**

1. NAME

The name of the Association is **THE CLASSIC YACHT ASSOCIATION OF NEW ZEALAND INCORPORATED** (“ the Association”)

2. PRINCIPAL OFFICE

The principal office of the Association shall be at such place as may from time to time be determined by the Executive Committee.

3. DEFINITIONS AND INTERPRETATION

In these Rules, unless the context otherwise requires:

“**Chairperson**” means the chairperson of the Association elected in accordance with clause 13.1.

“**Classic Yacht**” means New Zealand or foreign designed yachts, launches, dinghies, boats, vessels of all sizes, description, ages, whether powered by wind, steam, combustion or otherwise.

“**Club Captain – Launches**” means the person elected in accordance with Clause 13.1

“**Club Captain – Yachts**” means the person elected in accordance with Clause 13.1

“**Executive Committee**” means the committee referred to in Clause 13.2

“**Member**” means a person approved by the Executive Committee to be a member of the Association.

“**Officers**” means the Chairperson, the Vice Chairperson, the Club Captain – Yachts and the Club Captain – Launches.

“**Rules**” means the rules of the Association.

“**Secretary**” has the meaning as ascribed to it in Clauses 13.1 *et seq* and

“**Vice Chairperson**” means the person elected in accordance with Clause 13.1.

4. OBJECTS

The objects of the Association shall be:

- a) To promote and encourage the restoration, preservation, research, knowledge and ownership of Classic Yachts;
- b) To organise, promote and hold events of any and all descriptions for Classic Yachts or their owners, former owners, crews or former crews and families;
- c) To promote and increase public awareness of Classic Yachts and their history;
- d) To do anything necessary or desirable in the opinion of the Executive Committee to advance the interests of Classic Yachts, their owners, former owners, crews or former crews or members of the Association, and
- e) To do all such other things as are incidental or conducive to the attainment of the above objects powers of the Association.

5. MEMBERSHIP

Membership of the Association shall be open to any person approved by the Executive Committee in the following classes of membership;

- a) Ordinary members
- b) Overseas members
- c) Country members
- d) Life members
- e) Veteran members (added in 2003)
- f) Youth members (added in 2003)
- g) Corporate membership (added 2013)
- h) Crew members (added 2020)

Or in such additional classes as the Association shall in General Meeting from time to time decide. Members of all classes of membership shall have full voting rights except for youth members who do not have voting or burgee rights.

6. ELECTION OF MEMBERS

6.1

Any eligible person desiring to become a Member shall make application, in writing, to the Chairperson who shall circulate a copy of the application to each member of the Executive Committee.

6.2

The application shall be subject to a vote at the first meeting of the Executive Committee following the circulation of the application.

6.3

The majority of 75% or more of the members of the Executive Committee shall be necessary for the applicant to become a member.

7. TERMINATION OF MEMBERSHIP

Any member may resign from his or her membership by giving to the Association notice in writing to that effect and every such notice unless otherwise expressed shall take effect from the end of the financial year in which the notice of resignation is given nor shall the Member be entitled to any refund of any subscription of levy paid or payable to him or her prior to his or her resignation.

8. OFFENCES, SUSPENSION, EXPULSION

8.1

If a simple majority of Members, entitled to vote, consider that any member has breached the Rules or, having regard to the objects of the Association, consider that any Member is no longer suitable for membership of the Association, such Member shall be liable to be suspended to be asked to resign or, in default, to have his or her membership cancelled by notice in writing which shall be effective immediately, or to pay such sum as may be fixed by the Members as a penalty.

8.2

Before any of the sanctions set out in Clause 8.1 are imposed, such Member shall have the right to be heard in his or her defence at an extraordinary general meeting but shall not be entitled to be represented by legal counsel without the approval of the majority of Members at the meeting.

8.3

If the expelled Member wishes to appeal against the expulsion he may request the Chairperson to have the matter referred to arbitration by a singly arbitrator who shall be a barrister appointed by the President of the District Law Association within which the expelled Member resides. The Arbitration Act 1996 shall apply and costs in the matter shall be awarded by the arbitrator.

9. SUBSCRIPTION LEVY

9.1

Every Member shall for each year ended 30 June pay to the Association, by a date to be specified by the Executive Committee, an annual subscription of such amount as shall from time to time be fixed by the Executive Committee for each class of membership. Only upon payment of this subscription, which may vary as between persons, shall the person be entitled to the rights and privileges of a Member.

9.2

Notwithstanding Clause 9.1, any Member whose subscription, or any other money due to the Association, remains unpaid for the three months after the due date may be removed from the membership by the Executive Committee but shall still be liable to pay all arrears of such sums, subscriptions or other moneys.

10. ANNUAL GENERAL MEETINGS

10.1

The Association's financial year shall be from 1 July to 30 June and the Association shall hold an annual general meeting of the Association as soon as can be conveniently arranged in the following year, but in any case not more than six months after the end of the financial year.

10.2

The business of an annual general meeting shall be:

- a) To receive and consider the Executive Committee's report on the Association's affairs during the preceding year together with the annual statement of accounts and other reports of the Association;
- b) To elect the Officers and the other members of the Executive Committee;
- c) To consider, discuss and deal with any business included in the notice convening the annual general meeting or other business required by the Rules;
- d) Receive the reports of the Chairperson of the Association;
- e) Receive the statement of receipts and expenditure and other relevant financial statements including an annual balance sheet.

11. EXTRAORDINARY GENERAL MEETING

11.1

Extraordinary general meetings of the Association may be called at any time:

- a) By the Chairperson; or
- b) By three or more members of the Executive Committee; or
- c) Upon the written request of at least ten per cent of the Members stating herein the business to be proposed at the meeting.

11.2

Should any extraordinary general meeting be called by a requisition of Members, the notice of the requisition must specify fully the business to be put before the extraordinary general meeting and the notice shall be given no less than 21 clear days prior to the date of such extraordinary general meeting.

12. PROCEDURE AT GENERAL MEETINGS

12.1

Any reference in these Rules to “general meetings” includes annual general meetings and extraordinary general meetings of the Association.

12.2

General meetings shall be convened by giving no less than 7 clear days’ notice to all Members specifying the business to be conducted and no other business shall be brought before such general meetings provided that the notice requirements may be waived if it is agreed to do so by a majority of all Members having the right to attend and vote at any such general meeting.

12.3

The non-receipt of a notice by any Member and their consequent absence shall not invalidate any proceedings at any general meeting.

12.4

The Chairperson shall chair all general meetings. In the absence of the Chairperson the Vice Chairperson shall be Chairperson for the meeting. In the absence of both the Chairperson and the Vice Chairperson, the Members present shall be entitled to elect a chairperson for the meeting.

12.5

The quorum at any general meeting shall be at least (6) Members in number.

12.6

If within half an hour from the time appointed for a general meeting a quorum is not present the general meeting if convened upon the requisition of Members shall be dissolved. In any other case the general meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the adjourned general meeting the Members present shall be a quorum.

12.7

The Chairperson may with the consent of any general meeting at which a quorum is present (and shall if so directed by the general meeting) adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned general meeting other than business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for 30 days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

12.8

Unless the motion is approved by the Executive Committee any Member of the Association desiring to move any motion at an annual general meeting shall notify the Chairperson before 31 December in each year and the Chairperson shall send a copy of the motion with the proposer’s name to each Member of the Association or, where this is not practicable, shall send a summary of the motion and shall state where the full text of the motion may be seen with the notice of the annual general meeting.

13. EXECUTIVE COMMITTEE

13.1

The management of the affairs of the Association shall be in the hands of the Executive Committee, the members of which viz the Officers and the Committee Members (save the Secretary) shall be elected by the Members at each Annual General Meeting and who shall hold office for one year until the next ensuing Annual General Meeting when they shall retire but be eligible for re- election.

13.2

The Executive Committee shall consist of the Officers, namely the Chairperson, the Vice Chairperson, the Club Captain – Yachts, and the Club Captain – Launches, together with the Secretary (ex officio) and not less than two (2) nor more than five (5) committee members either elected to the Executive Committee at an annual general meeting of the Association or appointed pursuant to clause 13.5. (amended in 2013)

13.3

The Executive Committee may appoint a person to perform the functions of a secretary/treasurer (the “secretary”). This office can be filled by the appointment from the members of the Executive Committee to the position or alternatively a person from outside the Executive Committee may be appointed to the position.

13.4

Any vacancy in the number of members of the Executive Committee may be filled by an appointment made by the Executive Committee but it shall not be compulsory to fill such vacancy. Any person so appointed shall hold office only until the next following annual general meeting.

13.5

All Executive Committee meetings shall be chaired by the Chairperson. In the event of the absence, sickness, incapacitation or death of the Chairperson, Executive Committee meetings will be chaired by the Vice Chairman. In the event of the absence, sickness, incapacitation or death of both the Chairman and Vice Chairman the members of the Executive Committee may elect a person to act in the place of the Chairperson and that person shall have all the powers of the Chairperson.

13.6

It shall be the duty of the Executive Committee to conduct and manage the affairs of the Association, to keep the usual and proper books of account and other records and to notify all Members of intended general meetings and of the business to be transacted at general meetings and to prepare and submit to the annual general meeting a statement of the affairs of the Association as at 30 June in each year.

13.7

The Executive Committee shall meet together for the dispatch of its business as, when and where it thinks fit, but not less than once in each year.

13.8

Executive Committee meetings may be held by the contemporaneous linking together by telephone of a number of the members of the Executive Committee not less than the quorum provided that:

- a) All members entitled to receive notice of a meeting shall be given notice. Notice may be given by telephone.
- b) Each of the members taking part in the meeting must be able to hear each of the other members taking part in the meeting and must acknowledge their presence to the other members.
- c) Members may not leave the meeting by disconnecting their telephones unless they have obtained the express consent of the Chairperson.

- d) A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if the minute is certified correct by the Chairperson.

13.9

The quorum for a meeting of the Executive Committee shall be at least half of the number of members forming the Executive Committee.

13.10

The Executive Committee may appoint sub-committees or any other person for any particular matter concerning the activities of the Association, which shall act in all respects in such manner and subject to such directions as the Executive Committee may from time to time prescribe. Any sub-committee of the Executive Committee may be made up of any persons including members and non-members provided that at least one Executive Committee member is a member on such sub-committee.

13.11

The members of the Executive Committee shall be entitled to claim from the Association and to be paid their reasonable traveling and out-of-pocket expenses incurred while engaged in the affairs of the Association.

14. VOTING AT GENERAL MEETINGS

14.1

Unless otherwise specified in this constitution, each Member shall be entitled to one vote and, unless otherwise specified in this constitution, every question shall be decided by a majority of votes.

14.2

In case of an equality of votes the Chairperson of the meeting shall have a casting vote.

14.3

Members shall not be entitled to vote if their subscriptions are in arrears.

14.4

A member may vote by proxy on any question submitted to the decision of a general meeting. The instrument appointing a proxy shall be deposited with the Chairperson not less than 48 hours before the time appointed for the meeting at which the proxy is to be used.

15. VOTING AT COMMITTEE MEETINGS

15.1

At all meetings of the Executive Committee and of any sub-committee appointed by the Executive Committee, each member shall be entitled to one vote.

15.2

At all meetings of the Executive Committee and of any sub-committee appointed by the Executive Committee, every question shall be decided by a majority of votes, and in the case of equality of votes the Chairperson of the meeting shall have a casting vote.

16. SECRETARY

If a Secretary is appointed in accordance with Clause 13.3 the Secretary shall attend all general meetings of the Association. The Secretary shall record minutes of the

proceedings and conduct the correspondence of the Association. The Secretary shall lodge with the Association's bank all moneys received belonging to the Association. If no Secretary is appointed the foregoing responsibilities will be that of the Chairperson.

17. BANK ACCOUNT

All cheques and withdrawal slips shall be signed on behalf of the Association by not less than two persons appointed by the Executive Committee to undertake that function.

18. SEAL

The Secretary shall provide and shall be responsible for the safe custody of a common seal which shall only be used by the authority of the Executive Committee. The affixing of the seal to any instrument shall be witnessed by any two members of the Executive Committee or the Executive Director and one member of the Executive Committee.

19. FUNDS OF THE ASSOCIATION

- a) The funds of the Association shall be under the control of the Executive Committee and any surplus funds may be invested in the name of the Association from time to time in any trustee investments under the Trustee Act 1956 and any investment may be varied or transposed.
- b) No part of the income or funds of the Association shall be available to be used to the private pecuniary profit of any member of the Association.

20. POWER TO BORROW

The Association shall have the power to receive money on deposit or loan, to borrow money, to mortgage, charge or grant a lien over all or any of its undertaking and property both present and future or to issue any securities whether outright or as security for any debt, liability or obligation of the Association or of any third party and to give or receive guarantees or indemnities for the payment of moneys or the performance of obligations, all of which powers shall be exercised by the Executive Committee in such manner as the Executive Committee thinks fit.

21. GENERAL POWERS

Subject to the provisions of the Incorporated Societies Act 1908, the Association shall have power to do all acts and things necessary for the furtherance of its objects or any of them and in particular may exercise the following powers and ancillary objects:

- a) The Association may have headquarters, rooms and other facilities at such places as will from time to time be determined.
- b) The Association may cultivate reciprocal relations with kindred associations in New Zealand and other countries.
- c) The Association may purchase, take on lease or otherwise acquire on such terms as it may think fit, any real and personal property, and any rights and privileges, either necessary or convenient, for the purposes of the Association, and may erect maintain, improve or alter any buildings, premises or works it may require.
- d) The Association may sell, lease, exchange, mortgage or otherwise deal with all or any of the real and personal property of the Association. The Association may

accept any gifts of property, whether subject to any special trust or not, for any one or more the objects of the Association.

- e) The Association may print, publish and sell any newspapers, journals, periodicals, books, bulletins, leaflets or other literature that may from time to time be deemed desirable for the promotion of any one or more of the objects of the Association.
- f) The Association may employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Executive Committee thinks fit.
- g) The Association shall have all the powers and rights of a natural person.

22. REGULATIONS

The Association may from time to time by resolution in General Meeting make, amend or rescind regulations not inconsistent with these Rules governing procedure at its meetings and publication (if any) of reports and of the business of the Association in the press.

23. ALTERATION OF RULES

The Rules may be altered, added to, rescinded or otherwise amended by resolution passed by a three-fourths majority vote of Members at a general meeting of which not less than 14 days' notice shall have given except that this Rule, Rule 4, and Rule 27(c) shall not be amended which would affect the status of the Association for taxation purposes without the prior written consent of the Department of Inland Revenue. Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.

24. MATTERS NOT PROVIDED FOR

In case any matter or subject shall at any time be found not to be provided for in the Rules or in case any doubt shall arise as to the interpretation, effect or construction of any Rule of the Association or of any condition or regulation of same or of any purpose, subject or matter, every such matter or doubt shall be determined by the Executive Committee whose decision on it shall be final and binding on all Members.

25. NOTICES

Any notice required to be given shall be given in writing and may be served on a Member either personally or by posting it in a pre – paid envelope to the Member at the address last notified by the Member of the Association.

26. DISSOLUTION

- a) The Association shall continue indefinitely unless and until otherwise determined in general meeting.
- b) The Association may be dissolved whenever the Association has passed a resolution in favour of dissolution by a bare majority of the Members present at a general meeting considering the proposal to dissolve.
- c) If on the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be distributed to such organisations as the Executive Committee determines as having similar objectives to those of the Association and failing such determination by the Executive Committee to the Hobson Wharf Maritime Museum at Auckland.

27. WINDING UP

The Association shall not be wound up except by appropriate resolutions passed in accordance with section 24 of the Incorporated Societies Act 1908.