

Under the Incorporated Societies Act 1908

Constitution
Of

**Hibiscus Coast Boating Club
(Incorporated)**

November
2012

1. Name

1. The name of the Club shall be the Hibiscus Coast Boating Club Incorporated.

2. Mission Statement / Objectives / Charitable Purposes

Mission Statement:

- 2.1 To promote, protect and advance the interests of recreational boating and the sport of fishing; including the continuous development of members' knowledge of seamanship, safety at sea, NZ marine and fishing regulations; and the conservation of the marine environment for future generations.

Objectives:

- 2.2 To provide a medium for the exchange of boating and fishing information, while encouraging a fraternal spirit amongst boating enthusiasts.
- 2.3 To provide an environment that will encourage family involvement, and foster the involvement of junior members in the boating, fishing and social activities of the Club within the local community.
- 2.4 To develop and continuously improve boat launching, retrieval and storage facilities, including the pro-active consultation and involvement with Auckland Council to protect boating access and requirements at Stanmore Bay.
- 2.5 To promote and endorse a rescue service for Club members and the Public.
- 2.6 To promote and administer competitive sport fishing contests for members and the public in accordance with the Club's strategic and business plans.
- 2.7 To permit and hold either alone or jointly with any other association, club, company or person, meetings, competitions, exhibitions or shows and to promote and support any form of entertainment or lecture or form of maritime education.
- 2.8 To associate with or join other groups or organizations with similar interest to the Club.
- 2.9 Compliance with laws, by-laws and regulations in respect of the Club's Resource Consent, Liquor Licensing, Food Service or other existing or future compliance requirements. Including building compliances.

Charitable Purposes:

- 2.10 The Club shall be a non-profit and sporting organization.
- 2.11 The Club is established exclusively for Charitable Purposes carried out within New Zealand and the Committee shall ensure that no part of the Club's assets, funds or other property is used for any non-charitable purpose whatsoever.
- 2.12 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.
- 2.13 No member of the club or any person associated with any member shall participate in or materially influence any decision made by the Committee in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 2.14 The Club shall ensure that at all times, it conducts its income earning activities in full accordance with sections CW 41, 42 and 46 of the Income Tax Act 2007.

3. The Committee

- 3.1 Subject to the terms of this Constitution and the provisions of the Incorporated Societies Act 1908, the Club and its activities shall be governed by the Committee.
- 3.2 The Committee shall have all such powers as are necessary to discharge its responsibilities under clause 3.1 above.
- 3.3 Without limiting the generality of clauses 3.1 and 3.2, and by way of illustration only, the Committee shall have the powers set out in Appendix A annexed to this Constitution. These powers include the power to borrow, the control and investment of the Club's funds and the control and use of the Club's common seal as required by sections 6 (h), (i) and (j) of the Incorporated Societies Act 1908.
- 3.4 The Committee shall consist of up to six financial members ("the Officers") made up as follows:
 - The Commodore
 - The Vice Commodore
 - Club captain
 - Three committee Members
- 3.5 Both the Commodore and Vice Commodore shall have been members of the Club for no less than five (5) years. They shall be entitled to be called the Club's "Flag Officers". The maximum unbroken term of office as either Commodore or Vice Commodore shall be four years.
- 3.6 The Officers shall be elected at Annual General Meetings and subject to

clause 3.7, shall serve for terms of two years. Any Officer whose term of office has expired shall be entitled to stand for re-election. If any Officer resigns before his or her term has ended, the Committee shall have the power to appoint a replacement Officer for the balance of the term remaining.

- 3.7 The initial terms of the Officers shall be staggered in order to ensure that at the end of any year, the terms of at least two of the Officers end. Accordingly, upon the adoption of this Constitution, the initial terms for the Officers shall be as follows:

Office Holder	First Term of Office
Commodore	1 Year
Vice Commodore	1 Year
Club Captain	2 Years
Committee Member 1	1 Year
Committee Member 2	2 Years
Committee Member 3	2 Years

- 3.8 The Committee shall ensure that at all times, and in accordance with the Club's Objects, the following documents are prepared and reviewed on an on-going basis. The documents shall be available for inspection by any member upon request to the Strategic Planning Manager:

- strategic plan long term for a minimum of five years
- annual plan and budget

Provided however that upon adoption of this Constitution, the Committee shall have six months to produce the first set of documents from when they are elected.

- 3.9 Without limiting the power of the Committee to appoint such other persons for such other tasks or roles as it thinks fit, in its absolute discretion the Committee shall be entitled to appoint suitably qualified and experienced members to take responsibility for various portfolios including but not limited to such roles as listed in **Appendix A**.

The Officers shall be entitled to appoint one or more of themselves to one or more of the above portfolios.

- 3.10 These appointees shall report to the Committee in such manner as the Committee shall from time to time determine.

- 3.11 The Committee shall meet as frequently as it considers necessary but no less than ten times in any year. Any Officer shall be entitled to call a meeting of the Committee by giving seven day's notice in writing or by email, to the

other Officers. The notice period may be shorter if all Officers agree. The Committee shall be entitled to conduct meetings via teleconference or video conference.

- 3.12 The quorum for any Committee meeting shall be a minimum of four Officers one of whom shall be a Flag Officer.
- 3.13 The Committee shall determine its own meeting procedures.
- 3.14 The Officers shall endeavour to make their decisions by consensus. In the event that consensus is not reached, the Officers shall vote and the majority view shall prevail, provided however that no resolution shall be valid without a minimum of four votes in favour. If the Officers are evenly split on any issue, the status quo shall prevail. The chairperson shall not have a casting vote.
- 3.15 Written minutes shall be kept of all Committee meetings and resolutions, and a summary shall be available to members on request.
- 3.16 Committee resolutions may be made at meetings, or by way of the proposed resolution being circulated to all Officers in writing via personal delivery, post, fax or e-mail. Each Officer may approve the resolution by signing his or her consent to the document.

4. The Council.

- 4.1 The Club shall have a body called the Council that shall comprise of five members three of which must have been club members for at least 8 years.
- 4.2 Initial membership of the Council shall be, such persons as the Committee in its absolute discretion shall decide to appoint. Subsequent members shall be appointed by sitting Council members.
- 4.3 Council members shall serve for staggered terms of three years, and if available, may be re-appointed for such further terms as they agree to.

The initial terms for the Council members shall be as follows:

Member	First Term on Council
Councillor 1	3 years
Councillor 2	2 years
Councillor 3	2 years
Councillor 4	1 year
Councillor 5	1 year

- 4.4 The role of the Council shall be to advise and assist the Committee as and

when asked by the Committee. The council shall hear appeals from any member who is dissatisfied with the outcome of a disciplinary hearing.

4.5 Without limiting the generality of clause 4.4, the Committee shall consult with the Council no less than thirty days before seeking to proceed with any decision or resolution in respect of the following:

- borrowing money
- giving any security over Club property or assets
- any changes to the Constitution
- any unbudgeted expenditure in excess of ten (10) thousand dollars. This amount shall be adjusted each year in accordance with any change to the New Zealand Consumer Price Index (All Groups) as published by Statistics New Zealand.

4.6 If the Council does not support any proposed decision or resolution upon which it is consulted in accordance with clause 4.5, if the Committee still wishes to proceed, the Committee shall either call a Special General Meeting of the Club in accordance with the meetings provisions of this Constitution or submit the matter to members at the next Annual General Meeting. The Council shall be entitled to advise its position at the relevant meeting.

5. Membership:

5.1 Membership of the Club shall be open to any person upon submission of written application in the approved format, and after payment of the applicable membership subscription, PROVIDED HOWEVER, that the Committee shall have an absolute discretion to refuse membership to any person without any requirement for explanation. The committee is required to keep a list of all current members.

5.2 The Committee shall be entitled to create such classes of membership and upon such conditions as it thinks fit. The Committee shall be responsible for setting subscription amounts for all classes of Club membership

5.3 Subject to clause 5.2, members of the Club shall comprise;

- i) Individual Members
- ii) Family Members
- iii) Senior Members
- iii) Youth Members
- iv) Rescue Members
- v) Honorary Members
- vi) Life Members

vii) Associated Clubs' Complimentary Members.

- 5.5 Individual members shall be persons over the age of 18 or older. After six months of unbroken membership, and providing that the applicable subscription has been paid, individual members shall be entitled to vote at any AGM or SGM meetings of the Club.
- 5.6 Family members shall be either married couples or couples in a civil union or persons living together in de facto relationships. After six months of unbroken membership, and providing that the applicable subscription has been paid, both Family members shall be entitled to vote at any AGM or SGM meetings of the Club. Family Members shall be eligible to hold office on the Committee but not more than one from each family at the same time.
- 5.7 Youth members shall be persons aged 17 years or less who pay the applicable subscription. All children of Family members aged 17 years or less shall be deemed to be Youth members, but shall not be required to pay any subscription. Youth members may attend all AGM or SGM meetings but are not entitled to vote. Youth members shall not be permitted to drive the Club's tractors.
- 5.8 Rescue members are persons of any age who serve as volunteers with Coastguard Hibiscus Incorporated and have served for a minimum six months. Rescue members shall not be entitled to vote.
- 5.9 Honorary Members are those persons who are honoured by the Committee on an annual basis for service to the Club, are subject to the rules and regulations of the Club and have membership and voting rights. This membership is entirely at the discretion of the Committee and may be rescinded at any time.
- 5.10 Life Members are members who have given outstanding service to the club and who, on the recommendation of the Committee, have been elected as life members at an Annual General Meeting of the Club. They are subject to the rules and regulations of the Club. They have voting rights, and are free from Membership fees for Life.

At any one time there shall be no more than nine life members within the Club.

6. Applications / Resignations of Membership.

- 6.1 Any person seeking to become a member of the Club shall submit a written application to the Secretary in the approved format. Every application will require the signature of an existing and fully paid up ordinary or family member as proposer.
- 6.2 If the application for membership is approved by the Committee, the Secretary shall send the new member a notice of approval, and a copy of the club constitution, and a subscription account for the applicable class of membership.

- 6.3 A member shall be entitled to resign at any time, by sending a written notice of resignation to the Secretary. There will be no refund of any subscriptions.

7. Subscription Payment Date.

- 7.1 The Committee shall be responsible for setting the payment date and structure for all subscriptions
- 7.2 The Committee shall be entitled to permit subscriptions to be reduced or waived as the case may be.
- 7.3 The Committee shall be entitled to declare that any member, who has not paid his or her subscription by the due date, is deemed to have resigned from the Club.

8. Conduct.

- 8.1 At all times, members shall conduct themselves lawfully, with courtesy, decorum and consideration for fellow members and other users of the Stanmore Bay Reserve. Members shall be responsible for the behaviour of their guests.
- 8.2 Drunkenness, drug taking, disorderly behaviour and use of obscene language by any member in or about the Club premises is prohibited.
- 8.3 Conducting raffles without the permission of the Committee is forbidden. Cheating in any Club event, particularly any fishing competition is forbidden.
- 8.4 Club employees, Flag or other Officers are entitled to require any member allegedly behaving in an unacceptable way, to immediately leave the Club premises.

9. Discipline

- 9.1 The Committee shall appoint an appropriately qualified and experienced member as Disciplinary Manager.
- 9.2 Annexed to this Constitution as Appendix B is the procedure which shall be followed in the event of any complaint against any member.
- 9.3 In the event that a member's conduct is held to be unsatisfactory, the Hearings Panel or the Council shall have the power to warn, fine, suspend or expel the member.

10. Annual Accounts / Annual Report / Financial Year

- 10.1 The Committee shall keep full and proper accounts of all the income and

expenditure of the Club and shall produce annual accounts. The Club shall appoint a suitably qualified Accountant to review the annual financial statements of the Club. The appointee shall not be a member of the Committee or be the Treasurer. If the club appoints a person who is unable to act for some reason the Committee shall appoint a replacement.

- 10.2 The Committee shall produce an Annual Report, which shall include the following information:
- a summary of the Club's activities for the year
 - a summary of the Managers' reports
 - any problems, issues or matters of concern over the year and how they were dealt with
 - the Committee's intentions, policies and plans for the coming year
 - the proposed annual plan and budget for the coming year
 - the annual accounts
 - A copy of the minutes of the last Annual General Meeting
- 10.3 The Annual Report shall be posted in the Clubrooms and made available to every member who gives notice to the Secretary that he or she will attend the Annual General Meeting, or requests a copy. The Committee shall also use its best endeavours to make the report accessible to members via use of Internet technology including e-mail or website.
- 10.4 The financial year of the Club shall be as determined by the Committee.

11. Annual General Meetings / Special General Meetings

N.B The expression "member" as used in this part 11 of the Constitution means "member entitled to vote".

- 11.1 The Club shall hold its Annual General Meeting ("AGM") on such date as the Committee shall determine, provided that the meeting shall take place no later than three months after the end of the Club's financial year.
- 11.2 The business of any Annual General Meeting shall include:
- Receipt of the Annual Report
 - Election of Officers
 - Appointment of a suitably qualified accountant.
 - Appointment of Club Solicitor
 - Approval of the annual plan and budget
 - Disposal of resolutions

- General business
- 11.3 Written nominations for the Committee positions which will become vacant shall be received by the Secretary no later than twenty-one days before the Meeting.
 - 11.4 Subject to the provisions of this Constitution which provide otherwise, the quorum for every Annual General Meeting ("AGM") shall be a minimum of twenty-five members, and every Special General Meeting ("SGM") shall be a minimum of twenty five members.
 - 11.5 Any member entitled to vote who is unable to attend an AGM or SGM but who wishes to vote on any proposed resolution shall be entitled to vote by proxy. No later than seven days prior to the meeting the member shall notify the Secretary in writing of her or his intention to vote by proxy and shall sign a proxy form (which shall be in a form specified by the Secretary) for presentation at the meeting.
 - 11.6 If there is any dispute or uncertainty about the validity of any proxy vote, the matter shall be referred to the Commodore whose decision shall be final.
 - 11.7 Subject to the provisions of this Constitution which provide otherwise, resolutions at A.G.M's and S.G.M's shall be carried if they are passed with a majority of 51% or more of the eligible votes at the Meeting. "Eligible votes" means the votes of all members who are present at the meeting, plus all proxy votes submitted on the resolution in accordance with this Constitution.
 - 11.8 Any or all of the Officers may be removed from office at any Annual or Special General Meeting upon the passing of a resolution of no-confidence by a majority of 75% of members who are present at the meeting. The quorum for any Meeting at which a motion of no-confidence is proposed shall be sixty members. No such resolution shall be proposed or passed, without an accompanying resolution proposing a new Officer or Officers. Proxy votes shall not be allowed at any AGM/SGM where there is a motion of no-confidence.
 - 11.9 Unless ten members present demand a ballot, for any meeting, voting shall be by show of hands of members present, plus counting of proxy votes for and against the resolution.
 - 11.10 With the exception of 11.08, any non-compliance , with any of the meetings provisions of this Constitution may be ratified by a resolution passed by a majority of at least 75% of members present at the meeting.
 - 11.11 Any member may propose any resolution for submission at the Annual General Meeting. Any proposed resolution must be in writing, specify the resolution, include reasons for the resolution and be received by the Secretary no later than twenty-one days before the meeting.
 - 11.12 The Secretary shall give no less than fourteen days written notice to all members entitled to vote of the date, time and place of the Annual General

Meeting. In addition to the notice of meeting, the Secretary shall forward the meeting agenda, including all nominations for office and proposed resolutions.

- 11.13 Upon receipt by the Secretary of a written request signed by the Commodore on behalf of the committee, or the members of the Council, or no less than twenty-five members entitled to vote, the Secretary shall convene a Special General Meeting no later than twenty one days after receipt of the request. The Secretary shall forward to every member entitled to vote a notice of meeting, and an agenda, including the proposed resolutions no later than fourteen days prior to the meeting.
- 11.14 The written request specified in clause 11.13 shall include the reasons for calling the meeting and the text of the resolution or resolutions which are to be submitted to the meeting.

12. Alterations/Additions/Rescinding the Constitution

- 12.1 Subject to clauses 12.2 and 12.3, this Constitution may be altered, added to, or rescinded (whether wholly or in part) upon the passing of a resolution at an AGM or SGM with a majority in favour of 75% or more of members entitled to vote.
- 12.2 No resolution relating to this Constitution shall be proposed or passed if the effect of such resolution is or is likely to be to take away The Club's charitable status. Without limiting the generality of the preceding sentence, no resolution shall permit the addition of any non-charitable purpose, object or activity or any purpose or activity that is inconsistent with the objects set out in clauses 2.1 to 2.14.
- 12.3 No resolution shall be proposed or passed if the effect of such resolution is to permit the activities of The Club to be carried out for the private pecuniary profit of any individual.

13. Indemnity

1. Committee members shall be indemnified out of the Club's assets for all liabilities incurred by them in the Bona fide execution of their duties under this Constitution.
2. No member shall be liable to contribute towards the payment of any liabilities of the Club (whether on dissolution or otherwise) beyond meeting his obligations to pay the subscription laid down by the Constitution and any other personal liabilities to the Club arising in the normal way.

14. Common seal

The common Seal of the Club shall be kept in the custody of the Secretary and shall only be affixed by resolution of the Committee and in the presence of two members of the Committee and the Secretary.

15. Winding up/ Disposition of Property

- 15.1 The Club may be put into liquidation upon the passing of a resolution at a General Meeting with a majority of 75% or more of members entitled to vote.

 - 15.2 In the event of winding up, the Committee or the Liquidator shall transfer the Club's surplus funds, assets and / or other property to another organisation which has exclusively charitable purposes to be carried out exclusively within New Zealand and which has similar objects to those of the Club.
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Appendix A

Illustrative Schedule of Executive Powers

(Refer clause 3.3 and 3.9 of the Constitution).

- Subject to the terms of this Constitution, the Committee may, from time to time as occasion requires and in its absolute discretion and upon such terms and conditions as it thinks fit, exercise any of the following powers:
- to buy and sell property, real or personal, including wasting assets and assets which yield little or no income
- to postpone any sale of the Club's property
- to partition any the Club's property
- to exchange any of the Club's property
- to lease or bail property to or from any other person
- to borrow money for investment or any other purpose. Money borrowed shall be treated as the Club's property
- to give securities over any of the Club's property including but not limited to mortgages over land or chattels or both and guarantees
- to invest all or any part or parts of the Club's funds in whatever investment or investments as it thinks fit as it were a beneficial owner
- to lend the Club's money including lending on an secured basis
- to allow any other person time to pay any money owing to the Club or to carry out any obligation to the Club
- to vest the Club's property in any other person as nominee and place the Club's property in the possession or control of any other person
- to pay all taxes, duties, costs, expenses and other liabilities of the Club out of the Club's funds
- to indemnify any other person for any liability properly chargeable against the Club's property
- to obtain professional advice or assistance or both on any matter
- to carry out any legal proceedings against any other person or for any other purpose
- to accept gifts to the Club from any other person
- to enter into, renew or extend any leases, contracts, mortgages, bailment's, loans or other arrangements
- to control and use the Club's common seal as it thinks fit.
- to warn, fine, suspend or expel any member for misconduct
- to do anything which is incidental or conducive to the exercise of their functions as a Committee.
- To regularly review risks to the Club and maintain an appropriate level of insurances to manage or mitigate such risks.

To appoint the following:

- Treasurer
- Fundraising / sponsorship
- Fishing Competitions
- Membership
- Marketing and publicity
- Maintenance
- Bar
- Secretary
- Discipline Manager
- Disciplinary Hearings Panel (four members, one of whom shall be a Flag Officer and at least one of whom shall be an Officer)
- Strategic planning
- Tractors
- Safety Officer

Appendix B.

Disciplinary Procedure.

- B.1 Any complaint against a member ("the member") shall be made in writing and shall be sent to the Disciplinary Manager ("the Manager"). The complaint shall specify the conduct in such reasonable detail so as to enable the member to understand the subject of the complaint, and to be able to properly respond to it. The Manager shall be entitled to seek further details from any complainant.
- B.2 Upon receipt of any complaint, the Manager shall immediately notify the member, and the Commodore in writing.
- B.3 In notifying the member in accordance with clause B.2, the Manager shall advise the following:
- a complaint has been received, a copy of which is provided
 - no decision has been made on the merits of the complaint
 - a written response to the complaint is required within 14 days of the date of notification
 - the member is entitled to and may wish to obtain independent advice before responding to the complaint
 - if the complaint is disputed, the Club will hold a disciplinary hearing
 - if no written response is received, the Club reserves the right to either hold a disciplinary hearing, or to make a decision without a hearing as to whether any action should be taken against the member
 - should a disciplinary hearing be held, the member is entitled to be heard, is entitled to legal or other representation, is entitled to call witnesses and is entitled to put questions to the complainant and any other party appearing
 - if the complaint is admitted, or upheld, the Club has the power to warn, fine, suspend, or expel the member
 - the member has the right of appeal within 14 days of the decision being made to the Council against any penalty decided against him or her.
- B.4 Upon receipt of the member's response, or in the event that no response is received, the Manager shall rule whether a hearing into the complaint should be held. If the complaint is disputed, a hearing must be held. In that event, the Manager will convene a Hearings Panel comprising four members entitled to vote.
- B.5 If the Manager rules that a hearing is not necessary, the Manager and Commodore shall consider the complaint, the member's response (if any) and shall decide what penalty (if any) should be imposed against the member. The complainant and the member shall be notified of the decision

in writing.

- B.6 If the Manager rules that a hearing about the complaint should be held, the Manager shall advise the complainant, the member, the Commodore and members of the Hearings Panel.
 - B.7 Conduct of the hearing shall be as the Panel shall in its own discretion decide provided however that every hearing shall be in accordance with the recognised principles of natural justice.
 - B.8 At the conclusion of the hearing, the Panel shall decide what penalty (if any) should be imposed against the member. The complainant and the member shall be notified of the decision in writing.
 - B.9 If the member is dissatisfied with the decision made by the Panel, he or she shall be entitled to lodge an appeal and be heard by the Council.
 - B.10 Conduct of the appeal hearing shall be as the Council shall in its own discretion decide provided however that every appeal shall be in accordance with the recognised principles of natural justice.
 - B.11 At the conclusion of the appeal hearing, the Council may confirm the previous decision, or substitute it with a decision of its own. The complainant and the member shall be notified of the decision in writing. The decision of the Council shall be final.
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