



Gulf Harbour Radio Yacht Club Constitution (2015)

THE CLUB

1.0 Name

1.1 The name of the Club is Club Gulf Harbour Radio Yacht Club ("the Club"). The name may be abbreviated to GHRYC.

2.0 Club Address

2.1 The address of the Club shall be the residential address of the Secretary.

3.0 Purposes of Club

3.1 The Purposes of the Club are to:

- (a) Organise and provide facilities for radio sailing events and social activities for Club Members;
- (b) Promote the sport of radio yachting;
- (c) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Club.

CLUB MEMBERSHIP

4.0 Types of Members

4.1 Membership is open to anyone who is actively interested in radio sailing and in supporting the Club and its Purposes.

4.2 Classes of membership shall include Ordinary Members and Life Members and such other classes as may be approved at an AGM.

4.3 Members have the rights and responsibilities set out in these Rules.

4.4 Only Ordinary Members and Life Members may vote or hold office.

5.0 Admission of Members

5.1 To become a Member, a person ("the Applicant") must complete an application form, supply any other relevant information the Committee requires and pay any applicable fees and subscriptions.

5.2 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

5.3 A Member's Membership is renewed annually upon payment of the subscription set by the AGM, unless the Membership has been suspended.

6.0 Life members

6.1. Any Member who has rendered special service to the Club may be elected a Life Member

6.2. Life Members shall not be required to pay the annual Club membership fee

6.3 Nominations may be made by any two Financial Members and must be submitted to the Committee for approval at least 21 days before the AGM.

6.4 Life Members shall be elected at an AGM by a majority of 75% of Members present.

7.0 The Register of Members

7.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

7.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

7.3 Each Member shall provide such other details as the Committee requires.

8.0 Obligations of Members

8.1 All Members shall

- (a) promote the Purposes of the Club;
- (b) recognise and respect these Rules, any Club Bylaws and any decisions of the Club;
- (c) refrain from actions that are inconsistent with the Club Purposes, these Rules, any Club Bylaws and any decisions of the Club
- (d) abide by the International Sailing Federation (ISAF) Racing Rules of Sailing
- (e) pay any applicable subscriptions or fees.

9.0 Cessation of Membership

9.1 Any Member may resign by giving written notice to the Secretary

9.2 Membership may be terminated or suspended in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or Bylaws or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice ("the Notice") of this to the Member. The Notice must:

- (i) Explain how the Member is breaching the Rules or Bylaws or acting in a manner inconsistent with the purposes of the Club;
- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not take action to terminate or suspend the Member's Membership; or require the Member to appear before a Judicial Committee appointed by the GHRYC Committee and which shall consider the alleged breach(s) according to the principles of natural justice and make recommendations to the Committee on what action to take.
- (iii) State that if, within 14 days of the Member receiving the Notice, the Committee is not satisfied, the Committee may in its absolute discretion take action to terminate or suspend the Member's Membership.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote

- (i) suspend the Member's Membership by up to three months by giving the Member written notice, which takes immediate effect, and/or
- (ii) call a SGM to determine whether the Member/s membership be terminated, such termination requiring a majority vote and having immediate effect.

10.0 Affiliations

10.1 The Club shall obtain and maintain affiliation to the national body for radio yachting and such other clubs or organisations as may be decided at an AGM.

CLUB MEETINGS

11.0 Club Meetings

11.1 A Club Meeting is either an Annual General Meeting ("AGM") or a Special General Meeting ("SGM").

11.2 The AGM be held once every year no later than two months after the Club's balance date. The Committee shall determine when and where the Club shall meet within those dates.

11.3 SGMs may be called by the Committee. The Committee must call a SGM if the Secretary

receives a written request signed by at least 20% of the Members.

11.4 The Secretary shall give all Members at least 14 days written notice of the business to be conducted at any Club Meeting, such notice being sent by email or post. Additionally, the Secretary will provide, as appropriate:

- (i) A copy of the Commodore's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee,
- (ii) A call for Nominations for the Committee,
- (iii) Notice of any motions

11.5 All Members may attend Club Meetings but only Ordinary and Life Members who have paid any applicable subscription ("Financial Members") may vote. Each such Member has one vote, which for a given motion or election may be cast by Proxy.

11.6 No Club Meeting may be held unless a quorum of at least 8 Financial Members attend.

11.7 All Club Meetings shall be Chaired by the Commodore. If the Commodore is absent, the Club shall elect another Committee Member to Chair that meeting.

11.8 On any given motion at a Club Meeting, the Chair shall in good faith determine whether to vote by show of hands or secret ballot.

11.9 The business of an AGM shall be:

- (a) Receiving any minutes of the previous Club's Meeting(s);
- (b) The Commodore's report on the business of the Club;
- (c) The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
- (d) Election of Officers and Committee Members;
- (e) Motions to be considered;
- (f) General business.

11.10 If necessary the Chair may adjourn the meeting to another time and/or place.

12.0 Motions at Club Meetings

12.1 The Committee may put forward motions for consideration at a particular Club Meeting.

12.2 Any Member may request that a motion be voted on at a particular Club Meeting, by giving Written Notice of the motion and mover and seconder to the Secretary at least 21 days before that meeting.

12.3 Motions must be notified in accordance with Rule 11.4

12.4 Motions other than changes to these Rules must be carried by a majority. In the event of an equal vote, the Chair shall have a second vote.

MANAGEMENT OF THE CLUB

13.0 Managing Committee

13.1 The Club shall have a managing committee ("the Committee") composed of the Commodore, Secretary and Treasurer (the "Officers"), plus a minimum of two and a maximum four other Members. The offices of Secretary and Treasurer may be combined at the discretion of the Club.

13.2 Officers must have served previously on the Committee.

13.3 Only Financial Members of the Club may be Committee Members.

14.0 Appointment of Committee Members

14.1 Officers and Committee Members shall be elected at a Club Meeting. Officers and Committee Members shall retire annually but shall be eligible for re-election.

Each candidate shall be proposed and seconded by Financial Members by Written Notice to the Secretary at least 21 days prior to the meeting. Should there be insufficient nominations (at the close of nominations) to fill all positions, further nominations may be accepted the Club Meeting.

Written nominations shall be on the approved nomination form.

14.2 If the position of any Officer becomes vacant, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

14.3 If the position of any Committee Member becomes vacant, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.

14.4 If any Committee Member is absent from three consecutive meetings without leave of absence the Commodore may declare that person's position to be vacant.

15.0 Cessation of Committee Membership

15.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee, OR
- (b) They are removed by majority vote of the Club at a Club Meeting.
- (c) Their Term expires.

15.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

16.0 Role of the Committee

16.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Club;
- (b) Carry out the Purposes of the Club, and use money or other assets to do that;
- (c) Manage the Club's financial affairs, including approving the annual financial statements for presentation to the Members at the AGMs;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow these Rules and any Bylaws;
- (g) Decide the times and dates for Club Meetings, and set the agenda for Meetings;
- (h) Decide the procedures for dealing with specific complaints;
- (i) Recommend Membership fees and subscriptions;
- (j) Make Bylaws

16.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

16.3 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

17.0 Roles of Committee Members

17.1 The Commodore is responsible for:

- (a) Convening Meetings and establishing whether or not a quorum is present;
- (b) Chairing Meetings;
- (c) Overseeing the operation of the Club;
- (d) Providing a report on the operations of the Club at each AGM.

17.2 The Secretary is responsible for:

- (a) Recording the minutes of Club and Committee Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee.

17.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each AGM. These statements should be prepared in accordance with the Club's' accounting policies.

- (c) Providing a financial report at each AGM;
- (d) Providing financial information to the Committee as the Committee determines.

18.0 Committee Meetings

- 18.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;
- 18.2 Committee meetings are open only to Committee members and any invited persons.
- 18.3 No Committee Meeting may be held unless more than four of the Officers and Committee Members attend;
- 18.4 The Commodore shall chair Committee Meetings. If the Commodore is absent, the Committee shall elect a Committee Member to chair that meeting;
- 18.5 Decisions of the Committee shall be by majority vote. In the event of an equal vote, the Chair shall have a second vote.
- 18.6 Committee Members not present at a Committee Meeting may vote by Proxy.
- 18.7 Subject to these Rules, the Committee may regulate its own practices;
- 18.8 The Chair shall adjourn the meeting if necessary.

FINANCE and ASSETS

19.0 Use of Money and Other Assets

- 19.1 The Club may only Use Money and Other Assets if:
 - (a) It is for a Purpose of the Club; and
 - (b) It is not for the sole personal or individual benefit of any Member; and
 - (c) That Use has been approved by either the Committee or by majority vote of the Club.
 - (d) Any financial transaction or any financial commitment greater than the clubs total reserves shall be approved by a 75% majority vote at a Club Meeting.

20.0 Fees and Subscriptions

- 20.1 In each year the Committee will submit recommendations regarding any fees and subscriptions to the AGM for approval by the Club.
- 20.2 If any Member does not pay a subscription or fee by the date set by the Committee or the Club, the Secretary may give written notice that, unless the arrears are paid by a nominated date, the Membership will be suspended. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to vote or participate in any Club activity until the arrears are paid.

21.0 Financial Year

- 21.1 The financial year of the Club begins on 1 July of every year and ends on 30 June of the next year.

22.0 Assurance on the Financial Statements

- 22.1 Prior to the AGM the Commodore, and any other Committee Members who wish to do so, shall review the annual financial statement and bank records. No other review or audit of the annual financial statements is required unless a review or audit is requested by 20% of the Financial Members present at a Club Meeting.
- 22.2 Club money shall be held only in bank accounts. Signatories for cheques shall be the Treasurer or his/her nominee and one of the other Committee Members approved by the Committee as signatories.

OTHER MATTERS

23. Disputes and Complaints

23.1 Any dispute or complaint by Members in respect of the Club must be submitted in writing to the Secretary. The Committee shall then consider the matter and its decision shall be final unless five Members give notice of disapproval of the decision to the Secretary within seven days of the notice of the decision. The Secretary shall then call a SGM which shall finally determine the outcome of the dispute or complaint.

24.0 Altering the rules

24.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to amend or replace these Rules shall either be proposed by the Committee or signed by at least 20% of eligible Members and given in writing to the Secretary at least 21 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the Club Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

25.0 Bylaws to govern the Club

25.1 The Committee may from time-to-time make, alter or rescind Bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such Bylaws shall be binding on members of the Club. A copy of the Bylaws for the time being shall be available for inspection by any member on request to the Secretary.

26.0 Winding up

26.1 The Club may be wound up by $\frac{3}{4}$ majority of those Financial Members present at a SGM called for this purpose and at a second SGM within a month of the first.

26.2 1 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club may be disposed of by resolutions
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to one or more of:
 - (i) The New Zealand Radio Yacht Association (NZRYA).
 - (ii) any radio yacht club which is registered with the NZRYA.

27. Other Matters

27.1 Matters not covered in these Rules shall be decided upon by the Committee.

DEFINITIONS

28.0 Definitions

28.1 In these Rules:

(a) A "Club Meeting" is either an Annual General Meeting ("AGM") or a Special General Meeting ("SGM").

(b) "Majority vote" means a vote made by more than half of the Financial Members who are present at a Meeting and voting at that Meeting upon a resolution put to that Meeting.

(c) "Proxy" vote means a vote cast on behalf of a Financial Member by another Member attending the Club or Committee Meeting.

(i) The appointment of a proxy shall be for a specific meeting only.

(ii) The bearer of a proxy shall be a financial member of the Club and shall also be entitled to exercise his or her own vote if otherwise entitled to do so in addition to the proxy

- (iii) Written notification of a proxy must be in the hands of the Secretary prior to the start of the meeting at which the proxy is to be exercised
- (iv) The notification shall state clearly the specific purpose or items of the Agenda covered by the proxy and the limitations if any placed on the exercise of the proxy.
- (d) "Written Notice" means communication by post, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods.
- (e) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the rules