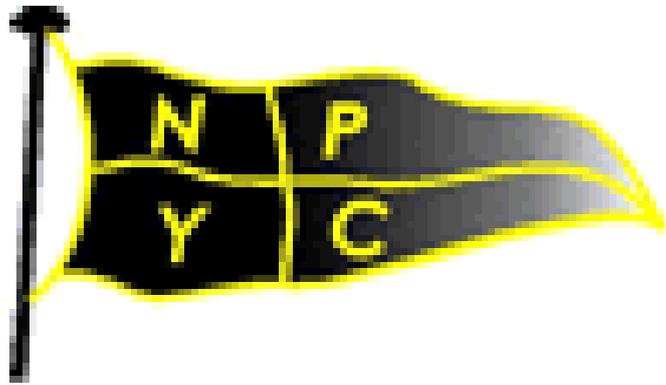


NEW PLYMOUTH
YACHT CLUB
INCORPORATED



CONSTITUTION

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1.0 CLUB NAME AND CONTACT:

- 1.1 The name of the Club is the New Plymouth Yacht Club Incorporated.
- 1.2 The Contact Person for the Club is the Commodore.

2.0 DEFINITIONS:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act.

Club means the New Plymouth Yacht Club Incorporated.

Constitution means this Constitution.

Contact Person means the Commodore of the Club.

Executive means the Executive Committee of the Club.

General Meeting means any Annual General Meeting or Special General Meeting.

Member means any person who has fulfilled the conditions of membership as set out in this Constitution.

Racing Rules of Sailing means the rules relating to yacht racing as promulgated by Yachting New Zealand and World Sailing.

Regulations means any regulations, by-laws, directives, codes, policies or procedures adopted by the Club Executive or at a General meeting under this constitution.

World Sailing means the organization that administers the Rules of Yacht racing worldwide.

Yachting New Zealand means the New Zealand national yachting organization that is a member of World Sailing, and which administers yacht racing rules, assists with club support, and enables the Club to undertake yacht racing events.

3.0 HISTORY:

- 3.1 The New Plymouth Yacht Club Inc. was Incorporated at New Plymouth on the 12th October 1939 with a Certificate of Incorporation Number 214820.
- 3.2 The Constitution has been amended on 11th February 2016, 24th July 2016, 23rd July 2017, 5th August 2018 and 12th August 2024.

4.0 PURPOSE:

The Purpose of the Club is:

- 4.1 To encourage and promote the sport of yacht racing, and to foster a life long passion for sailing and the environment in Taranaki.

5.0 ATTAINMENT OF PURPOSES:

The Club shall attain its purposes by:

- 5.1 Conducting yacht racing and sailing.
- 5.2 Providing and maintaining Clubrooms and boat storage.
- 5.3 Being a member Club of Yachting New Zealand.
- 5.4 Providing learn to sail courses, training, coaching and boats for members along with fostering the knowledge and understanding of the Racing Rules of Sailing.

- 5.5 Providing and maintaining support boats for racing and coaching that are operated under and compliant with all relevant regulations.
- 5.6 Encouraging members to qualify as race officials, coaches and support boat crews.
- 5.7 Co-operating with, and providing support to, schools, other clubs and organizations that undertake competition and recreational activities at Ngamotu Beach.
- 5.8 Valuing all people by creating a welcoming and inclusive environment for all members to have a sense of belonging and acceptance of differences in backgrounds, skills, perspectives and experiences.
- 5.9 Maintaining a strategic plan that outlines the ways the attainment of the purposes of the Club will be achieved.
- 5.10 Endeavoring to carry out all activities safely with hazards identified.
- 5.11 Maintaining a Code of Conduct for the Club and its members relating to the ethics and behavior required under the Racing Rules of Sailing and by Yachting New Zealand and Sport New Zealand.
- 5.12 Maintaining a close relationship with Port Taranaki Ltd, the Taranaki Regional Council and the New Plymouth District Council.
- 5.13 Seeking sponsorship for the activities of the Club and promoting those sponsors to the members and the Taranaki community.
- 5.14 Appointing Special committees as required which report to the Executive or Sailing committees.
- 5.15 Formulate, adopt and implement such rules and regulations that may be deemed appropriate for the governance, management and operations of the Club.
- 5.16 The Club shall be empowered to do all things necessary which are incidental to the attainment of the purposes of the Club.

6.0 MEMBERSHIP:

- 6.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 6.2 Any person seeking membership shall give consent to become a member by making an application to the Executive Committee, and the Executive Committee shall determine whether the application is successful or not.
- 6.3 Each person admitted to membership shall acknowledge and agree that they;
 - 6.3.1 Are bound by and will comply with this Constitution and all Club policies.
 - 6.3.2 Will comply with the Racing Rules of Sailing where applicable.
 - 6.3.3 Will comply with the Clubs code of conduct.
 - 6.3.4 Are liable for such fees and subscriptions as may be fixed by the Club.
 - 6.3.5 Will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
 - 6.3.6 Are entitled to all advantages and privileges of their category of membership.
- 6.4 The Club shall maintain a register of the names and addresses of all members which will be provided to Yachting New Zealand unless any member advises the Club in writing that they do not agree to their details being so provided.

7.0 MEMBERSHIP CATEGORIES:

The Club has the following membership categories:

7.1 ORDINARY MEMBER:

Any person who wishes to participate in yacht racing or the activities of the Club. Ordinary members are entitled to hold any office and enjoy the privileges of the Club.

7.2 SOCIAL MEMBER:

Any person other than ordinary members who are interested in promoting the Club, but who do not wish to participate in the active yachting activities of the Club, may become a Social member. Social members shall be entitled only to the courtesy privileges of the Club.

7.3 JUNIOR MEMBER:

Any person under the age of 16 years on 31st December may become a Junior member. Junior members shall have no voting rights nor be entitled to hold any office except Junior Club Captain.

7.4 INTERMEDIATE MEMBER:

Any person aged 16 to 19 years on 31st December may become an Intermediate member. Intermediate members shall have the same rights as Ordinary members

7.5 RACE DAY OFFICIAL MEMBER:

Any person who volunteers their services to assist Race Officials on the Club Race Days may become a Race Day Official member. Race Day Official members shall have the same rights as Ordinary members, except the right to participate in Club yacht racing.

7.6 LIFE MEMBER:

Any member may nominate another member to the Executive Committee for consideration for Life Membership. The Executive Committee may nominate any member as a Life member who has given outstanding service to the Club for consideration at an Annual General Meeting. Members voting therefore must be in three fourths majority of those present at such Annual General Meeting.

7.7 CORPORATE MEMBER:

Any corporate entity, which shall be approved by the Executive Committee, may be admitted as a corporate member, on such terms as the Executive Committee shall from time to time stipulate.

A corporate member shall:

- a Not have any voting rights.
- b Not be eligible for election to any Club Committee.

7.8 PATRON:

The Club may, at its discretion, elect a Patron/s or Vice Patron/s with the skills and influence to advance the purposes of the Club for such period as may be deemed necessary. Such Patron/s or Vice Patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.

8.0 TERMINATION OF MEMBERSHIP:

- 8.1** Any person's membership may be terminated by the following events;
 - 8.1.1** The member resigns by informing the Executive in writing.
 - 8.1.2** The member is expelled under item 8.2 of this constitution.
 - 8.1.3** The member's annual membership subscription remains unpaid after 30th November of that year.
 - 8.1.4** The member dies.
- 8.2** The Executive Committee shall have the power to suspend or expel any member of the Club for;
 - 8.2.1** Any act detrimental to the Club, after having undertaken due inquiry.
 - 8.2.2** False or inaccurate statements made in the members' application for membership of the Club.
 - 8.2.3** Any breach of this constitution, rule, regulation, or by-law of the Club.
 - 8.2.4** Any breach of the Clubs code of conduct.
- 8.3** Any member who is expelled, suspended, or has their membership terminated, shall have the right to disputes resolution.

9.0 DISPUTES RESOLUTION.

- 9.1** The Club may consider, resolve and/or decide disputes between and among any one or more members acting in their capacity as members, or any one or more officers acting in their capacity as officers, or the Club that relate to an allegation that:
 - 9.1.1** A member or officer has engaged in misconduct or;
 - 9.1.2** A member or officer or the Club has breached or is likely to breach a duty under this constitution, or the Act or;
 - 9.1.3** A member's rights or interests as a member have been damaged or member's rights or interests generally have been damaged.
- 9.2** **How a complaint can be made:**
 - 9.2.1** Any member or an officer may make a complaint by giving to the Executive committee a signed notice in writing that:
 - a States that the member or officer is starting a procedure for resolving a dispute in accordance with the Clubs constitution; and
 - b Sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c Sets out any other information reasonably required by the Club.
 - 9.2.2** The Club 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 Club is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
 - b Sets out the allegation to which the dispute relates.
 - 9.2.3** The information given under 9.2.1b or 9.2.2b must be enough 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.
- 9.3** **Any person who makes a complaint has the right to be heard:**
 - 9.3.1** Any member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
 - 9.3.2** If the Club makes a complaint:
 - a The Club has a right to be heard before the complaint is resolved or any outcome is determined; and

b An officer of the Club may exercise that right on behalf of the Club.

9.3.3 Without limiting the manner in which the member, officer, or Club may be given the right to be heard, they must be taken to have been given the right if:

- a They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- b 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 member's, officer's, or Club's written statement or submissions (if any) are considered by the decision maker.

9.4 Any person who is the subject of a complaint has the right to be heard:

9.4.1 This clause applies if a complaint involves an allegation that a member, an officer, or the Club (the respondent):

- a Has engaged in misconduct; or
- b Has breached, or is likely to breach, a duty under the Club's constitution or policies; or
- c Has damaged the rights or interests of a member or the rights or interests of members generally.

9.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

9.4.3 If the respondent is the Club, an officer may exercise the right on behalf of the society.

9.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- a The respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b The respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c 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
- e The respondent's written statement or submissions (if any) are considered by the decision maker.

9.5 Investigating and determining the dispute:

9.5.1 The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

9.5.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

9.6 The Club may decide not to proceed further with the complaint (despite 9.4) if:

9.6.1 The dispute is between members or the Club relating to yacht racing activities that shall be settled under the processes of the Racing Rules of Sailing of World Sailing and Yachting New Zealand.

9.6.2 The complaint is trivial; or

9.6.3 The complaint does not appear to disclose or involve any allegation of the following kind:

- a That a member or an officer has engaged in material

misconduct:

- b That a member, an officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's constitution or policies:
- c That a member's rights or interests or members' rights or interests generally have been materially damaged:
- d The complaint appears to be without foundation or there is no apparent evidence to support it; or
- e The person who makes the complaint has an insignificant interest in the matter; or
- f The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- g There has been an undue delay in making the complaint.

9.7 The Club may refer the complaint:

9.7.1 The Executive committee may refer a complaint to—

- a A subcommittee or an external person to investigate and report; or
- b A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

9.7.2 The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.8 Decision makers:

9.8.1 A person may not act as a decision maker in relation to a complaint if two or more members of the Executive committee 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.

10.0 OFFICERS OF THE CLUB:

The officers of the Club are all those voted onto the Executive Committee and include:

10.1 COMMODORE:

It shall be the duty of the Commodore to;

10.1.1 Represent the Club and be the contact person for the Club unless that has been delegated to another officer of the Club.

10.1.2 Shall be the Chair at the Executive Committee meetings.

10.1.3 The Commodore shall not hold the office of Commodore for more than three consecutive years.

10.2 VICE COMMODORE:

It shall be the duty of the Vice Commodore to;

10.2.1 Assist the Commodore in the discharge of the Commodore's duties.

10.2.2 Officiate in the Commodore's absence.

10.2.3 Shall be the Chair at the Sailing Committee meetings.

10.3 REAR COMMODORE:

It shall be the duty of the Rear Commodore to;

10.3.1 Assist the Commodore and the Vice-Commodore in the discharge of their respective duties.

10.3.2 Officiate in the Commodore's and Vice-Commodore's absence.

10.4 SECRETARY:

It shall be the duty of the Secretary to;

10.4.1 Act as Secretary to the Executive Committee.

10.4.2 Make and retain minutes of all proceedings at meetings of the Executive Committee and of General Meetings of members.

10.4.3 Maintain the consents to be an officer of the Club records and the Officers Conflict of Interest Register.

10.4.4 Maintain custody of the Club's records, documents or securities.

10.5 TREASURER:

It shall be the duty of the Treasurer to;

10.5.1 Table a statement showing the financial position of the Club at each Executive Committee meeting.

10.5.2 Maintain an up-to-date register of members of the Club.

10.5.3 Prepare accounts for payment approval.

10.5.4 Collect all subscriptions, fees, and other income.

10.5.5 Prepare an annual budget.

10.5.6 Submit the Annual Financial Report including the Statement of Income and Expenditure, Assets and Liabilities to the Annual General Meeting. The auditor's/reviewer's report shall be attached to such financial report.

10.5.7 Shall after the Annual General Meeting file the Annual Return of the Club with the Incorporated Societies Registrar within six (6) months of the end of the Club's financial year.

10.6 SAILING COMMITTEE SECRETARY:

It shall be the duty of the Sailing Committee Secretary to;

10.6.1 Act as Secretary to the Sailing Committee.

10.6.2 Make and retain minutes of all proceedings at meetings of the Sailing Committee.

10.6.3 Ensure the accurate preparation and publication of the Clubs race results.

10.6.4 Maintain a register of trophies.

10.7 ALL OFFICERS OF THE CLUB:

All members of the Executive Committee are officers of the Club, and they must:

10.7.1 When exercising powers or performing duties as an officer, they must act in good faith and what the officer believes to be in the best interests of the Club.

10.7.2 Exercise a power as an officer for a proper purpose only.

10.7.3 Must not act, or agree to the Club acting, in a manner that contravenes the Incorporated Societies Act 2022 or this Constitution.

10.7.4 When exercising powers or performing duties as an officer, must exercise the care and diligence of a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation to the nature of the Club, the nature of the

decision, the position of the officer and the nature of the responsibilities undertaken by them.

10.7.5 Must not agree to the activities of the Club, or cause the Club to allow the activities of the Club, to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors.

10.7.6 Must not agree to the Club incurring an obligation unless the officer believes at that time on reasonable grounds the Club will be able to perform the obligation when it is required to do so.

10.7.7 When exercising powers or performing duties as an officer, they may rely on reports, statements, and any other information so long as the officer acts in good faith and makes proper inquiry where indicated by the circumstances.

11.0 INDEMNITY:

11.1 The Club may indemnify and/or, with the prior approval of the Executive Committee, affect insurance for its officers, members, volunteers or employees of the Club as permitted by Sections 94 to 98 of the Act.

12.0 COMMITTEES:

12.1 EXECUTIVE COMMITTEE:

12.1.1 There shall be an Executive Committee elected annually at the Annual General Meeting consisting of the elected Club officers, Immediate Past Commodore for the first year after retirement, and up to ten other members.

12.1.2 All members of the Executive Committee must be a financial member of the Club, consent to be an Executive Committee member, be at least 16 years of age and not disqualified from being an officer of any society.

12.1.3 The Executive Committee will meet monthly or as directed by the Commodore.

12.1.4 A quorum of the Executive Committee shall be five (5) of its members.

12.1.5 If the Commodore or Vice Commodore or Rear Commodore is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

12.1.6 Individual members of this Committee may be delegated responsibilities.

12.1.7 A person shall cease to be a member of the Executive Committee at the conclusion of the Annual General Meeting which follows his/her election, and he/she will be eligible for re-election.

12.1.8 A member of the Executive Committee may lose his or her seat on the Committee for either of the following;

- a Absence from three or more consecutive meetings without leave of absence.
- b Ceasing to be a financial member.

12.2 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE:

The Executive Committee may on behalf of the Club;

- a Cause minutes to be made of all proceedings at meetings of the Executive, Sailing and Special Committees and General Meetings of members.
- b Acquire, hold, lease, deal with, and dispose of any real or personal property.
- c Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
- d Fix the manner in which such banking accounts shall be operated upon, providing the Executive Committee passes all such payments.
- e Invest the Club's money –
 - In any security in which trust moneys may be invested; or
 - In any other manner authorized by the rules of the Club.
- f Borrow money upon such terms and conditions as the Club thinks fit.
- g Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit.
- h Build, construct, erect, maintain, alter, repair and insure any premises, building or other structure of any kind and to furnish, equip and improve the same for use by the Club.
- i Purchase, maintain, insure and provide storage for boats and equipment for the use of the Club and its members.
- j Fix fees, levies, fines, and charges as is deemed necessary and advisable and payable by members and nonmembers and to enforce payment thereof.
- k Accept donations and gifts on behalf of the Club.
- l Source sponsorship for the Club and its events and acknowledge the sponsorship to the members and the wider community.
- m Ensure that all Club records are always kept safely, including Financial, Racing results, Minutes, Committee records etc.
- n Publish any information by any media for promotion of the Club.
- o Provide gifts and prizes as required by the Club.
- p Organize social events for members and for the promotion of the Club.
- q Set the privileges of the members.
- r Maintain a code of conduct of the members.
- s May appoint additional members for a specific task for a fixed term.
- t At its discretion appoint agents or employees to transact any business of the Club on its behalf for reward or otherwise for such period of time, as may be deemed necessary.
- u Appoint such Special Committees or individuals to act in special capacities as it shall consider advisable and may, by Regulations not inconsistent with the rules of the Club, define, limit, extend, terminate, or vary the powers, duties and constitution of a Special Committee or individual appointed in accordance with this clause.

- v Should a vacancy occur on the Executive Committee during the term the Executive Committee may appoint a successor until the next Annual General Meeting.
- w Adjudicate on all matters brought before it which may in any way affect the Club.
- x Make, amend, and rescind regulations and by-laws to assist the operation of the Club.
- y Enter into any other contract the Club considers necessary or desirable in accordance with the Purposes of the Club and for the benefit of the Club and its members.

12.3 SAILING COMMITTEE:

12.3.1 There shall be a Sailing Committee charged with the organisation of the:

- a Club Racing Programme.
- b Club Notice of Race's and Sailing Instructions.
- c Race management for Club Racing and Regattas.
- d Facilitate all Learn to Sail programmes.
- e Training and coaching of the Club members.
- f Maintenance and use of the Club support boats.

12.3.2 The Sailing Committee shall be chaired by the Vice-Commodore.

12.3.3 The Sailing Committee shall consist of:

- a The Vice-Commodore.
- b The Sailing Committee Secretary.
- c Representatives of the Race Officers.
- d Representatives of the sailing classes.

12.3.4 All members of the Sailing Committee shall be members of the Club.

12.3.5 The Sailing Committee meeting minutes shall be sent to the Executive Committee each month in writing.

12.4 SPECIAL COMMITTEES:

12.4.1 The Executive Committee may form a Special Committee or Committees to administer and organise events and/or projects.

12.4.2 Members of a Special Committee shall be approved by the Executive Committee and must include at least one member of the Executive Committee.

12.4.3 The Commodore shall be an ex officio member of each Special Committee if not nominated to that committee.

12.4.4 All members of the Special Committee shall be members of the Club.

12.4.5 Such Special Committee shall be entitled to open a separate Club bank account for such event and/or projects for the purpose of which it was formed.

12.4.6 Each Special Committee on formation shall prepare a plan and budget to run the event and/or project. The Executive Committee shall approve this plan and budget.

12.4.7 Each Special Committees shall report to the Executive Committee as directed by the Executive Committee

12.4.8 At the end of each event and/or project the Special Committee shall be disbanded and the bank account administered by the Club.

12.4.9 A proportion of any surplus funds for an event and/or project may be held in trust by the Club for the successors of that Special Committee to assist the funding of the next similar event and/or project.

13.0 SUBSCRIPTIONS:

13.1 That Annual Subscriptions, training fees, casual race day fees and boat storage charges shall be determined at an Annual General Meeting.

13.2 These subscriptions, training fees, casual race day fees and boat storage charges may provide for a penalty for late payment, or a discount for early payment and joining the Club part way through the sailing season.

14.0 AUDIT OR REVIEW:

14.1 The Annual General Meeting shall elect or appoint an Auditor or Reviewer.

14.2 The Auditor or Reviewer shall examine and audit/review all of the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

15.0 ANNUAL AND SPECIAL GENERAL MEETINGS:

15.1 ANNUAL GENERAL MEETING:

15.1.1 The Annual General Meeting of the Club must be held within six (6) months of the end of the Club's financial year.

15.1.2 The Secretary shall give at least fourteen (14) days' notice of the date of the Annual General Meeting to all members.

15.1.3 The quorum at the Annual General Meeting shall be a minimum of fifteen (15) members with voting rights. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum the meeting shall stand and adjourn for one week.

15.1.4 An Honorarium may be paid to any or all of the Commodore, Vice Commodore, Secretary, Sailing Committee Secretary and Treasurer as approved at an Annual General Meeting.

15.1.5 The following business will be discussed at each Annual General Meeting:

- a The Commodores report.
- b The Vice Commodores report.
- c The Annual Financial Statements and Audit/Review report.
- d The setting of the Subscriptions and fees for the coming season.
- e The Election of the Executive Committee members and the Financial reviewer
- f The Conflict of Interests by officers of the Club.
- g The noting of the Leases held by the Club.
- h Notices of Motion.
- i Any other items of General business by the membership.

15.2 SPECIAL GENERAL MEETING:

15.2.1 A Special General Meeting may be called by the Executive Committee, or at the request of the Commodore and Secretary, or on the written request of three (3) members of the Club.

15.2.2 The Secretary shall give at least seven (7) days' notice, in writing, of the date of the Special General Meeting to all members. Notice of a Special General Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.

15.2.3 The quorum at the Special General Meeting shall be a minimum of fifteen (15) members with voting rights.

16.0 VOTING:

16.1 Voting powers at the Annual General Meeting and Special General Meetings.

16.1.1 Each member except the Social, Junior or Corporate members present shall have one (1) vote.

16.1.2 The Commodore shall accept written proxy votes from the membership.

16.1.3 The Commodore shall be entitled to a deliberative vote, and in the event of a tied vote, the Commodore shall exercise a casting vote.

16.2 Voting powers at Executive Committee Meetings.

16.2.1 Each individual Committee member present shall have one (1) vote.

16.2.2 The Commodore shall be entitled to a deliberative vote, and in the event of a tied vote, the Commodore shall exercise a casting vote.

16.3 Voting powers at Sailing Committee Meetings

16.3.1 Each individual Committee member present shall have one (1) vote.

16.3.2 The Vice Commodore shall be entitled to a deliberative vote, and in the event of a tied vote, the Vice Commodore shall exercise a casting vote.

16.4 Voting powers at Special Committee Meetings.

16.4.1 Each individual Committee member present shall have one (1) vote.

16.4.2 The Chairperson of that Special Committee shall be entitled to a deliberative vote, and in the event of a tied vote, the Chairperson shall exercise a casting vote.

17.0 FINANCE:

17.1 The financial year of the Club shall commence on 1 May each year.

17.2 The accounts, books and all financial records of the Club shall be audited or reviewed each year. These audited or reviewed annual financial accounts shall be submitted for approval at the Club Annual General Meeting and filed with the Incorporated Societies registrar thereafter.

17.3 All funds of the Club shall be deposited into the Club's accounts at such bank or recognized financial institution as the Executive Committee may determine.

17.4 At least two signatories shall be required for all of the Club's bank and investment accounts. The Club Executive Committee shall appoint those signatories.

- 17.5** The Executive Committee may determine at the beginning of each financial year the level of financial cash reserves required for the ongoing operation of the Club.
- 17.6** Any income, benefit or advantage shall be applied to the objectives of the Club. No members of the Club or any person associated with a member, shall participate in, or materially influence any decision made by the Club, 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 open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

18.0 THE CLUB FLAGS AND BLAZER:

Ensign:

The Ensign shall be the New Zealand flag.

Burgee:

The Club burgee shall be in the shape of a triangle with a black background divided into four quarters by an amber cross and having the letters N, P, Y, C, thereon in amber, the letter N being in the top left quarter, P in the top right quarter, Y in the bottom left quarter, and C in the bottom right quarter as shown in Appendix A.

The Commodore's Flag:

The Commodore's Flag shall be the same as the burgee with the addition of an amber crown in the top left quarter.

The Club Badge:

The official Club lapel badge shall be similar to the Club burgee in design.

The Club Blazer:

The official Club blazer shall be black with the Club Monogram as shown in Appendix A.

19.0 COMMON SEAL:

- 19.1** The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Executive Committee.

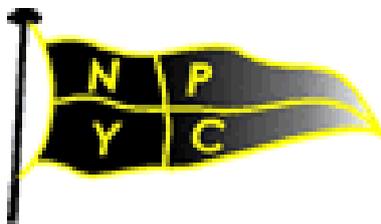
20.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 20.1** No addition to, alteration, amendment or recession of these rules shall be made except at an Annual General Meeting or Special General Meeting and by a majority of three-fourths of the members present thereat. Notice of any proposed addition, alteration, amendment, or recession shall be given to the members in the circular convening the meeting.
- No addition to or alteration or amendment of these rules shall be valid until accepted by the Registrar.
- No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause.

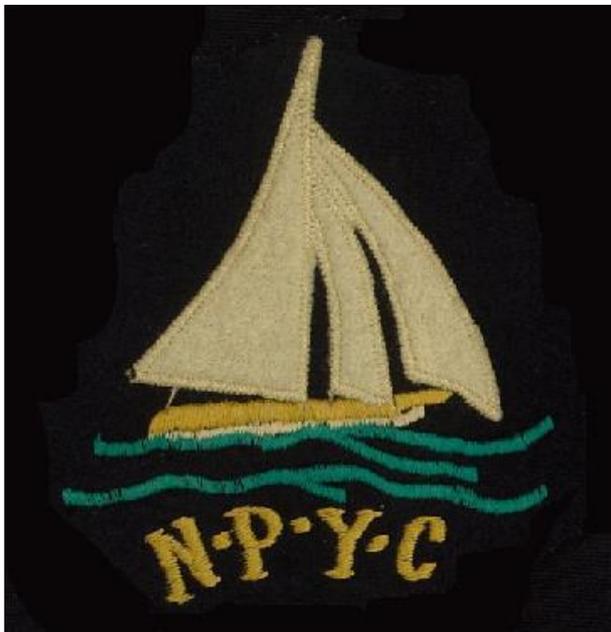
21.0 DISSOLUTION:

- 21.1** The Club may be wound up, liquidated and removed from the register of Incorporated Societies in accordance with the Act. Any resolution to this effect must be passed by at least two thirds majority by all those members present at an Annual General Meeting or a Special General Meeting.
- 21.2** If upon the winding up or dissolution of the organization there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the organization but shall be given or transferred to Waitara Boating Club or some other charitable or not for profit organization having purposes similar to the objects of the New Plymouth Yacht Club Incorporated within Taranaki.

APPENDIX A



***New Plymouth Yacht Club
Burgee***



***New Plymouth Yacht Club
Monogram***