



## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

New Plymouth Yacht Club Inc

### 2. Society number

214820

I certify that the alteration has been made in accordance with the rules of the society.

### Name

Ann Hatch

### Position

Treasurer

### Signature

*Ann Hatch*

28 / 8 / 2018

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered



### 4. Your contact details

Name and postal address

Ann Hatch  
96d Branch Rd  
Highlands Park  
New Plymouth 4312



**CONSTITUTION OF THE**  
**"NEW PLYMOUTH YACHT CLUB INCORPORATED"**

**Certificate of Incorporation Number 214820**

**HISTORY**

The New Plymouth Yacht Club Inc. was Incorporated at New Plymouth on 12<sup>th</sup> October in 1939.

This Constitution was adopted by way of amendments on 11<sup>th</sup> February 2016 and 24<sup>th</sup> July 2016 and 23 July 2017 and 5 August 2018.

**1.0 NAME:**

The name of the Club is the "New Plymouth Yacht Club Incorporated" hereinafter referred to as "the Club".

**2.0 OBJECTS:**

The Objects of the Club are:

- 2.1 For the recreation of members by conducting yacht racing and sailing;
- 2.2 To provide facilities for yacht racing and sailing;
- 2.3 To provide and maintain Clubrooms for the use of members;
- 2.4 To encourage and promote the sport of sailing and yacht racing in Taranaki;
- 2.5 To be a Member of Yachting New Zealand;
- 2.6 To foster the knowledge and understanding of the Rules of Racing, and provide the means for learning to sail, training and coaching;
- 2.7 For the benefit and development of the Club as the Members shall from time to time deem necessary or expedient;
- 2.8 The Club shall be empowered to do all things necessary which are incidental for the attainment of the Objects of the Club.

**3.0 MEMBERSHIP:**

- 3.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 3.2 Any person seeking membership shall make application to the Executive Committee, and the Executive Committee shall determine whether the application is successful or not.
- 3.3 Each person admitted to membership shall be;
  - 3.3.1 Bound by the rules of the Club;
  - 3.3.2 Come liable for such fees and subscriptions as may be fixed by the Club;
  - 3.3.3 Entitled to all advantages and privileges of their category of membership.
- 3.4 The names and addresses of all members may 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.



### **3.5 Membership Categories:**

#### **3.5.1 ORDINARY MEMBER:**

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

#### **3.5.2 HONORARY MEMBER:**

Persons 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 an Honorary Member. Honorary members shall be entitled only to the courtesy privileges of the Club.

#### **3.5.3 JUNIOR MEMBER:**

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

#### **3.5.4 INTERMEDIATE MEMBER:**

Any person under the age of 20 years but over the age of 15 years on 31<sup>st</sup> December may become an Intermediate Member.

#### **3.5.5 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 Officials shall have the same rights as Ordinary Members, except the right to participate in Club yacht racing.

#### **3.5.6 LIFE MEMBER:**

Any member may nominate a person 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.

#### **3.5.7 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

**3.5.8** The Ordinary, Junior, Intermediate and Life Members have the right to race in Club events.

**3.5.9** To race in a Club Event any other person must pay a "casual race day fee" as approved by the Club at the Annual General Meeting.

### **4. OFFICERS OF THE CLUB:**

The Officers of the Club are:

#### **4.1 COMMODORE:**

It shall be the duty of the Commodore to;

- Represent the Club and be the Chairman at meetings;
- The Commodore shall not hold the office of Commodore for more than three consecutive years.

**4.2 VICE COMMODORE:**

It shall be the duty of the Vice Commodore to;

- Assist the Commodore in the discharge of the Commodore's duties;
- Officiate in the Commodore's absence;
- Chair Club Sailing Committee meetings.

**4.3 REAR COMMODORE:**

It shall be the duty of the Rear Commodore to;

- Assist the Commodore and the Vice-Commodore in the discharge of their respective duties;
- Officiate in the Commodore's and Vice-Commodore's absence.

**4.4 SECRETARY:**

It shall be the duty of the Secretary to;

- Act as Secretary to the Executive Committee;
- Make minutes of all proceedings at meetings of the Executive Committee and of General Meetings of members;
- Have custody of the Club's records, documents or securities.

**4.5 TREASURER:**

It shall be the duty of the Treasurer to;

- Table a statement showing the financial position of the Club at each Executive Committee meeting;
- Maintain an up to date register of members of the Club;
- Prepare accounts for approval;
- Collect all subscriptions, fees and payments;
- Prepare an Annual budget;
- Submit a 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.

**4.6 SAILING COMMITTEE SECRETARY:**

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

- Act as Secretary to the Sailing Committee;
- Ensure the accurate preparation and publication of the Clubs race results;
- Maintain a register of trophies.

**4.7 PATRON:**

The Club may, at its discretion, elect a Patron/s or Vice Patron/s 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.

**5 COMMITTEES:**

**5.1 EXECUTIVE COMMITTEE:**

**5.1.1** There shall be an Executive Committee elected annually at the Annual General Meeting consisting of the Officers, Immediate Past Commodore for the first year after retirement, and up to ten other members. Individual Members of this committee shall be delegated responsibilities.

**5.1.2** 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.

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

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

**5.1.5** A member of the Executive committee may lose his or her seat on the committee for either of the following;

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

## **5.2 POWERS OF THE EXECUTIVE COMMITTEE:**

**5.2.1** 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 authorised 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 and repair 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 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 payable by members and non members and to enforce payment thereof;
- k) Accept donations and gifts on behalf of the Club;
- l) Publish any information by any media for promotion of the Club;
- m) Provide gifts and prizes as required by the Club;
- n) Organise social events for Members and for the promotion of the Club;
- o) May appoint additional members for a specific task for fixed term;
- p) 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;

- q) Appoint such Special Committee 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;
- r) Should a vacancy occur on the Executive Committee during the term the Executive Committee may appoint a successor until the next Annual General Meeting;
- s) Adjudicate on all matters brought before it which may in any way affect the Club;
- t) Make, amend and rescind regulations and by-laws to assist the operation of the Club;
- u) Enter into any other contract the Club considers necessary or desirable in accordance with the Objects and for the benefit of the Club and its members;

### **5.3 SAILING COMMITTEE:**

**5.3.1** There shall be a Sailing Committee charged with the organisation of the Club Racing Programme, Club Sailing Instructions, race administration and organisation of Club Racing and Club Regattas and facilitate "Learn to Sail", and the training and coaching of the Club members.

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

**5.3.3** The Sailing Committee shall consist of:

- The Vice-Commodore;
- The Sailing Committee Secretary;
- The senior course Principal Race Officer;
- The junior course Principal Race Officer;
- The Convenor of the Protest committee;
- The nominated representatives of each senior sailing class;
- The nominated representative of junior sailing classes.

### **5.4 SPECIAL COMMITTEES:**

**5.4.1** The Executive Committee may form a Committee or Committees to administer and/or organise Events and Projects;

**5.4.2** Members of a Special Committee shall be approved by the Executive Committee;

**5.4.3** The Commodore shall be an ex officio member of each Special Committee if not nominated to that committee;

**5.4.4** 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;

**5.4.5** Each Special Committee on formation shall prepare a Plan and Budget to run the event or project. This Plan and Budget shall be approved by the Executive Committee;

**5.4.6** Progress reports and a statement of Income and Expenditure, and Liabilities shall be made to the Executive Committee each month in writing;



**5.4.7** At the end of any special Event or Project the Special Committee shall be disbanded and the Bank account administered by the Club;

**5.4.8** A proportion of any surplus funds for an event 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 or project.

**6.0 SUBSCRIPTIONS:**

**6.1** That Annual Subscriptions and boat storage charges shall be determined at an Annual General Meeting. These subscriptions 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.

**7.0 TERMINATION OF MEMBERSHIP:**

**7.1** Any person's membership may be terminated by the following events;

**7.1.1** Resignation;

**7.1.2** Expulsion;

**7.1.3** A Member's annual membership subscription remains unpaid after 30<sup>th</sup> November of that year;

**7.2** The Executive Committee shall have the power to suspend or expel any member of the Club for;

**7.2.1** Any of the events in Item 7.1;

**7.2.2** False or inaccurate statements made in the member's application for membership of the Club;

**7.2.3** Breach of any rule, regulation or by-law of the Club;

**7.2.4** Any act detrimental to the Club, after having undertaken due inquiry.

**7.3** Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose, and the decision of the Special General Meeting shall be final.

**8.0 AUDIT:**

**8.1** The Annual General Meeting shall elect or appoint an Auditor or Reviewer;

**8.2** The Auditor or Reviewer shall examine and audit/review all 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.

**9.0 ANNUAL AND SPECIAL GENERAL MEETINGS:**

**9.1 ANNUAL GENERAL MEETING:**

**9.1.1** The Annual General Meeting of the Club must be held within four months of the end of the club's financial year;

**9.1.2** The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members;

**9.1.3** The quorum at the Annual General Meeting shall be a minimum of seven (7) ordinary members. 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;

**9.1.4** 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.

## **9.2 SPECIAL GENERAL MEETING:**

**9.2.1** 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;

**9.2.2** The Secretary shall give at least seven (7) days notice, in writing, of the date of the Special General Meeting to the 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;

**9.2.3** The quorum at the Special General Meeting shall be a minimum of seven (7) ordinary members.

## **10.0 VOTING:**

### **10.1 Voting powers at the Annual General Meeting and Special General Meetings;**

**10.1.1** Each member except the Honorary, Junior or Corporate Members present shall have one (1) vote;

**10.1.2** The Commodore shall be entitled to a deliberative vote and, in the event of a tied vote, the Commodore shall exercise a casting vote;

### **10.2 Voting powers at Executive Committee Meetings;**

**10.2.1** Each individual committee member present shall have one (1) vote;

**10.2.2** The Commodore shall be entitled to a deliberative vote and, in the event of a tied vote, the Commodore shall exercise a casting vote;

### **10.3 Voting powers at Sailing Committee Meetings;**

**10.3.1** Each individual committee member present shall have one (1) vote;

**10.3.2** 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;

### **10.4 Voting powers at Special Committee Meetings;**

**10.4.1** Each individual committee member present shall have one (1) vote;

**10.4.2** 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.

## **11.0 FINANCE:**

**11.1** All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Executive Committee may determine;

**11.2** The financial year of the Club shall commence on 1 May each year. The accounts, books and all financial records of the Club shall be audited/reviewed each year;

**11.3** 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;



**11.4** 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 arms 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.

**12.0 THE CLUB FLAG:**

**Ensign:**

The Ensign shall be the New Zealand flag.

**Pennant:**

The Pennant 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 Pennant with the addition of an amber crown in the top left quarter.



JM  
YFB

**13.0 THE CLUB BLAZER:**

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

**14.0 THE CLUB LAPEL BADGE:**

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

**15.0 COMMON SEAL:**

**15.1** 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.

**16.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:**

**16.1** No addition to, alteration, amendment or recession of these rules shall be made except at a Annual General 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.

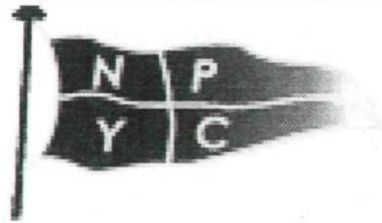
No addition to or alteration or amendment of these rules shall be valid until accepted by the Registrar.

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.

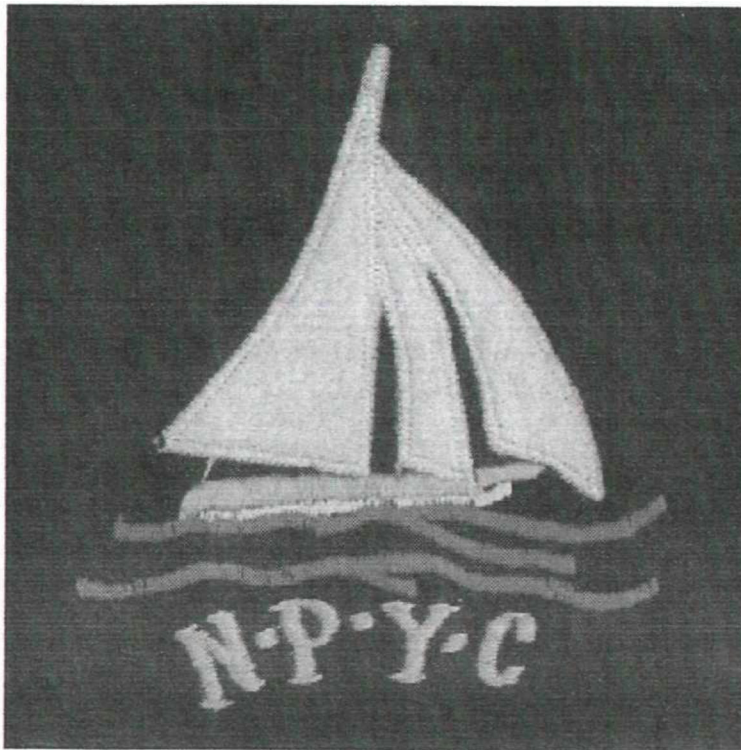
**17.0 DISSOLUTION:**

**17.1** If upon the winding up or dissolution of the organisation 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 organisation but shall be given or transferred to some other charitable or not for profit organisation having objects similar to the objects of the first organisation within Taranaki.

**APPENDIX A**



*New Plymouth Yacht  
Club Pennant*



*New Plymouth Yacht  
Club Monogram*

*TFBirell*