



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

FRENCH BAY YACHT CLUB INCORPORATED

2. Society number

221849

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

Name

DONALD WILLIAM MCBETH

Position

TREASURER

Signature

Date

29 / 07 / 2011

3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- 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.

** Note: the attached complete copy of the rules is a total rewrite and approved by the membership. [Signature]*

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 and 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

P# 11
03 AUG 2011

4. Your contact details

Name and postal address

PO BOX 60012
TITIRANGI
FRENCH BAY, WAITAKERE

Telephone (09)8151060 (treasurer)

Email (optional)

CONSTITUTION of the FRENCH BAY YACHT CLUB

1. NAME

The name of the Club shall be **French Bay Yacht Club Incorporated** ("the Club").

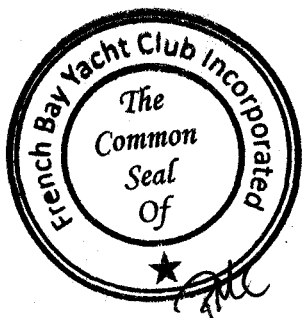
2. OBJECTS

The objects of the Club shall be:

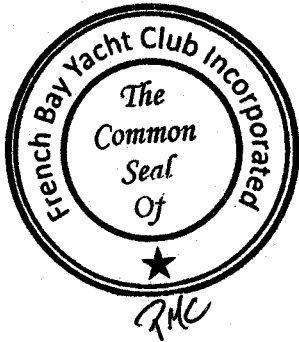
- (a) The encouragement of yachting generally and specifically to enable youth to achieve their full potential and to continue to enjoy sailing as a lifetime sport.
- (b) To further the enjoyment and safety of water activities, in particular yachting, in the local community.
- (c) To encourage leadership and respect for the marine environment and for people.
- (d) To affiliate or associate with such organisations as may be approved from time to time by the Committee.
- (e) Such other purposes connected with yachting and the welfare and development of the Club as the members shall from time to time deem necessary or expedient.
- (f) To acquire and hold land, buildings, plant and other accessories and equipment, and to maintain, repair, sell or otherwise dispose of these.

3. MEMBERSHIP

- (a) All persons interested in the objects of the Club shall be eligible for membership on payment of the prescribed annual subscription. Membership shall be deemed to run according to clause 4(a) below.
- (b) A General Committee meeting where a majority of three fourths of the members in attendance so vote shall have the power to refuse any person the right to become a member of the Club. If such a person has in advance of the meeting of the General Committee where the membership is refused paid a subscription for membership the Committee shall have the right to refuse the membership and return the subscription payment.
- (c) Any person taking up membership of the Club during the currency of the season shall pay the full subscription for the season, and no reduction of the subscription will be allowed owing to part of the season having elapsed.
- (d) The Club shall consist of the following classes of members:
 - i. **Ordinary Members:** who shall pay such annual subscriptions as may be fixed for ordinary members from time to time by the Annual General Meeting. They shall have full rights of membership.
 - ii. **Family Members:** shall be couples or sole parents and their children, the children being full time students under the age of 20 years. They shall pay such annual subscription for Family Members as may be fixed from time to time by the Annual General Meeting. They shall have the rights of full or junior members of the Club according to their age, with no more than ~~two votes per~~ family membership.
 - iii. **Junior Members:** shall be full time students under the age of 20 years. They shall pay such annual subs



for junior members as may be fixed from time to time by the Annual General Meeting. Junior members shall have no voting powers save at Special Meetings of junior members called to discuss matters particularly concerning them.



iv. **Life Members:** who have been elected according to rule 19 of this constitution shall have the same rights as ordinary members but will not be required to pay any subscription.

v. **Non-Sailing Associate Members:** shall pay such annual subscription for non-sailing members as may be fixed from time to time by the Annual General Meeting. Non-sailing members shall have no voting power nor be eligible to hold office but shall be entitled to all other privileges of membership of the Club.

vi. **Patron and Vice Patrons:** shall have the rights of ordinary members of the Club.

4. SUBSCRIPTIONS

- (a) Subscriptions for the various classes of membership shall be set at the Annual General Meeting, and shall be in respect of the period from the 1st day of October in each year to the 30th day of September in the succeeding year.
- (b) The outgoing committee shall recommend a scale of fees for the ensuing year to the Annual General Meeting, such recommendations to be contained in the notice of meeting.
- (c) Members shall pay all subscriptions duly set by the Annual General Meeting by one calendar month following the Opening Day of each season or shall be declared unfinancial and not entitled to the privileges of membership.
- (d) Entrance Fees for the various classes other than life membership may be set by the Annual General Meeting.

5. CONDUCT OF MEMBERS

- (a) All members shall be subject to the Rules and By-Laws of the Club.
- (b) The General Committee shall have the power to call before them at any time any member accused of or guilty of any conduct which in their opinion is detrimental to the interests or status of the club and, upon investigation and subject to the right of such members to appeal to a General Meeting of the Club convened for the purpose of considering such an appeal, may suspend such member from membership for such time as they think fit, or expel such member from membership whether or not such member appears before them when called upon to do so.

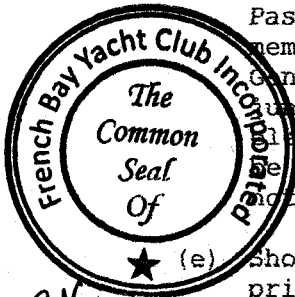
6. CESSATION OF MEMBERSHIP

- (a) Any member may resign from membership of the Club at any time by giving notice to that effect in writing to the Secretary and by paying all arrears of subscriptions up to the date of giving such notice.
- (b) The Treasurer shall report to the General Committee the name of every member whose subscription is twelve months in arrears and the General Committee shall have power at any time thereafter to remove the name of such member from the membership roll of the Club so long

as the subscription is still in arrears.

7. OFFICERS, GENERAL COMMITTEE and SAILING SUB-COMMITTEE

- (a) The officers of the Club shall consist of a Patron, Vice-Patrons, Commodore, Vice-Commodore, Rear-Commodore, Immediate Past Commodore (until the close of the Annual General Meeting subsequent to that at which he or she ceased to hold the office of Commodore), Secretary, Treasurer, Hon. Auditor and Hon. Solicitor. The Commodore, Vice-Commodore and Rear-Commodore shall be known as the Flag Officers.
- (b) All Officers other than the Patron, Vice Patrons, Hon. Auditor and Hon. Solicitor shall be nominated and elected from amongst the ordinary, family (other than junior) and life members at the Annual General Meeting. Such election shall be by ballot. No member absent from the meeting shall be nominated and elected unless the Secretary has received a written notice of consent from that member.
- (c) Should any office become vacant prior to the next Annual General Meeting the General Committee may appoint a member to fill the vacancy until the next Annual General Meeting.
- (d) The General Committee shall consist of the Flag Officers, Immediate Past Commodore, Secretary, Treasurer, and two other financial members. These members shall be nominated and elected at the Annual General Meeting from amongst the ordinary, family (other than junior) and life members at the Annual General Meeting. Such election shall be by ballot. No member absent from the meeting shall be nominated and elected unless the Secretary has received a written notice of consent from that member.
- (e) Should any such elected committee members position become vacant prior to the next Annual General Meeting the General Committee may appoint a member to fill the vacancy until the next Annual General Meeting.
- (f) Subject to the direction of a General Meeting of members, the entire management of the Club and its property shall be deputed to the General Committee.
- (g) Five members personally present shall constitute a quorum of the General Committee.
- (h) The General Committee may, from time to time, establish (or dis-establish) sub-committees. The General Committee may delegate roles or responsibilities to these sub-committees. At least one member of each sub-committee shall be a member of the General Committee. Three members personally present shall constitute a quorum of a sub-committee. The sub-committee shall report to the General Committee. The General Committee has the power of appointment and removal of members of any sub-committee. The General Committee shall approve all expenditures proposed by or budgets of a Sub-committee.
- (i) The General Committee shall meet monthly except for the month of January when no meeting need be held unless so decided by the committee.
- (j) Any member of the General Committee who is absent from three consecutive meetings without leave obtained in advance from the committee shall forfeit their seat on the committee. After serving notice to this effect on the non attending member the committee shall appoint a new member of the committee as for a casual vacancy in the terms of Rules 7(c), 7(e) and 7(h).



8. MEETINGS

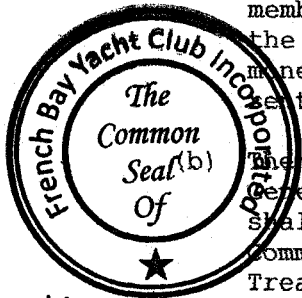
The Annual General Meeting shall be held between 1 September and 31 October each year at a time and place to be decided by the General Committee. A minimum of fourteen (14) days written notice of the Annual General Meeting shall be given to members.

9. PROXIES

- (a) A financial ordinary member may appoint any other financial ordinary member as his or her proxy to vote for and on behalf of such a member at any Special or General Meeting of the Club.
- (b) The instrument appointing a proxy shall be in writing under the hand of the member and shall be lodged with the Secretary before or at the commencement of the meeting at which it is to be exercised. All such proxies shall hold good for any adjournment of such a meeting.

10. CONTROL OF FUNDS

- (a) The income and property of the Club wherever derived shall be applied solely towards the promotion of the objects of the Club as set forth in these rules. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Club. Nothing herein contained shall prevent the payment of reasonable and proper remuneration to any officers or servants of the Club or to any member of the Club for any services rendered or goods supplied in the ordinary way of business, nor prevent the payment of interest on money borrowed from any member of the Club or reasonable and proper interest for premises demised or let by any member to the Club.



The funds of the Club shall be kept with such Bank or Banks as the General Committee shall from time to time determine. Such funds shall be operated on by at least two members of the General Committee, which shall be drawn from the elected Flag Officers, Treasurer or Secretary. A minimum of three signatories shall be nominated for the elected term.

- (c) Any funds operated by a sub committee formed for any purpose whatsoever shall be subject to the directions of the General Committee.
- (d) All sub committees shall furnish a financial statement to the monthly meeting of the General Committee if so required.
- (e) All payments and bank communication shall be authorised as follows: The Commodore and any other authorised signatory jointly, or the Treasurer and any other authorised signatory jointly.

11. BORROWING POWERS

The Club may borrow with or without giving security over any of its assets and may give such mortgages and charges to secure any monies borrowed as the General Committee may think fit, provided that no monies shall be borrowed except in accordance with a resolution approving such borrowing passed by a three fourths majority of members present and voting at a General Meeting of which notice has been given specifying the intention to move such a resolution.

12. **COMMON SEAL**

The Common Seal of the Club shall be kept in the custody of the Secretary and shall be affixed to any necessary document in accordance with a resolution passed by the General Committee and in the presence of two members of the Finance Committee of the Club.

13. **COMMODORE**

The Commodore shall preside at all Special Meetings General Meetings and meetings of the General Committee.

14. **VICE-COMMODORE**

The Vice-Commodore shall assist the Commodore in the execution of the duties of office and in the absence of the Commodore shall officiate as the Commodore's deputy.

15. **REAR-COMMODORE**

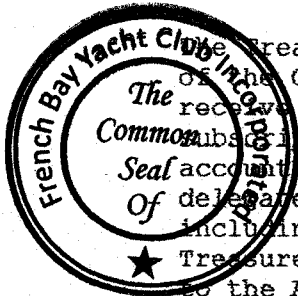
The Rear-Commodore shall assist the Commodore and the Vice-Commodore in the execution of their duties of office and in the absence of the Commodore and the Vice-Commodore shall officiate as the Commodore's deputy.

16. **SECRETARY**

The Secretary shall attend and vote at all Special and General Meetings of the Club and the General Committee and shall keep minutes of the proceedings of such meetings, conduct the correspondence of the Club and issue Notices of Meeting. The Secretary shall keep the register of members of the Club and provide timely registration of notices and documentation as required by the Registrar of Incorporated Societies

17. **TREASURER**

The Treasurer shall attend and vote at all Special and General Meetings of the Club and meetings of the General Committee. The Treasurer shall receive and pay to the credit of the Club's bank accounts all subscriptions and other monies payable to the Club, and shall pay all accounts that have been properly passed for payment. The Treasurer may delegate the responsibility for the management of hall hire bookings including the processing and banking of hall hire fees and bonds. The Treasurer shall produce to the General Committee at their meeting prior to the Annual General Meeting a Statement of Financial Performance with a Statement of Financial Position duly reviewed for the Club. The Treasurer shall produce to the monthly meeting of the General Committee a statement showing the financial position of the Club.



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18. **REVIEWER OF FINANCIAL STATEMENTS**

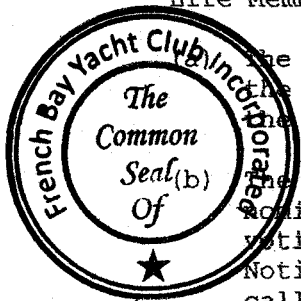
The Club shall appoint an accountant to review the annual financial statements of the Club ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement. The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

The reviewed accounts of the club showing the true financial position of the club at the end of the financial year (balance sheet & income and expenditure account) shall be presented to the Annual General Meeting

19. LIFE MEMBERS

Any member of the Club may at a General Meeting of the Club be elected a Life Member provided that:



The proposal to elect such a Life Member shall first be submitted to the general Committee, who shall recommend or decline to recommend the nomination to the next General Meeting.

The election will be held at the next General Meeting following the nomination. A three-fourths majority of the members present and voting at the meeting shall be necessary to elect a Life Member. Notice of the election shall be given in the Notice of Meeting calling the General Meeting. The election shall be conducted by ballot.

20. BYLAWS

- (a) The General Committee shall have the power to make By Laws covering the conduct of Members and Visitors in and about the Clubhouse and other Club property. A copy of the By Laws currently in force shall be on display in the Clubhouse at all times.
- (b) The General Committee shall make, amend or revoke such By Laws if so directed by the majority of members present and voting at a General Meeting of the Club. No further change shall be made to such a By Law by the General Committee unless so directed by a further General Meeting of the Club.

21. ALTERATIONS TO CONSTITUTION

- (a) The Constitution of the Club may be altered, added to or rescinded by a three fourths majority of members present and voting at a Special or General meeting of the Club. Notice of any proposed alteration shall be given in the notice convening the meeting at which such amendment is to be considered.
- (b) No motion affecting the Constitution which has been duly considered shall be brought forward again during the same financial year unless with the consent of the majority of members of the Club obtained in writing.

22. WINDING UP

- (a) The Club may be voluntarily wound up if at a General Meeting a resolution (of which Notice of Motion has been given on the Notice of Meeting calling the General Meeting) requiring the Club to be wound up is passed and the resolution is confirmed at a subsequent General Meeting called for that purpose and held no earlier than

thirty (30) days after the date the resolution so to be confirmed was passed.

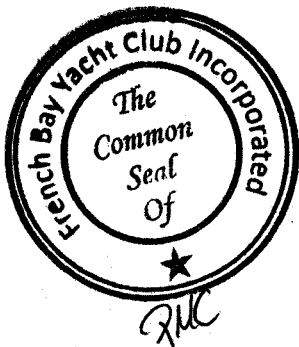
- (b) Upon the winding up of the Club the property and effects of the Club remaining after satisfaction of all debts and liabilities shall not be paid or distributed amongst members but shall be given transferred or distributed in such a manner as shall be determined by the members of the Club in General Meeting at or before the time of winding up or dissolution.

23. CURRENT RULES TO PREVAIL

- (a) These rules rescind and will prevail over all previous rules of the Club.

- (b) The business of the Annual General Meeting shall be:

- i. To receive and consider the report of the outgoing General Committee.
- ii. To receive and consider the reviewed Annual Financial Report and Statement of Accounts.
- iii. To fix the subscriptions and any other fees for membership of the club for the various classes of membership for the coming year.
- iv. To elect the Officers and General Committee of the Club for the coming year.
- v. To transact any special business of which Notice of Motion has been given to the Secretary not later than the first day of August prior to the Annual General Meeting.
- vi. To transact any general business.

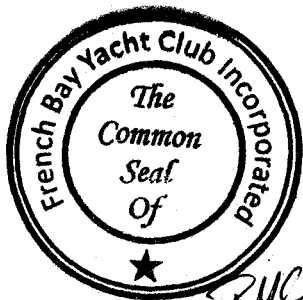


- (c) The General Committee may convene a Special Meeting of the Club at any time and shall do so forthwith on receipt by the Secretary of a written request signed by not less than ten (10) financial ordinary members of the Club stating the purpose for which the meeting is required. Not less than seven (7) days notice in writing shall be given to members of a Special Meeting. Such written request may be satisfied by each of those members supporting the request sending a personal email or fax to the Secretary to that effect.
- (d) At all General and Special Meetings of the Club ten (10) financial ordinary members personally present shall constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of the business.
- (e) If any General or Special Meeting shall lapse for want of a quorum, the business for which such meeting was called shall be dealt with at the next General Committee meeting. Any member who attended the lapsed meeting even though not a member of the General Committee may speak and vote at the General Committee meeting where the business that was to be dealt with at the lapsed meeting is considered.
- (f) The Chair of a Special or General Meeting with the consent of the meeting may adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business left unfinished from the meeting from which the adjournment took place.

24. VOTING

- (a) The only persons entitled to vote at Special and General Meetings of the Club shall be financial ordinary members as defined in Rule 3 (d)i, (d)ii, (d)iv, and (d)vi hereof.
- (b) Unless otherwise provided every question put to a Special or General Meeting of the Club shall in the first instance be decided on the voices provided that any ordinary financial member present may require a show of hands and further provided that if a poll shall be demanded by three (3) ordinary financial members present at the meeting that poll shall be conducted forthwith and the result of the poll shall decide the question.
- (c) In the event that a vote on any question is tied with an even number of votes cast for and against the question the chair shall have a casting vote in addition to a deliberative vote.

ADOPTED 08 MAY 2011



SECRETARY

COMMODORE

REAR COMMODORE

SIGNED 11 MAY 2011