



## RULES OF

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# THE SHORT-HANDED SAILING ASSOCIATION OF NEW ZEALAND INCORPORATED

## 1. NAME

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The name of the Society shall be:

THE SHORT-HANDED SAILING ASSOCIATION OF NEW ZEALAND INCORPORATED

## 2. OBJECTIVES

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The objects for which the Society is established are:

- a. To promote amateur short-handed sailing
- b. To make necessary regulations and by-laws for the government, control and management of the Society generally
- c. To purchase lease hire or otherwise acquire if necessary land buildings vehicles and other real or personal property which the Society may from time to time deem necessary or expedient or useful in connection with any of the Society's undertakings or activities and that either alone or in conjunction with any other Association person firm or corporation to build erect alter or improve or contribute towards the cost of building erecting or improving any such buildings or other property as aforesaid.
- d. To invest any of the Society's funds in such investments or assets as the Society may from time to time decide upon (notwithstanding that the same may be of a wasting speculative or reversionary nature).
- e. To do all such other matters and things as in the opinion of the committee shall be conducive to the attainment of any of the foregoing objects or to the exercise of any of the foregoing powers.



### 3. INTERPRETATION

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In these Rules and in any By-laws of the Society unless a contrary intention appears "Society" means SHORT-HANDED SAILING ASSOCIATION OF NEW ZEALAND INCORPORATED "Committee" means the Committee for the time being appointed under the Rules of the Society, "Year" means the year of the Society and words importing the masculine gender shall be deemed to include the feminine gender and words importing the singular number shall be deemed to include the plural and vice versa. All references to "members" shall equally apply to "individual members", "Honorary Members", "Honorary Life Members" and "Associate Members"

### 4. MEMBERSHIP

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- a. The Membership of the Society shall consist of:
  - i. The persons who shall sign the Application for Incorporation of the Society **are current fully paid up members of the society, and consent to being a member.**
  - ii. Members who may subsequently be admitted to membership as hereinafter provided.
  - iii. Honorary Members and Honorary Life Members being persons elected for a stated term or for life at a General Meeting of the Society on the recommendation of the Committee in recognition of services rendered to the Society and subject to such privileges as the Society may decide.
  - iv. Associate Members being any organisation or person, or body interested in the promotion of the objects of the Society subject to such privileges as the Society in General Meeting may decide.
- b. **Election to Membership.** Applications from persons desirous of joining this Society must be completed on the club website, and payment of required fees made. Each person so applying shall furnish such information as the Committee may require. Committee may in its discretion accept or refuse any application for membership.
- c. **Resignations.** Failure to pay membership fees within 28 days of the due date will result in a lapse in membership.
- d. **Suspension or Expulsion.** The committee may suspend or expel from membership any member wilfully disobeying any of the rules by-laws or guilty of any conduct rendering him in the Committee's opinion unfit or unsuitable to be a member of the Society or deserving of suspension or expulsion provided that before such suspension or expulsion he shall be given the opportunity to wait on the meeting to hear any accusations against him, ask questions and give explanations and the meeting shall hear what he has to say by way of defence.
- e. The committee shall have power, from time to time, to purge the list of members and to delete therefrom the names of members whose subscriptions remain unpaid for more than three (3) calendar months from the date of falling due.



## 5. SUBSCRIPTIONS AND LEVIES

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- a. All members shall pay such subscriptions as are determined by the Committee and if no subscription is determined in any one year, then the subscription set the previous year shall apply.
- b. Subscriptions shall be due on the anniversary of the date a member joins the society
- c. The Society, in a General Meeting, may also decide what further fees, including Entrance Fees and Levies, if any, may be paid for any purpose covered by these rules.

## 6. ALTERATION TO RULES

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- a. The Rules of the Society may be altered, added to, repealed or replaced by a resolution of a three fifths majority of the votes recorded by those present at any General Meeting. The notice calling it shall have specified the proposed alteration repeal or substitution but nothing in this rule shall prohibit the amendment at any General Meeting of any proposal which has been specified in the notice calling the meeting. Notice of any motion importing a change in the Rules shall be forward in writing to the Secretary not later than one month before the date of the General Meeting, twenty-one days' notice of such proposed alteration to be given to all members.
- b. No addition to, or alteration or deletion of the amateur sports objectives, Application of funds, No Private Pecuniary Profit, Members Not to Influence Remuneration, Commercial Rates, Conflict of Interests, or the Winding up clauses shall be made without the approval of the Inland Revenue Department (or its statutory successor in the approval of amateur sports promoters). 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.

## 7. GENERAL MEETING

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- a. General meetings shall be either special general meetings or annual general meetings as hereinafter provided.
- b. **Annual General Meeting.** The Committee shall arrange for the Annual General Meeting to be held annually at such time and place as the Society or Committee may determine but not later than the end of June in each year.
- c. The Committee may, at any time, and shall with seven days after a requisition in writing signed by five members (which requisition shall set out the business proposed to be transacted at such meeting), call a special General Meeting for any purpose or purposes, such meeting to be held no later than 28 days from the date of the original requisition. At any meeting, so called, only the business set out in the notice shall be dealt with.



- d. **Attendance at General Meeting.** The following shall be entitled to attend General Meetings:
- i. Officers of the Society and the Patron
  - ii. Members of the Committee
  - iii. Members of the Society
  - iv. Honorary Members and Honorary Life Members
  - v. In the case of associate members one delegate therefrom.
- e. Voting and Mode of Voting: -
- i. At all general meetings every member present shall be entitled to one vote on every motion, such vote to be exercised in person and in the case of equality of votes the Chairman shall have a casting as well as deliberative vote.
  - ii. Mode of voting on all questions other than elections shall be by the voice, or if the Chairman or any other member shall require by show of hands and the declaration of the Chairman that any resolution has been carried shall *be* deemed conclusive evidence of the fact unless a poll is demanded by at least five members immediately after the Chairman's declaration when the vote is taken or on the voices or show of hands.
  - iii. The mode of voting during elections at general meetings where the nominations exceed the vacancies shall be by secret ballot for which purpose a sufficient number of scrutineers shall be appointed at the meeting. In any such ballot any vote cast for more than the full number to be elected shall be deemed to be informal.
  - iv. Every question shall be decided by a majority of votes.
- f. **Procedure at General Meeting.** At all General Meetings the chair will be taken by the Chairman but if he is not present at the time the meeting is due to start, those present shall elect a Chairman from the meeting among the officers (except the Hon. Secretary) and the Committee present and willing to act, and if no Officer or member of the Committee is present then from among the members generally and the Chairman, so elected, shall remain in the chair until the arrival of the usual Chairman.
- g. **The Quorum.** The quorum at General Meetings shall be seven persons present.
- h. If there is no quorum present within half an hour after the time fixed for commencement of the meeting, the meeting shall stand adjourned to the same day and hour of the following week. Those present, at such adjourned meeting, shall be competent to transact all the business for which the meeting was called, notwithstanding that there may be fewer than the above-mentioned number of members present.
- i. Notices of any Special General Meeting and of the Annual General Meeting shall be sent by the Secretary by email to all members not less than 21 days prior to the date thereof. Such notice must specify the business which it is proposed to lay before such General Meeting.
- j. **Minutes will be kept for any AGM, SGM and Committee meetings by an assigned member of the existing Committee.**



## 8. PATRON

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A patron may be elected at the Annual General Meeting and such an appointee shall have all the privileges of an Officer of the society.

## 9. OFFICERS AND COMMITTEE

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- a. The Officers of the Society shall comprise:
  - i. A President
  - ii. A Chairman
  - iii. A vice-Chairman
  - iv. An Honorary Secretary and an Honorary Treasurer or an Honorary Secretary —Treasurer
  - v. Immediate past President
- b. Officers shall hold office until their successors are appointed
- c. **Secretary-Treasurer.** In lieu of an Hon. Secretary-Treasurer the Society in General Meeting may authorise the Committee to appoint a salaried Secretary who shall have no voice in the management of the Society's affairs; should such a course be followed then the Annual General Meeting may appoint an Hon. Treasurer in lieu of an Hon. Secretary-Treasurer.
- d. Subject to the decisions of the Society in General Meeting the entire management and control of the Society affairs and property, both real and personal, shall be in the hands of the Committee, all of whom shall be elected at the Annual General Meeting.
- e. **The Committee, including officers, shall number not more than 13, and not less than 7.**
- f. Nominations for the offices of President, Hon. Secretary, Hon. Treasurer (or Hon. Secretary-Treasurer) and members of the Committee of the Society shall be made at the Annual General Meeting.
- g. The **full** Committee shall elect the Chairman and Vice Chairman
- h. **Committee Meetings.** The Committee shall meet at such times and places as it may from time to time decide and a meeting shall be called on the requisition of either the Chairman, The Hon. Secretary, or any two of the Committee members. Any such meeting so requisitioned shall be held with seven (7) days of the receipt of such requisition.
- i. **Quorum for Committee Meetings.** At any Committee meeting five persons present shall constitute a quorum and the Chairman shall in case of equality of voting have a deliberative as well as a casting vote.
- j. Any casual vacancy occurring in the Committee during the year may be filled by the Committee.
- k. All officers and members of the Committee must be financial members of the Society.



- l. The term of Office for Officers and Committee members will be one year, from one AGM to the next AGM.
- m. The full committee may by a ¾ majority decision remove any or all the Officers from Office following the majority vote of a special General meeting or upon the respective Officer negligently putting the Society or its members at risk, or by way of causing the SSANZ organisation and its activities to fall into disrepute, or by gross misconduct.
- n. The Committee will identify one of its members who along with the Hon Secretary maintain an up-to-date register of all current members.

## 10. POWERS AND DUTIES OF COMMITTEE

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In addition to managing the day-to-day affairs of the Society the Committee shall have the following powers:

- a. To consider and adjudicate on any apparent infringement of the Rules of the Society.
- b. To settle any question which may arise, and which is not especially provided for in the rules.
- c. To regulate its own affairs in such a manner as it may deem fit.
- d. Management and following appropriate procedures for resolving disputes and complaints.
- e. The Committee may receive, consider, and act upon any written resolution which relate to the objectives, delivery, and operation of SSANZ without the need to call for an AGM or SGM where a fundamental change to the Constitution and objectives is not proposed but relates to the running of the Society.

## 11. FINANCE and ANNUAL REPORT

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- a. The financial year of the Society shall end on the 31<sup>st</sup> day of March in each and every year.
- b. A report of the year's activities and a statement of Receipts and Payments shall be prepared by the Committee for presentation to the next Annual General Meeting.
- c. An Honorary Auditor for the current year may be appointed at every Annual General Meeting. The Committee may appoint the Hon. Auditor if the Annual General Meeting omits to do so.
- d. The Society shall have the power to open and operate any Bank Account or Accounts at the discretion of the Committee any such accounts may be operated upon, the cheques and other withdrawals signed and/or endorsed by such person or persons as the Committee from time to time decide provided that the Committee may in particular authorise one person to endorse cheques to be paid to the credit of any Bank Account of the Society.

## 12. BORROWING POWERS

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The Society may, at the discretion of the Committee, raise or borrow money upon any mortgage or debentures or other security charging any of the real or personal property of the Society or any part or parts thereof and the Society may borrow any money either by way of overdraft or otherwise without security at the discretion and upon such terms as the Committee may from time to time decide.

## 13. **BY-LAWS**

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The Committee shall have the power to make alter or repeal such by-laws as it may think fit for the wellbeing of the Society and the decision of the Committee on all questions shall be final and binding unless and until set aside or varied by the Society in General Meeting. The Committee shall have power to delegate all or any or portion of its powers to any sub-committees, person or persons as the Committee in its sole discretion may deem fit.

## 14. **USE OF FUNDS**

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No profit or other funds of the Society shall be used or made available to be used for private pecuniary profit of any individual member, either during the active life of the Society or on dissolution.

## 15. **WINDING UP**

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If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any funds or property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other amateur sports promoter or charitable organisation as may be decided upon by the Committee immediately before the date of winding up.

## 16. **APPLICATION OF FUNDS.**

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All funds and assets of the Society shall be applied within New Zealand towards furthering the exclusively charitable objects of the Society.



## 17. NO PRIVATE PECUNIARY PROFIT

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No private pecuniary profit shall be made by any person involved in this Society, except that:

- i. any employee or member of the Society (whether a Committee Member or not) may receive full reimbursement for all expenses properly incurred by them in connection with the affairs of the Society.
- ii. the Society may pay reasonable and proper remuneration to any employee or member of the Society (whether a Committee Member or not) in return for services actually rendered to the Society.
- iii. any member of the Society (whether a Committee Member or not) may be paid all professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that person is a member, employee or associate, in connection with the affairs of the Society.
- iv. any member of the Society (whether a Committee Member or not) may retain any remuneration properly payable to them by any company or undertaking for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Society.

## 18. MEMBERS NOT TO INFLUENCE REMUNERATION

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Any person who is a member of the Society (whether a Committee Member or not) shall not be able to determine or materially influence in any way whatsoever any income, benefit, or advantage that they may receive as a result of their employment by the Committee any such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.

## 19. COMMERCIAL RATES

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Notwithstanding anything expressed or implied in this Constitution, no commercial transaction will be entered into with any member (whether a Committee Member or not) or person associated with a member of the Association unless, having regard to the terms and conditions of the loan or agreement, payment by way of interest or rent shall not exceed current commercial rates and receipts by way of interest or rent shall not be at less than current commercial rates.





## 20. CONFLICT OF INTERESTS

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Any Committee Member who is, in any way interested or concerned directly in any property or undertaking in which the Society is or may be concerned or involved, shall disclose the nature and extent of their interest to the Committee and shall take no part whatever in any deliberations of the Committee concerning any matter in which that member is or may be interested, other than to prove a quorum.

## 21. DISPUTE RESOLUTION

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21.1 The SSANZ committee may consider, resolve, and/or decide disputes between and among any one or more Members acting in their capacity as Members, any one or more Officers acting in their capacity as Officers and SSANZ, that relate to an allegation that: (a) a member or an Officer has engaged in misconduct; or

(b) a member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

(c) SSANZ has breached, or is likely to breach, a duty under this Constitution or the Act; or

(d) a member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

21.2 A Member or an Officer may make a complaint by giving written notice to the Committee, or any subcommittee established for this purpose, that:

(a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution.

(b) sets out the allegation to which the dispute relates and who the allegation is against; and

(c) sets out any other information reasonably required by SSANZ.

21.3 SSANZ may make a complaint involving an allegation against a member or an Officer by giving Notice to the person concerned that:

(a) states that SSANZ is starting a procedure for resolving a dispute under this Constitution; and

(b) sets out the allegation to which the dispute relates.

21.4 Unless SSANZ decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

(a) the Member has 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 written statement or submissions, if any, are considered by the decision maker.

21.5 If SSANZ makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined, and a Committee Member may exercise that right on behalf of SSANZ. SSANZ 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) its written statement or submissions, if any, are considered by the decision maker.

21.6 The Member or Officer who, or SSANZ which, is the subject of the complaint (Respondent) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is SSANZ, a Committee Member may exercise the right on behalf of SSANZ.

21.7 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 to be 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.

21.8 SSANZ must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

21.9 Despite the content of this clause and any other clause in this Constitution, SSANZ may decide not to proceed with a matter if:

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind: (i) any material misconduct; or (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or (iii) any material damage to a member's rights or interests or Members' rights or interests generally; or

(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the complaint has an insignificant interest in the matter; or (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the complaint; or

(g) another process applies to the nature of the conduct, incident, event, or issue giving rise to the complaint.

21.10 SSANZ 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;



or

(c) with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

21.11 An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is the Committee or a complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

21.12 The dispute resolution procedure set out above does not apply to the process set out in clause 9.m (Removal Committee)