Constitution of

The Auckland Rowing Club Incorporated

19 December 2025

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Constitution dated 2025

1 Preliminary

The Club, the Committee, the Members, and each officer of the Club have the rights, powers, duties, and obligations set out in the Act except to the extent that they are negated or modified in accordance with the Act by this Constitution.

2 Interpretation

2.1 Definitions

In this Constitution, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

'**Act**' means the Incorporated Societies Act 2022.

'**Annual General Meeting**' means the annual general meeting of the Club, convened and conducted in accordance with this Constitution.

'**Balance Date**' means 31 March or any other date adopted by the Committee in accordance with the Act.

'**Boatshed**' means the building and surrounding area primarily used by the Club to carry out its Purposes.

'**Code of Conduct**' means the code of conduct adopted by the Committee pursuant to rule10 with which every Member must comply.

'**Committee**' means the committee of Members (or non-Members, as allowed for in this Constitution) for the time being elected to manage the affairs of the Club pursuant to this Constitution.

'**Committee Member**' means a member of the Committee for the time being, appointed in accordance with this Constitution.

'**Constitution**' means this constitution as amended from time to time in accordance with rule 24 or as amended in any other manner permitted by law.

'**Chairperson**' means the person for the time being holding office as chairperson of the Club pursuant to rule 11.4.

'**Club**' means the incorporated society constituted by this Constitution and known by the name specified in rule 3.

'**Complaint**' has the meaning given to it in section 38(2) of the Act and is commenced in accordance with Schedule 1 of this Constitution.

'**Deputy Chairperson**' means the person for the time being holding office as deputy chairperson of the Club pursuant to rule 11.4.

'**Dispute**' has the meaning given to it in section 38(1) of the Act.

'**Executive Officer**' means a person for the time being holding office as an executive officer of the Club pursuant to rule 11.6.

'**Financial Year**' means the year ending on the Balance Date of the Club.

'**Honorary Executive**' means a person for the time being holding office as an honorary executive of the Club pursuant to rule 19.1.

'**Life Member**' means a person who has given outstanding service to the Club and is rewarded for such service by being appointed as a member in accordance with this Constitution.

'**Member**' means both Life Members and Ordinary Members.

'**Ordinary Member**' means a person or organisation, other than a Life Member, who is a member of the Club in accordance with this Constitution.

'**Ordinary Resolution**' means a resolution passed at a general meeting of the Members or Committee Members by a simple majority of those who are present in person or by proxy and who are entitled to vote on the resolution.

'**Purposes**' means the purposes of the Club specified in rule 4.1.

'**Registered Office**' means the registered office of the Club for the time being, determined in accordance with rule 4.1.

'**Registrar**' means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Act.

'**Rowing New Zealand**' means the New Zealand Rowing Association Incorporated or such successor governing body responsible for organising and managing the sport of rowing in New Zealand.

'**Special General Meeting**' means a general meeting of the Club, other than the Annual General Meeting, convened and conducted in accordance with this Constitution.

'**Special Resolution**' means a resolution passed at a meeting of the relevant persons by a majority of not less than 75% of those persons who are present in person or by proxy and are entitled to vote on the resolution.

'**Working Days**' has the meaning given to it in section 13 of the Legislation Act 2019.

2.2 **General construction**

a **No definition**: Unless the context otherwise requires, any expression not defined in this Constitution but defined in the Act will bear the same meaning in this Constitution as in the Act (whether or not such expression is capitalised when used in this Constitution).

b **Headings**: Headings are for reference only and are not an aid in interpretation.

c **Reference to statutes**: Unless the context otherwise requires, references to a statute include:

i amendments to that statute;

ii a statute passed in substitution for that statute; and

iii regulations passed under that statute (or any of that statute's amendments or under a statute passed in substitution for that statute).

d **References to meetings**: References to a general meeting means both an Annual General Meeting and Special General Meeting.

e **Rules**: References to rules are to the rules of this Constitution.

f **Clauses**: References to clauses are to clauses of Schedule 1, Schedule 12, Schedule 13, and Schedule 24 of this Constitution.

g **Singular and plural**: In this Constitution, if not inconsistent with the context, words importing the plural include the singular and vice versa and words importing gender import all genders.

3 Name of club

The name of the Club shall be '**The Auckland Rowing Club Incorporated**' or such other name as is determined in accordance with sections 117 to 120 of the Act.

4 Purposes of the club

4.1 Purposes

The Purposes of the Club shall be to:

a participate in and promote the sport of rowing for the enjoyment of its Members and the wider community;

b provide, maintain and manage the Boatshed, plant and equipment;

c compete at the New Zealand National Rowing Championships and other rowing regattas;

d develop a pathway to enable rowers to achieve selection to a New Zealand rowing team;

e actively attract all categories of membership of the Club;

f create opportunities for all Members to reach their potential as rowers, coaches, officials or administrators;

g achieve and maintain relevant affiliated membership and act in accordance with their rules and regulations;

h promote social activities and functions among the Members for such purposes as are necessary or desirable;

i to foster and promote the sport of rowing in all its forms and classifications; and

j carry on any other activity which is consistent with or incidental to the above Purposes and which is in the interests of the Club as the Committee may determine from time to time.

4.2 **Independence of Purposes**

a The Purposes shall each be regarded as independent purposes and shall accordingly, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other sub-rule of rule 4.1, nor from the name of the Club nor by reference to or any inference from any other matter or thing whatsoever.

b None of the provisions of any sub-rule of 4.1 or the Purposes shall be deemed to be subsidiary or ancillary to any other sub-rule or sub-rules of rule 4.1 to the end and intent that subject as aforesaid, the Committee may exercise all or any of the Purposes independently of any of the other Purposes.

c If there is any ambiguity in the interpretation of any of the Purposes each Purpose shall be construed in such a way as to widen and not restrict the powers of the Committee.

5 Financial gain

5.1 The Club shall not be carried on for the financial gain of Members or any other person, class of person or purpose.

5.2 The Club shall be prohibited from:

a distributing any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or

b having capital that is divided into shares or stock held by its Members; or

c holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Club or otherwise).

5.3 The Club does not have a purpose of being carried on, and is not being carried on, for the financial gain of any of the Members merely because it will or may make payments, benefits, distributions, or otherwise doing any of the activities specified in section 244 of the Act.

6 Affiliation

6.1 The Club shall be affiliated to any or all relevant governing bodies, and its Members shall be subject to the rules and codes of those relevant governing bodies insofar as those rules and codes are applicable.

6.2 Where there is a conflict between the rules or codes of such relevant governing bodies and the Club, the rules of the Club shall prevail.

6.3 The Club may affiliate with other clubs and organisations that share similar goals and interests however it shall not be subject to the rules and codes of such organisations.

7 Membership

7.1 **Classes of Members**

a The classes of Members of the Club are:

i Life Members; and

ii Ordinary Members.

b The classes of Members of the Club shall be governed by and have the rights and benefits as set out in this Constitution and as determined by the Committee from time to time.

7.2 **Form of application for membership**

a All applications for membership shall be made to the Committee in writing on the form or forms prescribed by the Committee from time to time. An applicant for membership must supply any information or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become an Ordinary Member on acceptance of that application by the Committee.

b Persons who are proposed to be members must consent in writing to become a Member. The signed written consent of every Member to become a Member shall be retained in the Club's membership records.

7.3 **Acceptance or refusal of application for membership**

The Committee has an absolute discretion whether or not to accept or refuse an application for membership of the Club. The Committee must advise the applicant of its decision but is not bound to give any reason for the acceptance or refusal of any application.

7.4 **Resignation**

A Member may resign from membership of the Club at any time by giving notice of resignation in writing to the Committee.

7.5 **Minimum number of members**

a The Club shall at all times have at least ten Members.

b An act of the Club or the transfer of property to or by the Club is not invalid merely because the Club does not have at least ten Members.

7.6 **Liability of members**

a A Member is not liable for an obligation of the Club by reason only of being a Member.

b The liability of a Member is limited to any amount unpaid on the membership subscription of the Member.

c Nothing in this rule affects the liability of a Member to the Club under a contract, or for any tort, breach of a fiduciary duty, or other actionable wrong committed by the Member.

7.7 **Members have no right to property of the Club**

Membership of the Club does not confer on a Member any right, title, or interest, either legal or equitable, in the property of the Club.

7.8 **Access or use of Club property**

The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, and how they may participate in Club activities, including any conditions of and fees for such access, use or participation.

7.9 **Register of members**

a The Committee must keep a register of its Members containing:

i the name of each Member;

ii the last known contact details of each Member (namely, physical or email address and a telephone number);

iii the date on which each person became a Member;

iv the name of each person who has ceased to be a Member of the Club within the previous 7 years;

v the date on which each person ceased to be a Member; and

vi all other information prescribed by the regulations to the Act (if any).

b The Committee must update the register of Members of the Club as soon as practicable after becoming aware of changes to the information recorded on the register.

7.10 **Members' obligations**

All Members shall:

a foster a harmonious, co-operative and collegiate atmosphere within the Club;

b preserve the good reputation of the Club amongst the rowing and wider community;

c be courteous to other Members;

d take all due care to ensure that the Club's equipment and property are not damaged;

e contribute to the efficient running of the Club; and

f otherwise promote the interests and purposes of the Club and not do anything to bring the Club into disrepute.

7.11 **Information for Members**

a A Member may at any time make a written request to the Committee for specific information held by the Club (including copies of the minutes of meetings of the Committee). Any such request must specify the information sought in reasonable detail.

b The Committee must, within a reasonable time after receiving a request:

i provide the specified information or agree to provide the specified information within a specified period; or

ii refuse to provide the information, specifying the reasons for the refusal (in which case section 81 of the Act shall apply); or

iii agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (in which case section 82 of the Act shall apply).

8 Subscriptions and fees

8.1 Subscription and fees

a Unless as stated otherwise in this Constitution, Members shall pay:

i an annual membership subscription of such amount as is from time to time fixed by the Committee; and

ii such additional fees as may be fixed by the Committee from time to time.

b Annual membership subscriptions shall be paid by the date fixed for payment under rule 8.1ai.

c Any additional fees payable in accordance with rule 8.1aii shall be paid by the date fixed by the Committee for payment.

d Unless the Committee determines otherwise, all annual subscriptions are payable on the first day of each Financial Year by all Members other than those who have given notice of resignation to the Committee at least one month prior to the expiry of the previous Financial Year.

8.2 Failure to pay

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 30 days of the date the same was due for payment will be given written notice that their membership will be suspended with effect from 60 days from the due date of payment and shall not be entitled to participate in any Club activity or to access or use the Club's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 90 days of the due date for payment of the subscription, any other fees, or levy the Committee may:

a impose reasonable penalties on the Member of such amount as is from time to time fixed by the Committee; or

b terminate the Member's membership (without being required to give prior notice to that Member).

9 Cessation of membership

9.1 Cessation of Membership

A Member ceases to be a Member:

a on resignation by the Member in accordance with rule 7.4 (with effect from the date of receipt of such resignation);

b on termination of the Member's membership following a dispute resolution process under this Constitution (with effect from termination);

c on death or permanent disability of the Member, or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership (with effect from the date of death, liquidation, deregistration or dissolution of the Member, as the case may be); or

d on cancellation of the Member's membership by a resolution of the Committee where:

i the Member has failed to pay any annual subscription or additional fee in accordance with rule 8.2; or

ii in the opinion of the Committee, that Member has breached the Constitution or has conducted itself in a manner that is prejudicial to the interests of the Club or its Purposes,

(with effect from the date specified in a resolution of the Committee).

9.2 **Effect of cancellation**

Unless the Committee determines otherwise, the cancellation of any Member's membership of the Club shall not entitle the Member concerned to a refund of any annual subscription or additional fees paid to the Club, nor shall such cancellation relieve that Member from liability to pay any annual subscription or additional fee that has become due for payment prior to the date of cancellation of that Member's membership.

10 Misconduct

10.1 All Members of the Club must comply with the Code of Conduct. A copy of the Code of Conduct shall be made available to all Members and a copy kept on display in the Boatshed and on the Club's website.

10.2 Any alleged breach of the Code of Conduct shall be dealt with by adopting the procedure as set out in the Code of Conduct.

10.3 The Club shall also have power to enforce any sanction imposed by any relevant governing bodies on any member for any breach of that relevant governing body's constitution or rules.

10.4 Any person suspended or expelled from the Club under the Code of Conduct may apply to the Committee to be reinstated. Reinstatement will be granted upon Special Resolution of the Committee.

11 Committee

11.1 **Management by Committee**

a The operation and affairs of the Club shall be managed by, or under the direction or supervision of, the Committee which may exercise all the powers of the Club which are not required, either by the Act or this Constitution, to be exercised by the Club in general meeting.

b Subject to the Act, any other legislation, and the general law, the Committee has, both within and outside New Zealand:

i full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and

ii full rights, powers, and privileges.

c Without prejudice to the generality of the foregoing the Committee may, in order to achieve the Purposes, exercise the powers set out in Schedule 3 to this Constitution.

d The Committee may delegate to a subcommittee of officers, an officer, or to any other person or group, any one or more of its powers, other than the powers set out in clauses Schedule 31, Schedule 33, Schedule 39, Schedule 311, Schedule 313, Schedule 314, Schedule 315, Schedule 316, Schedule 318, Schedule 319, Schedule 320, Schedule 321, Schedule 322, Schedule 324, Schedule 327 and Schedule 332 of Schedule 3 of this Constitution.

11.2 **Composition of the Committee**

a The Committee shall comprise not more than ten and no fewer than six Committee Members elected by Ordinary Resolution at the Annual General Meeting.

b Subject to rule 11.3, all Committee Members shall be Members of the Club.

c No person shall be eligible for appointment as a Committee Member if he or she:

i is a person to whom a disqualifying matter in section 47(3) applies; or

ii is unable to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988; or

iii has been convicted of an indictable offence.

11.3 **Independent Committee Member**

The Members may elect by Ordinary Resolution at the Annual General Meeting one or more persons who are not Members to be independent Committee Members, provided that a majority of Committee Members must be made up of either or both of the following:

a Members; or

b representatives of bodies corporate that are Members.

11.4 **Appointment of Chairperson and Deputy Chairperson**

The Members shall elect by Ordinary Resolution at the Annual General Meeting:

a one of the Committee Members to be Chairperson; and

b one of the Committee Members to be Deputy Chairperson.

11.5 **Appointment of Committee Member roles**

a The Committee Members may appoint one of their number to each be the:

i Captain;

ii Deputy Captain;

iii Assistant Deputy Captain;

iv Secretary; and

v Treasurer,

from time to time.

11.6 **Executive Officers**

a The Committee Members may appoint an Executive Officer or Executive Officers.

b An Executive Officer shall be entitled to remuneration for their services and to reimbursement for reasonable expenditure.

11.7 **Cessation of office**

a A Committee Member shall cease to be a Committee Member if he or she:

i resigns by signing a written notice of resignation and giving it to the Committee; or

ii is a person to whom a disqualifying matter in section 47(3) applies; or

iii shall cease to be able to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988; or

iv is convicted of an indictable offence; or

v is absent from New Zealand for a period of 12 months without obtaining leave of absence from the other Committee Members; or

vi dies; or

vii is for any reason unfit to carry out his or her duties as a Committee Member as determined by a Special Resolution of the other Committee Members.

b A Committee Member to whom rule 11.7a applies shall cease to hold office upon the passing by the Committee of a resolution to that effect and may be replaced by a Member or other person eligible to be a Committee Member by the Committee until the next Annual General Meeting.

11.8 **Reimbursement for expenses only**

Committee Members shall not be entitled to any remuneration for their services as such, but they shall be entitled to reimbursement for reasonable expenditure by way of travelling and accommodation expenses and other out-of-pocket expenses incurred in connection with the business of the Club.

11.9 **Contact person**

a The Club shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

b The Club's contact person must comply with the requirements of section 114.

c A contact person can be appointed by resolution of the Committee.

d Each contact person's name must be provided to the Registrar together with any other required contact information, in the manner prescribed by regulations issued under the Act (if any).

e Any change in that contact person or that person's name or contact details shall be advised to the Registrar within 20 Working Days of that change occurring or the Committee becoming aware of the change.

12 Proceedings of the Committee

12.1 Proceedings of Committee

The proceedings of the Committee shall be regulated in accordance with the following provisions.

12.2 General

a The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and procedures as it thinks fit.

b Subject to the urgency provisions of this sub-rule, 14 days' notice shall be given of meetings of the Committee. The Chairperson, or two Committee Members, may at any time summon a meeting of the Committee and it shall not be necessary to give notice of the meeting of the Committee to any Committee Member for the time being absent from New Zealand. Where it is impractical, in urgent circumstances, to give 14 days' notice of a meeting in accordance with this sub-rule, the Chairperson and one other Committee Member may summon a meeting of the Committee on giving not less than 48 hours' notice.

c The Committee shall hold not fewer than four meetings in each Financial Year.

d The Committee may in any particular matter co-opt to its deliberations any person having specialised knowledge in respect of the topic under consideration or investigation and any person so co-opted shall have a right to speak at any meeting of the Committee but not to vote.

e Any Member may request to attend a meeting of the Committee by giving 7 days' notice to the Secretary to speak on a matter of interest to the Club or the Members and such request shall not to be unreasonably declined.

12.3 Quorum

A quorum for a Committee Meeting shall be six Committee Members including either the Chairperson or the Deputy Chairperson. No business of the Committee shall be conducted at any time when less than a quorum is present.

12.4 Chairperson to chair Committee meetings

The Chairperson shall chair all meetings of the Committee at which they are present.

12.5 **Absence of Chairperson**

The Deputy Chairperson will act as chairperson of the Club in the absence of the Chairperson from time to time and shall have and may exercise all the powers and perform all of the duties of the Chairperson.

12.6 **Voting**

a Questions arising at any Committee meeting shall be decided by seeking consensus wherever possible, and where a consensus is not possible, by Ordinary Resolution.

b Each Committee Member shall have one vote.

c Proxy votes can only be given to another Committee Member and any form appointing a proxy must be presented to the Committee in writing in any form the Committee determines to be satisfactory in its sole discretion.

12.7 **Resolutions in lieu of Committee meeting**

A resolution in writing signed by all the Committee Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and constituted. Any such resolution may be executed in one or more counterparts each signed by one or more of the Committee Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.

12.8 **Virtual meetings**

a Notwithstanding any other provision in this Constitution, the contemporaneous linking together by telephone or video conference or other electronic means permitting instantaneous communication (referred to as a 'remote meeting' in this Constitution) of a number of Committee Members ('participants') being not less than the quorum, shall be deemed to constitute a meeting and all the provisions in this rule 12 as to meetings shall apply to such meetings so long as the following conditions are met:

i All the participants for the time being entitled to receive notice of a meeting shall be entitled to notice of a remote meeting and to be linked by remote means for the purposes of such meeting. Notice of such meeting may be given by telephone or by electronic means;

ii Each of the participants taking part in the remote meeting must be able to hear or otherwise communicate with each of the others taking part at the commencement of the meeting;

iii At the commencement of any remote meeting each participant must acknowledge his or her presence for the purpose of such meeting to all the others taking part;

iv A participant may not leave a remote meeting by disconnecting his or her connection with the meeting without having previously obtained the express consent of the Chairperson and shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the remote meeting unless having obtained the express consent of the Chairperson to leave the meeting.

b Minutes of the proceedings at a meeting held by contemporaneous linking together by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by or on behalf of the Chairperson.

12.9 **Delegation of powers**

a The Committee may delegate to any person or committee of persons such of the powers of the Committee as the Committee thinks fit and may stipulate restrictions or rules by, or within which, such powers are to be exercised and may revoke any such delegation, wholly or partly, at any time.

b Any person or committee acting under delegated power shall act in accordance with the Constitution and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.

c Subject to any directions given by the Committee, any person or committee to which any powers of the Committee have been delegated may conduct their affairs in such manner as they may decide.

12.10 **Validity of Committee's actions**

All acts properly done by any meeting of the Committee or by any person acting as a Committee Member, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such Committee Member or person acting as such, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee Member.

12.11 **Committee minutes and records**

The Committee shall cause proper minutes to be kept of all appointments of Committees and sub-Committees made by it and of the proceedings of all meetings of the Club and of the Committee. All business transacted at each such meeting and the minutes of such meeting signed by the Chairperson shall be accepted as a correct and accurate record of the business transacted at such meetings without any further proof of the facts contained in such minutes.

13 Interested Committee Members

13.1 **Disclosure of interests**

a As soon as a Committee Member becomes aware of the fact that he or she is interested (as defined in section 62 of the Act) in a matter (as defined in section 62 of the Act) involving the Club, they must disclose to the other Committee Members at a Committee meeting:

i If the monetary value of the Committee Member's interest is able to be quantified, the nature and monetary value of that interest; or

ii If the monetary value of the Committee Member's interest cannot be quantified, the nature and extent of that interest.

b A disclosure of interest by a Committee Member must be recorded in the interests register of the Club.

c Any Committee Member who is or may be in any other capacity whatsoever personally interested or concerned directly or indirectly in any transaction entered into or to be entered into, by the Club, may not:

i Vote on a matter relating to the transaction; or

ii Take part in deliberations relating to the transaction.

d However, a Committee Member who is prevented from voting on the matter or taking part in deliberations relating to the matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered. If 50% or more of the Committee Members are prevented from voting on the matter the Committee must call a Special General Meeting to consider and determine the matter.

e A failure by a Committee Member to comply with this rule 13.1 does not affect the validity of a transaction entered into by the Club or the Committee Member.

13.2 **Dealing with 'interested' Committee Members**

Subject to rule 13.1, each Committee Member may act as a Committee Member and still contract or otherwise deal with the Club in their personal capacity or in any other capacity as if they had not been appointed as a Committee Member. The right to continue to hold office as a Committee Member will apply even though a Committee Member's interest or duty in a particular matter may conflict with any duty he or she they may have in respect of the Club.

13.3 **No private pecuniary profit of any Committee Member with exceptions**

a No Committee Member may direct or divert to their own benefit or advantage an amount derived from the business of the Club.

b No private pecuniary profit shall be made by any person involved in the Club whether a Committee Member or otherwise, except that where it is considered appropriate by the Club:

i any Committee Member may be entitled to be reimbursed out of the assets of the Club for all expenses that they properly incur in connection with the affairs of the Club;

ii any Committee Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Committee Member or by any form or entity of which that Committee Member is a member, employee or associate in connection with the affairs of the Club; and

iii any Committee Member may retain any remuneration properly payable to that Committee Member by any company or undertaking with which the Club may be in any way concerned or involved for which that Committee Member has acted in any capacity whatsoever, notwithstanding that the Committee Member's connection with that company or undertaking is in any way attributable to that Committee Member's connection with the Club.

13.4 **Restriction on benefits where recipient may influence benefits**

a In relation to any business carried on by the Club, no payments shall be made to any person who is:

i a Committee Member; or

ii is a shareholder or director of any company by which the business of the Club is carried on; or

iii is a trustee of a trust that is a shareholder of a company by which the business of the Club is carried on; or

iv an associated person (as defined by the Income Tax Act 2007) of any such trustee, shareholder or director,

v for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) be afforded to, or received, gained, achieved or derived by such person where that person is able, by virtue of that capacity as trustee, shareholder, director or associated person, in any way, whether directly or indirectly to determine, or to materially influence the determination of:

A the nature or extent of a relevant benefit or advantage; or

B the circumstances in which a relevant benefit or advantage is, or is to be, given or received.

13.5 **Professional account and influence**

A person who in the course of and as part of the carrying on of a professional practice shall not, by reason only of their rendering professional services to the Club or to any company by which any business of the Club is carried on, be in breach of the terms of rule 13.4.

13.6 **Committee Members to comply with restrictions**

The Committee Members, in determining all reimbursements, remuneration and charges payable in terms of this rule, shall ensure that the restrictions imposed by rules 13.3 and 13.4 of this Constitution are strictly observed.

14 Administration

14.1 **Signing documents**

All documents and other written matter requiring execution or signing on behalf of the Club must be signed by any two Committee Members.

14.2 **Duties of Committee Members and Committee**

a The Committee Members shall have the duties set out in sections 54 to 61 of the Act.

b The administrative duties of the Committee shall include:

i Convening meetings of the Club when required to do so in accordance with this Constitution and likewise convening meetings of the Committee and of all Committees and sub-committees (if any) of the Committee;

ii Giving all such notices as the Club in general meeting, or the Committee, may instruct, or which the Club may be required or give to Members in the manner provided in this Constitution;

iii Keeping minutes of all meetings of the Club and of the Committee and all Committees and sub-committees (if any) of the Committee and entering the same in the minute books kept for that purpose;

iv Performing or supervising the performance of the clerical work for, and the maintenance of proper records of, the Club;

v Maintaining a membership register for the Club;

vi Giving all such notices, certificates or information to the Registrar as may be required by the Act or by the Registrar pursuant to the Act;

vii Issuing and receiving correspondence on behalf of the Club;

viii Receiving all fees, subscriptions, levies and other moneys paid to the Club and issuing receipts;

ix Opening and operating a current bank account in the name of the Club;

x Making such deposits and investments in the name of the Club as the Committee may determine from time to time;

xi Paying all accounts and making all advances passed for payment by the Committee;

xii Keeping all financial records of the Club and ensuring their safe-keeping together with any security documents;

xiii Reporting to the Committee any Member who fails to pay subscriptions, fees or other moneys properly payable by that Member within the prescribed period;

xiv Preparing, or ensuring preparation of, and submitting to the auditor for the Club (if any), annual accounts of the Club;

xv Assisting to resolve disputes in accordance with Schedule 1 of this Constitution; and

xvi Complying with the additional responsibilities (as relevant) as set out in Schedule 4 of this Constitution.

14.3 **Procedure to resolve Dispute**

The Club adopts the dispute resolution procedure set out in Schedule 1 of this Constitution.

15 General Meetings

15.1 Annual General Meeting

a The Club shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling the meeting.

b The Annual General Meeting must be held once every Financial Year and not later than six months after the Balance Date.

c The Annual General Meeting shall be held at such time and place as the Committee shall determine including by means of physical assembly, or by audio link, audiovisual link, or other electronic communication method or a combination of any of those methods.

d The business of an Annual General Meeting shall be to:

iii confirm the minutes of the last Annual General Meeting and any other general meeting(s) held since the last Annual General Meeting;

iv adopt the annual report on the operations and affairs of the Club;

v adopt the Committee's report on the finances of the Club, and the annual financial statements;

vi consider any motions of which prior notice has been given to Members with notice of the Meeting; and

vii consider any general business.

e The Committee must, at each Annual General Meeting, present the following information:

i the information required in accordance with section 86 of the Act; and

ii any other information to be presented at each Annual General Meetings.

15.2 Special General Meetings

a Special General Meetings may be called at any time by the Chairperson or by the Committee by Ordinary Resolution.

b The Committee must call a Special General Meeting if it receives a written notice signed by at least five Members.

15.3 Powers of the Club in general meeting

The Club in general meeting may by Ordinary Resolution exercise all powers, authorities and discretions of the Club except those which are expressly required by this Constitution to be exercised by Special Resolution, notwithstanding that any such power, authority or discretion may have been vested in the Committee by or pursuant to this Constitution.

15.4 **Quorum**

No business shall be transacted at any general meeting of the Club unless a quorum is present when the meeting proceeds to business. A quorum shall be at least 15 Members eligible to vote at general meetings, present in person or by proxy:

a being assembled together at the time and place appointed for the meeting; or

b participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or

c by a combination of both of the methods described in sub-rules 15.4a and 15.4b.

15.5 **Notice of general meeting**

Subject to rule 15.12, a notice of general meeting of the Club shall be sent to every Member entitled to receive notice of the meeting in the manner provided in rule 17.1, not less than 14 days before the date of the meeting.

15.6 **Contents of notice**

A notice of meeting shall specify the date, time and venue of the meeting. In the case of a Special General Meeting the notice shall specify all business to be considered at the meeting and no business which is not specified shall be discussed or transacted at the meeting.

15.7 **Waiver of notice irregularity**

An irregularity in a notice of a meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

15.8 **Failure to give notice**

The accidental omission to give notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings of any general meeting to which the notice relates.

15.9 **Chairperson of general meetings**

The President shall be entitled to chair any general meeting of the Club at which they are present. If the President is not present, or being present is unwilling to take the chair, then one of the senior Vice President, the junior Vice President, Patron, Commodore, and Vice Commodore in order of priority shall be entitled to chair the meeting. If any of those officers are not present, or being present are unwilling to take the chair, then those Committee Members who are present may choose one of their number to chair such meeting, or if for any reason no chairperson is selected by such Committee Members then the Members present at that meeting may elect any person entitled to be present as chairperson of that meeting.

15.10 **Voting at meetings**

At any general meeting:

a the Chairperson shall determine whether resolutions are to be put to the vote of the meeting by a show of hands, a secret ballot, vote by proxy or by electronic means or by some other means;

b a secret vote may be demanded by any Member present at the meeting and entitled to vote, either before the declaration of the result of a vote by a show of hands or immediately thereafter before the meeting moves to the next business or is adjourned; and

c in the case of a resolution put to the vote of the meeting by a show of hands, a declaration by the Chairperson that such resolution has been carried or lost, unanimously or by a particular majority, and an entry to the effect in the Club's minute book, shall be conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against such resolution.

15.11 **Adjournments**

If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Committee shall determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

15.12 **Adjourned meetings**

The Chairperson may adjourn any general meeting, but no business shall be transacted at the meeting from which the adjournment took place. Members shall not be entitled to receive any notice in respect of adjourned meetings, except when a general meeting has been adjourned for 30 days or more, in which case notice of the adjourned meeting shall be given in the same manner as for the original meeting.

15.13 **Minutes**

The Club must keep minutes of all general meetings.

15.14 **Resolutions in lieu of general meeting**

a A written resolution (which may consist of one or more documents including letters, electronic mail, or other similar means of communication) approved by no less than 75% of the Members entitled to vote and voting on the question shall be as valid and effectual as if it has been passed at a general meeting duly convened and constituted.

b Any such resolution may be executed in one or more counterparts each signed by one or more of the Members and all of which when taken together (including email or scanned exchanged signed counterparts) shall constitute but one and the same resolution.

c The Club must ensure that any resolution proposed under this rule 15.4 complies with sections 90 to 92 of the Act.

16 Votes of Members

16.1 One vote per Member

16.2 Each Member shall be entitled to one vote at a general meeting of the Club.

16.3 No vote if subscriptions/fees unpaid.

16.4 A Member shall not be entitled to vote at any general meeting of the Club unless all annual subscriptions and additional fees presently payable by that Member to the Club have been paid in full.

17 Notices

17.1 **Form**

a All notices and other communications required under this Constitution shall be in writing and shall be delivered by personal delivery, post or electronic mail and, in the case of notices to or communications with:

i any Member, shall be addressed to that Member at the contact address notified to the Secretary in writing from time to time and recorded in the Club's register of members; and

ii the Club, the Chairperson, the Treasurer, the Secretary or the Committee, shall be addressed to the intended recipient at the Registered Office.

17.2 **Time of delivery**

Any notice or communication given in terms of rule 17.1 shall be deemed to have been delivered in the case of transmission by electronic mail, when sent.

18 Records of the Club

18.1 **Financial statements and audit**

a The Committee shall cause proper books of account to be kept showing all assets and liabilities of the Club and all moneys received and disbursed. The Committee shall prepare annual financial statements and, if required under the Act or any other law, such accounts shall be audited by a suitably qualified person appointed for that purpose by the Committee.

b The Committee may provide copies of all financial statements and audit reports to the Members in general meeting, provided that the Committee must comply with any requirements relating to the provision of information and documents under the Act.

18.2 **Committee to keep accounts**

The Club's accounting records shall be kept by the Committee (or such other person as may from time to time be designated by the Committee).

18.3 **Copies to Members**

A copy of all financial statements and audit reports which are to be laid before the Club in general meeting, together with a copy of the Auditor's report (if any), shall be sent to every Member not less than 14 days before the date of the relevant general meeting.

18.4 **Returns**

The Committee shall ensure that all relevant regulatory obligations are complied with as required by law, including in respect of the filing of taxation returns for the Club with Inland Revenue (if applicable).

19 Honorary Executives

19.1 At a general meeting of the Club, the Club by Ordinary Resolution shall elect the following Honorary Executives:

a Patron;

b President;

c two Vice-Presidents;

d Commodore; and

e Vice-Commodore.

19.2 An individual is eligible for election as a Honorary Executive if they are an individual who can be expected to provide support to the Club in all its activities and relationships with the community.

19.3 The term of office for a Honorary Executive shall be:

a For elected members until the end of the second Annual General Meeting following their election.

b For the Patron, Commodore and Vice-Commodore until the alternate year to the term for the President and Vice-Presidents.

19.4 For the avoidance of doubt a Honorary Executive is not an '**Officer**' for the purposes of the Act.

20 Registered Office

The Registered Office shall be at such place as the Committee shall from time to time determine and until the Committee otherwise determines, shall be the Boatshed.

21 Bank accounts

The Committee shall open and operate an account or accounts at such bank or banks as they shall from time to time determine. Such account or accounts may be operated by the Chairperson, the Treasurer, the Secretary or by some other officer authorised by the Committee, or in such other manner as the Committee determines from time to time.

22 By-laws

The Club may by Ordinary Resolution make, amend or revoke by-laws provided that any new or amended bylaw is not contrary to this Constitution. For the avoidance of doubt, in the event

that the terms of any bylaw are inconsistent with the terms of this Constitution, the terms of this Constitution shall prevail.

23 Indemnity and insurance

23.1 The Committee Members shall be completely indemnified out of the assets of the Club for any liability arising in any way out of or in connection with acting as a Committee Member to the extent permitted by the Act.

23.2 The Club may effect insurance for the Committee Members or any of them to the extent permitted by the Act.

24 Amendment of Constitution

The terms of this Constitution may be altered, added to, rescinded, or otherwise amended at any time by Special Resolution of the Club provided such alteration, addition, revision or other amendment shall not be inconsistent with the Purposes and shall comply with the requirements set out in section 30 of the Act.

25 Winding up

25.1 The Club may be wound up by Special Resolution provided that the requirements of Subpart 5 and Subpart 6 (as applicable) of the Act are met.

25.2 If, upon such winding up, there remains, after satisfaction of all debts and liabilities of the Club, any assets, such assets shall be disposed of in the manner directed by the Special Resolution to wind up the Club.

25.3 On the Club's winding up, any surplus assets that remain after the settlement of the Club's debts and liabilities must be given or transferred to the Auckland Rowing Association Incorporated or such successor organisation responsible for representing the interests of rowing clubs situated within the greater Auckland region.

26 Governing law

The governing law of the Constitution is the law of New Zealand.

Schedule 1 Dispute resolution procedures

1 Overview of procedure to resolve a Dispute

1.1 A Dispute is commenced by a Complaint made in accordance with clause 2 of this Schedule 1.

1.2 A Dispute must be resolved by the following process:

a by the Members, Committee Members and or the Club who made, or are the subject of, the Complaint (together, '**Parties**' and each, a '**Party**') acting in good faith to seek an agreement as to resolution of the Complaint;

b failing agreement under clause 1.2a of this Schedule 1, by the Parties:

i appointing by agreement an independent third person to mediate between them; or

ii agreeing to any other type of consensual dispute resolution (for example, facilitation or a tikanga-based practice);

c failing agreement to mediate or to engage in any other type of consensual dispute resolution, or failing agreement at mediation or other type of consensual dispute resolution, by arbitration under the Arbitration Act 1996, by a Party giving written notice of such arbitration to the other Party and (if not a Party) to the Committee, and on the following terms:

i Such arbitration shall be heard and decided by a single arbitrator to be appointed by the President of the New Zealand Law Society.

ii The procedure for arbitration shall be decided by the arbitrator.

iii Subject to the Act, the decision of the arbitrator shall be final and binding.

1.3 The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

2 Procedure for making a Complaint

2.1 A Complaint made by any person must be made in writing and sent to the Committee. On receipt of the written Complaint the Committee must, as soon as is reasonably practicable provide to the person who is the subject of the Complaint a copy of the written Complaint.

2.2 Any complaint made under this Schedule 1 must include sufficient information for the person who is the subject of the Complaint to understand the detail of the allegations made.

3 Role of Committee in resolving the Dispute

3.1 The Committee must, as soon as is reasonably practicable after making, receiving or becoming aware of a Complaint made under this Schedule 1, use best endeavours to facilitate agreement between the Parties in accordance with clauses 1.2a and 1.2b of this Schedule 1.

3.2 The Committee is not required to comply with clause 3.1 of this Schedule 1 if:

a the Committee considers that the Complaint is trivial; or

b the Complaint does not appear to involve or disclose a Dispute as defined in this Constitution or in the Act; or

c the Complaint appears to be without foundation; or

d there is no apparent evidence to support the Complaint; or

e there has been undue delay in making the Complaint.

Schedule 2 Life Members

1 **Life Members**

1.1 **Nomination**

Any Member except those to which rule 8.2 applies may nominate a person to be a Life Member by submitting a nomination in writing to the Committee. Such nomination must then be approved for recommendation to a general meeting of the Club by Ordinary Resolution of the Committee.

2 **Election**

2.1 A person recommended for Life Membership by the Committee shall be elected as a Life Member upon receiving 90% of the vote at a general meeting of the Club.

3 **Benefits of Membership**

3.1 A Life Member shall:

a be exempt from paying an annual membership subscription under rule 8.1; and

b be entitled to use the Club's boats, plant and training equipment.

4 **Term of Membership**

4.1 Life Members shall remain Members for the duration of their life unless such term is terminated upon receiving 90% of the vote at a general meeting of the Club.

Schedule 3 Powers of the Committee

1 Enter into any agreement with any company, trust or organisation in furtherance of the Purposes including any management agreement for the management of any of the Club's assets.

2 Pay all expenses incurred in or in connection with the incorporation of the Club as an incorporated society under the Act.

3 Apply for, obtain, enter into and/or hold or give any agreements, licenses, easements, consents, covenants or other interests in land or under contract or any other regulatory or statutory authorisation of any kind whatsoever necessary to give effect to the Purposes.

4 Seek, accept, and receive subscriptions, donations, subsidies, grants, endowments, gifts, legacies, loans and bequests in money, in kind or otherwise.

5 Make, grant or give donations, subsidies, grants or gifts in money, in kind or otherwise to any other person, organisation or group (whether incorporated or not) sharing similar purposes to those of the Club.

6 Establish, promote and foster any other person, organisation or group (whether incorporated or not) with similar purposes to those of the Club.

7 Establish, promote, and foster community programmes, workshops, public classes and other activities.

8 Make known and advertise the Club and the Purposes by such use of the media as the Committee may decide.

9 Develop affiliations or achieve accreditation with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Club.

10 Subsidise, encourage, and co-operate with any other person, trust, organisation or group (whether incorporated or not) sharing similar purposes to those of the Club.

11 Purchase and take on lease buildings and parts of buildings, lease premises to tenants and generally to act as a landlord and a property developer.

12 Construct, maintain and alter any building or any other structure necessary or convenient for the Purposes.

13 Purchase, take on lease or in exchange, to hire or otherwise acquire any personal property and any rights or privileges which the Committee may think necessary or convenient for the Purposes.

14 Sell or otherwise dispose of any property of the Club from time to time or any part thereof for such consideration and upon such terms as may be proper.

15 Borrow from any person any sum or sums of money on the security of all or any of the assets of the Club, both real and personal and its general assets and effects both present and future either under legal mortgages or charges with powers of sale or otherwise and other usual powers or by any other securities of the Club and generally on such terms and conditions as

to the rate of interest or otherwise as the Committee thinks fit including any borrowing of moneys from the Club's bankers on overdraft or otherwise with or without security.

16 Draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and execute guarantees at the request of and for the benefit of the Club.

17 Employ staff and/or engage contractors on such terms and for such purposes as the Committee thinks fit.

18 Appoint, remove or suspend and pay such officers, employees or persons either for temporary or special services as the Committee may from time to time deem necessary and determine their duties and powers and fix their salaries and remuneration.

19 Set apart in such manner as the Committee thinks fit any portion of the Club's cash reserves as a special endowment for any organisation having purposes in whole or in part similar to the Purposes and to apply the same and/or the income thereof with any accretions thereto either for the particular organisation for which it was set aside or for the Purposes.

20 Enter into any partnership union of interests, co-operation, joint venture or reciprocal concession with any person, company or organisation carrying on or engaged in or about to carry on or engage in any business or transaction which the Club is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Club.

21 Lend money to such persons or companies and on such terms as may be proper and at a reasonable rate of interest and to guarantee the performance of contracts by any such persons or companies.

22 Incorporate any company to undertake any business of the Club consistent with the Purposes.

23 Appoint and obtain the advice of any auditor, solicitor or other professional adviser on such terms as may be agreed by the Committee from time to time.

24 Establish funds for specific purposes relevant to the Purposes.

25 Seek support from companies, firms, individuals, trusts, statutory bodies, local and central government to assist in the work of the Club.

26 Establish and maintain connections with organisations in New Zealand and overseas having purposes wholly or in part similar to those of the Club.

27 Acquire and undertake the whole or any part of the business, property and liability of any person engaged in any enterprise or business in which the Club is authorised to engage.

28 Co-operate with other organisations providing similar services.

29 Arrange with any government or other authority any matter which may seem conducive to any of the Purposes.

30 Adopt by such means as the Committee thinks necessary the making known of the Purposes and in particular by advertising in the media, by circulars and by publication of books and periodicals and encouraging sponsoring of support organisations.

31 In furtherance of the Purposes, as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or by-law and/or any licence issued in pursuance thereof, collect funds and solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, organisations, societies, institutions, local bodies, public bodies, government departments and other organisations or authorities, and to conduct fundraising campaigns.

32 Impose any conditions whatsoever on any recipient of funds paid or applied in furtherance of the Purposes including without limitation that funds be withheld or repaid to the Club where such funds have not been used or applied by the recipient in the manner prescribed by the Club.

33 Undertake such other activities and enterprises and do all such other acts matters and things to further the Purposes.

Schedule 4 Additional duties of Committee Members

1 Captain

1.1 **Responsibilities**

a The Captain shall:

i have primary control over crews;

ii have primary responsibility for allocating boats, training equipment, other plant and storage space of the Club;

iii recommend to the Committee a person to whom they shall delegate the responsibility of co-ordinating a coaching team to coach the Club's crews;

iv upon the advice of the person appointed at clause Schedule 11.2c above and other appointed coaches, be the convenor of selectors for Club crews; and

v be the primary spokesperson for the Club in consultation with the Committee.

1.2 Primary responsibility means that in the event of a challenge to the Captain's decision, that decision can be reviewed by the Committee.

1.3 While the Captain has primary responsibility for the matters set out at clause 1.1 of this Schedule 4, the Committee has ultimate authority.

1.4 A Member of the Club may challenge the Captain's decision on the matters set out at clause 1.1, above by filing a written notice of challenge with the Secretary. On receiving a such a challenge the Secretary shall notify the Captain and place the matter on the agenda for the next general meeting of the Committee, who shall then review and may countermand the Captain's decision.

1.5 In the absence of the Captain, their powers are delegated to the Deputy Captain, and in their absence to the Assistant Deputy Captain.

2 Secretary

2.1 **Responsibilities**

a The Secretary shall be responsible for:

i convening general meetings of the Club in accordance with rule 15.5;

ii convening Committee Meetings, preparing agendas, taking and circulating minutes, conducting correspondence on behalf of the Club and maintaining records; and

iii advising the committee in a timely manner of all statutory and governing body requirements with which the Club must comply.

3 Treasurer

3.1 **Responsibilities**

a The Treasurer shall be responsible for:

i preparing annual forecasts;

ii operating the Club's bank accounts;

iii banking of subscriptions and other receivables;

iv upon Committee approval, payment of accounts as and when they become due;

v completing and filing of periodic GST tax returns;

vi providing interim financial reports to the Committee;

vii liaising with the auditor in relation to preparation of annual financial accounts; and

viii presenting the final annual financial accounts to the Annual General Meeting.