

Kerikeri Cruising Club Incorporated

Constitution & Rules

Amended March 2007

**KERIKERI CRUISING CLUB INCORPORATED
CONSTITUTION AND RULES
(Amended March 2007)**

INDEX

1.0	TITLE AND OBJECTS	3
1.1	TITLE.....	3
1.2	OBJECTS.....	3
2.0	MEMBERS.....	3
2.1	ADMISSION.....	3
2.2	RESIGNATION	3
2.3	CONDUCT.....	3
2.4	EXPULSION	4
3.0	CATEGORIES OF MEMBERSHIP	5
3.1	YOUTH MEMBER.....	5
3.2	SENIOR MEMBER	5
3.3	FAMILY MEMBERS.....	5
3.4	LIFE MEMBER.....	6
3.5	ASSOCIATE LIFE MEMBER.....	6
3.6	LONG DISTANCE MEMBER.....	6
3.7	SOCIAL MEMBER	6
3.8	HONORARY MEMBER.....	6
3.9	LONG SERVICE MEMBER.....	7
3.10	PATRON	7
3.11	VISITORS.....	7
4.0	OFFICERS AND COMMITTEES	7
4.1	OFFICERS.....	7
4.2	COMMITTEES.....	7
4.3	EXECUTIVE OFFICERS	8
4.4	AUDITOR(S).....	8
4.5	ELECTION OF OFFICERS AND COMMITTEE.....	9
4.6	NOMINATIONS FOR THE VARIOUS OFFICES.....	9
4.7	RESPONSIBILITY OF THE COMMODORE.....	10
4.8	RESPONSIBILITY OF THE VICE-COMMODORE	10
4.9	RESPONSIBILITY OF THE REAR COMMODORE.....	10
4.10	RESPONSIBILITY OF THE GENERAL COMMITTEE.....	10
4.11	RESPONSIBILITY OF THE MARINA COMMITTEE.....	10
4.12	RESPONSIBILITY OF THE TREASURER.....	11

4.13	<i>RESPONSIBILITY OF THE SECRETARY</i>	11
4.14	<i>COMMON SEAL</i>	11
5.0	MEETINGS	12
5.1	<i>ANNUAL GENERAL MEETING</i>	12
5.2	<i>SPECIAL GENERAL MEETING</i>	12
5.3	<i>NOTICE OF MEETING</i>	12
5.4	<i>BALLOT</i>	13
5.5	<i>QUORUM</i>	13
5.6	<i>GENERAL COMMITTEE MEETING</i>	14
5.7	<i>NON-ATTENDANCE OF COMMITTEE MEMBER</i>	15
5.8	<i>VOTING</i>	15
5.9	<i>CASTING VOTE</i>	15
6.0	DUES	15
6.1	<i>ENTRANCE FEE</i>	15
6.2	<i>SUBSCRIPTION & RENTALS</i>	15
6.3	<i>HALF YEAR</i>	16
6.4	<i>MEMBERS IN ARREARS</i>	16
6.5	<i>FINANCE</i>	16
7.0	POWERS TO INVEST OR BORROW	16
8.0	ALTERATION OF RULES	17
8.1	<i>NOTICE OF PROPOSAL</i>	17
9.0	MARINA COMMITTEE RULES	17
9.1	<i>APPOINTMENT AND REMOVAL</i>	17
9.2	<i>CHAIRMAN AND MEETINGS</i>	18
10.0	INTERPRETATION OF RULES	18
11.0	WINDING UP AND DISTRIBUTION OF ASSETS	18
11.1	<i>DISTRIBUTION OF ASSETS</i>	18
12.0	CLUB COLOURS	19
13.0	DEFINITIONS	19

1.0 TITLE AND OBJECTS

1.1 TITLE

The title of the Club is **KERIKERI CRUISING CLUB INCORPORATED**, and hereinafter called the “Club”

1.2 OBJECTS

The objects of the Club are to provide a venue for the promotion and participation of all boating activities and in particular encourage the sport of sailing and to foster a safe marine environment and encourage the younger Members of our community to become active and skilled in this sport.

2.0 MEMBERS

The number of Members shall be limited if deemed necessary by a resolution of the Membership. The personal financial liability of individual Members shall be limited to the annual subscription.

2.1 ADMISSION

New Members shall be proposed by an application supported by two existing Members and admitted upon election by a simple majority of Members of the General Committee present at any duly constituted meeting of such Committee. No person who has previously been struck off the Membership Roll for non-payment of subscriptions, or any other dues, shall be eligible for re-election until such time as such arrears have been paid in full.

2.2 RESIGNATION

Any Member wishing to resign from the Club shall give notice in writing to the Committee to that effect and pay all arrears due up to the date of such notice.

2.3 CONDUCT

The Committee may suspend Membership, or withhold the privileges of Membership if a Member:

2.3.1 Is declared un-financial under Rule 6.

2.3.2 Fails to observe any of these rules or if he/she shall have been guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub-clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have SEVEN (7) DAYS previous notice stating the nature of the complaint sent to him/her by post in a prepaid person to person registered letter addressed to him/her at his last known place of business or abode, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least TWO THIRDS of the Members present thereat shall resolve to suspend, reprimand, warn or require an apology from the Member, notified to him/her by prepaid person to person registered letter, he/she shall thereupon cease to enjoy the privileges of Membership of the Club for the duration of the suspension as declared by the findings of the special meeting except that he/she may within TWENTY ONE (21) days lodge an appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting shall be final. The final decision shall be notified to all Members.

2.4 EXPULSION

The Committee may declare a Member to have forfeited his/her Membership and may direct that his/her name be removed from the Club's register but without releasing from any antecedent liability to the Club if a Member:

2.4.1 Is declared un-financial under Rule 6.2.2

2.4.2 If the Member shall fail to observe any of these rules or if he/she shall have been guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have SEVEN (7) DAYS previous notice stating the nature of the complaint notified to him/her by delivery of letter to the last known address, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least TWO THIRDS of the Members present thereat shall resolve to exclude the Member, notified to him/her by prepaid person

to person registered letter, he/she shall thereupon cease to be a Member except that he/she may within TWENTY ONE DAYS (21) days lodge an Appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting as determined by simple majority shall be final. The final decision shall be notified to all Members.

3.0 CATEGORIES OF MEMBERSHIP

3.1 YOUTH MEMBER

A youth Member shall be under the age of 18 years on the 30th November in the current year. Applicants for Youth Membership who do not qualify for Family Membership shall pay the subscription applicable.

A Youth Member shall not:

- 3.1.1 Be eligible for election to the General Committee.
- 3.1.2 Be entitled to vote.
- 3.1.3 Be entitled to nominate a candidate for Membership.

3.2 SENIOR MEMBER

Unless elected under another specific category, each person elected to Membership shall be a Senior Member. A Senior Member shall be 18 years and over on the 30th November in the current year. Senior Members shall be entitled to the privileges of the Club, and entitled to vote and hold Office.

3.3 FAMILY MEMBERS

Family Members shall be any persons comprising a single-family unit and residing together, including children under the age of eighteen (18) years on the 30th November in the current year.

- 3.3.1 Each person who would otherwise qualify as a Senior Member shall be entitled to one (1) vote, with a maximum of two (2) votes per family unit.
- 3.3.2 Any Member of such family unit who would otherwise qualify for Senior Membership may be elected to the Committee.

3.4 LIFE MEMBER

Any person for sufficient reason may, if nominated by the Committee for the purpose, be elected a Life Member of the Club at any General Meeting. The nomination shall be included in the Notice of Meeting sent to Members at least 14 days prior to the meeting. Such nomination and election shall be by a majority. Life Members shall be entitled to the privileges of the Club, and entitled to vote and hold Office. Life Members shall not pay any subscription to the club. There shall not be more than eight (8) Life Members at any one time.

3.5 ASSOCIATE LIFE MEMBER

The spouse or partner of a Life Member shall be deemed to be an Associate Life Member, who shall enjoy the same privileges of the Life Member.

3.6 LONG DISTANCE MEMBER

A Long Distance Member shall be:

- 3.6.1 A Member (and Spouse) who permanently resides more than 100 kilometres Radius from the Club Rooms.
- 3.6.2 A Long Distance Member shall not be entitled to hold office, or vote at any Meeting of the Club.

3.7 SOCIAL MEMBER

A Social Member shall be a Member wishing to take a non-active part in the boating activities of the Club.

A Social Member shall not:

- 3.7.1 Be eligible for election to the General Committee.
- 3.7.2 Be entitled to rent a locker
- 3.7.3 Be entitled to vote
- 3.7.4 Be entitled to nominate a candidate for Membership.

3.8 HONORARY MEMBER

A visitor to the Club may be admitted as an Honorary Member, upon his being proposed by an Officer of the club. The Club Officer shall decide the term of Honorary Membership for each Honorary Member, at the time of admission. Honorary

Members shall not be permitted to entertain or introduce any visitor into the Clubhouse, except with the consent of the Club Officer. Honorary Members shall not be entitled to vote, or be eligible for any office in the Club. The Committee shall be entitled to revoke the admission of an Honorary Member without giving notice to such Honorary Member and without assigning any cause.

3.9 LONG SERVICE MEMBER

Any Member (and Spouse) who has been a senior and/or family Member of the Club for a continuous period of not less than twenty five (25) years, and who has attained the age of sixty (60) years, may by notification to the Secretary become a Long Service Member. Long Service Members shall enjoy all the privileges of the Club.

3.10 PATRON

The position of Patron will be for a period of twelve months and may be appointed at each Annual General Meeting.

3.11 VISITORS

Members have the privilege of introducing visitors. A Member introducing a visitor shall enter his/her name/s in the Visitors book in the manner therein prescribed. The Member shall be answerable for the visitor whilst they are on the premises. After three (3) introductions in any one year, the visitor must apply for Membership before being introduced again as a visitor during that year.

4.0 OFFICERS AND COMMITTEES

4.1 OFFICERS

The Officers of the Club shall consist of a Commodore, Vice-Commodore, Rear Commodore (“the Flag Officers”), Secretary and the Treasurer. The offices of Treasurer and Secretary may be combined in one person and the Treasurer and the Secretary may be honorary or salaried officers.

4.2 COMMITTEES

4.2.1 There shall be a “General Committee” (“the Committee”) consisting of the following:
Flag Officers (3)

Secretary

Treasurer

Sub-Committee Chairmen (5)

Marina Committee Vice Chairman

Elected Members to form a General Committee with a maximum of fourteen (14) Members.

4.2.2 The Sub Committees shall consist of:

Marina Committee consisting of seven (7) Members;

Keel Boat Committee with a maximum of seven (7) Members;

Centreboard Committee with a maximum of seven (7) Members;

Launch/Cruising Committee with a maximum of seven (7) Members;

House/Social Committee that shall comprise of one representative from each of the sub-Committees, excluding the Marina Committee, plus two elected Members.

With the exception of the Marina Committee any Club Member with voting rights shall be eligible for election to a Sub-Committee.

The Commodore shall be entitled to attend all Sub Committee meetings as an ex-officio Member. The Sub-Committees shall meet as and when necessary for the efficient conduct of their business.

4.3 EXECUTIVE OFFICERS

The Committee may from time to time appoint such Executive Officers, as it shall think fit to:

4.3.1 Carry out such duties as the Committee may determine.

4.3.2 Hold office and be removable from office at the pleasure of the Committee.

Such Officers may be paid such remuneration, as the Committee may from time to time deem reasonable.

4.4 AUDITOR(S)

The Auditor(s) shall be appointed at the Annual General Meeting and shall be a Chartered Accountant or a firm of Chartered Accountants. Such Auditor(s) may be paid such remuneration as the Committee may from time to time fix.

4.5 ELECTION OF OFFICERS AND COMMITTEE

- 4.5.1 The Flag Officers and the Committee shall be elected annually at the Annual General Meeting.
- 4.5.2 Should any office become vacant the Committee may elect a Member to fill such vacancy until the following Annual General Meeting.
- 4.5.3 All such elections shall be by ballot.
- 4.5.4 The Members of the Marina Sub-Committee shall be elected at the Berth Holders Annual General Meeting in accordance with Rule 9.1.
- 4.5.5 No person shall hold the office of Commodore at any one time for more than two consecutive years.

4.6 NOMINATIONS FOR THE VARIOUS OFFICES

Nominations shall be sought by notice to the Members not less than thirty days prior to the Annual General Meeting.

Nominations of candidates for the various elective offices, using such form as may be prescribed from time to time by the General Committee, shall be made in writing to the Secretary not later than 5 p.m. on the fourteenth day before the day fixed for the Annual General Meeting. The Secretary shall, not less than six days before such meeting, post in the Clubrooms the names of the persons so nominated.

- 4.6.1 In the event that sufficient nominations in writing are received, those nominations received shall be deemed to be elected. In the event that insufficient nominations are received the Commodore shall then, as necessary call for further nominations at the Annual General Meeting to fill any remaining vacancies. In the event of excess nominations being received, elections will be by ballot.
- 4.6.2 To be eligible for the position of Commodore, candidates shall have served on the General Committee for not less than two years.

Only suitably qualified persons shall be eligible for election to the General Committee. (Refer Definitions 13.0)

A nominee for office must be present at the Annual General Meeting, unless his/her consent in writing to the nomination is lodged with the Secretary prior to the meeting.

4.7 RESPONSIBILITY OF THE COMMODORE

It shall be the duty of the Commodore to preside over the Club.

4.8 RESPONSIBILITY OF THE VICE-COMMODORE

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties and to officiate in the Commodore's absence.

4.9 RESPONSIBILITY OF THE REAR COMMODORE

It shall be the duty of the Rear-Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties and to officiate in their absence.

4.10 RESPONSIBILITY OF THE GENERAL COMMITTEE

4.10.1 The responsibilities of the General Committee are the planning and control of the Club's activities and finances, ensuring communication with Members, and attending to required administration and record keeping.

4.10.2 No Member shall vote on, or take part in the discussion of any matter before the Committee in which he/she has any pecuniary interest other than an interest in common with the Membership generally.

4.10.3 The Committee shall have the power to engage, control and dismiss any of the club servants and paid officials. To appoint a Member to fill any casual vacancy on or add to the Committee for such period as the Committee determines.

The General Committee may not procure or enter into a major financial transaction of the Club, unless approved by resolution of the Members at a Special General Meeting.

To appoint from its own Members or otherwise, such Sub-Committee as it may from time to time deem necessary or proper.

4.11 RESPONSIBILITY OF THE MARINA COMMITTEE

4.11.1 The business affairs of the marina must be managed by the Marina Committee on behalf of the Issuer, pursuant to the authority delegated under clause 7.12 of the Deed of Participation. The Committee in their management must comply with the requirements contained in the following documents:

Deed of Participation.

Berth Holders Licence & Rules

These documents will take precedence in all matters pertaining to the management and affairs of the marina.

4.11.2 The Marina Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business affairs of the marina, except to the extent that this Constitution expressly requires those powers to be exercised by the Berth Holders and the General Committee. (Issuer)

4.11.3 The Marina Committee may not procure or enter into a Major Financial Transaction (Marina) - unless approved by the Members in a Special General Meeting called to consider the transaction.

4.12 RESPONSIBILITY OF THE TREASURER

The Treasurer shall collect and be responsible for all monies received by the Club and under the direction of the General Committee shall make all disbursements. He/she shall keep full and proper accounts of all the Club's financial transactions and shall prepare the annual accounts and balance sheet as at the end of the Club's financial year.

4.13 RESPONSIBILITY OF THE SECRETARY

The Secretary shall hold the Club records, documents and books, keep the Register of Members, prepare notice of all applicable meetings, keep minutes of all such meetings and receive and reply to correspondence as required by the General Committee.

4.14 COMMON SEAL

There shall be a COMMON SEAL of the Club, bearing the words, "The Common Seal of the Kerikeri Cruising Club Incorporated", that shall be kept in the custody of the Secretary, and shall be affixed to a document only in pursuance of a resolution of the General Committee, and in the presence of the Commodore, or the Vice-Commodore, and One (1) other Member of the Committee, who shall affix their signatures thereto.

5.0 MEETINGS

Unless the General Committee resolves otherwise, attendance at all General Meetings of the Club is restricted to financial Members. All financial Members may participate in discussion, however, only Members who hold a category of Membership that entitles them to vote may propose motions, make nominations, or vote.

5.1 ANNUAL GENERAL MEETING

5.1.1 The Annual General Meeting of the Club shall be held before the end of September in each year, at a place and time as shall be determined by the General Committee. A copy of the Commodore's Report, Balance Sheet duly audited and a planning Budget for the forthcoming year shall be made available to Members at the Annual General Meeting.

5.1.2 The Berth Holders' Annual General Meeting shall be held prior to the Club's Annual General Meeting in each year at a place and time as shall be determined by the Marina Sub-Committee. A copy of the Chairman's Report, Balance Sheet duly audited and a planning Budget for the forthcoming year shall be made available to Members at the Berth Holders' Annual General Meeting.

5.1.3 Berth Holders' meetings will be conducted in accordance with the schedule contained in the Deed of Participation.

5.2 SPECIAL GENERAL MEETING

5.2.1 A Special General Meeting of the Club may be called at any time by order of the Committee or on a requisition signed by at least five percent (5%) of the total Memberships eligible to vote, such requisition to state the object thereof.

5.2.2 A Special General Meeting of the Berth Holders may be called at any time in accordance with the Deed of Participation.

5.2.3 Such meetings shall be held within thirty (30) days of receipt by the Secretary of the Club of the relevant requisition and discussion thereat shall be limited to the objects stated in the Notice of Meeting.

5.3 NOTICE OF MEETING

5.3.1 Fourteen days' notice of an Annual or Special General Meeting of the Club shall be given to the Members by circular and by a notice on the notice board stating the

object and business of such meeting. Postage or communication by email of the circular shall be made to Members not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of email communication having been sent shall be sufficient evidence where the Member has supplied an email address to the Club.

- 5.3.2 Fourteen days' notice of an Annual or Special General Meeting of the Berth Holders shall be given to the Berth Holders by circular and by a notice on the notice board in the Clubhouse stating the object and business of such meeting. Postage or communication by email of the circular shall be made to Berth Holders not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of email communication having been sent shall be sufficient evidence where the Member has supplied an email address to the Club.

5.4 BALLOT

When a ballot is not expressly provided for by these Rules, all questions shall be decided by a show of hands, provided always that three Members can demand a ballot. Ballot papers are to be destroyed after confirmation of the result.

5.5 QUORUM

- 5.5.1 Forty Members with voting rights, including two Officers, one of whom must be a Flag Officer, shall form a quorum at all Annual and Special General Meetings of the Club.
- 5.5.2 Seven General Committee Members, including at least two Officers, one of whom shall be a Flag Officer, shall form a quorum at all meetings of the General Committee, and except where provided by these Rules to the contrary, the decision of a majority of the votes recorded shall be binding.
- 5.5.3 The quorum at all Annual and Special General Meetings of the Berth Holders shall be in accordance with the current Deed of Participation.
- 5.5.4 A quorum for a meeting of the Marina Committee will be not less than four of the Committee Members.

5.6 GENERAL COMMITTEE MEETING

The General Committee shall meet whenever it deems it necessary, or when summoned by a Flag Officer.

5.6.1 Notice of Meeting may be given by any means including by telephone.

5.6.2 Meetings may be held by means of audio or audio and visual communication, by which all the Committee Members participating in the meeting and constituting a quorum can simultaneously, hear each other throughout the meeting.

5.6.3 Provisions for meeting by telephone link:

For the purposes of this Constitution the contemporaneous linking together by telephone of a number of Committee Members (not less than the quorum), whether or not any one or more of the Members is out of New Zealand, shall be deemed to constitute a meeting of the Committee and all provisions of this Constitution as to meetings of the Committee shall apply to such meeting by telephone so long as the following conditions are met:

All Committee Members for the time being entitled to receive Notice of a meeting shall be entitled to a Notice of meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given by telephone, and

Each of the Committee Members taking part in the meeting by telephone must be able to hear each of the other Committee Members taking part at the start of the meeting; and

At the start of the meeting each Committee Member must acknowledge his/her presence for the purposes of meeting of the Committee to all other Committee Members taking part.

Committee Members may not leave the meeting by disconnecting their telephone unless they have previously obtained the express consent of the Chairman of the meeting and a Committee Member shall be presumed to have been present and form part of the quorum during the meeting by telephone unless he has previously obtained the express consent of the Chairman to leave the meeting in accordance with this clause.

If certified as correct by the Chairman of the meeting a minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and the

observance of the necessary formalities.

For the purposes of this Constitution “telephone” shall include television, computer or other audio and visual device, which permits instantaneous communication.

5.7 NON-ATTENDANCE OF COMMITTEE MEMBER

Any Member of a Committee, except an ex officio Member, failing to attend three consecutive meetings shall cease to be a Member thereof, unless he/she shall have been granted leave of absence.

5.8 VOTING

On all questions, whether upon election or consideration of a motion or amendment, every financial Member eligible to vote and lawfully present shall be entitled to ONE (1) VOTE to be exercised in person, and such voting shall be by a show of hands unless a ballot is called for by THREE (3) MEMBERS forthwith upon the declaration of the result. With the exception of the Berth Holders Annual and Special General meetings No proxies shall be allowed at any Club meeting.

5.9 CASTING VOTE

The Chairman at any meeting of the Club or of any Committee meeting, when there is equality in votes, shall have a casting vote in addition to his own deliberative vote.

6.0 DUES

6.1 ENTRANCE FEE

6.1.1 An entrance fee may be payable as the Club deems necessary from time to time. The amount payable to be determined by and set by the Members at an Annual General or Special Meeting.

6.1.2 An application for Youth or Long Distance Membership shall not be required to pay an Entrance Fee on election.

6.1.3 Members changing their Membership status shall not be required to pay an entrance fee.

6.2 SUBSCRIPTION & RENTALS

6.2.1 The rate of Annual Subscription payable by the various Categories of Membership

shall be agreed on at the Annual General Meeting after considering the Budget presented by the General Committee for the forth coming year in terms of Rule 5.1.1. Accounts for the payment of subscriptions shall be sent to Members immediately after the Annual General meeting

6.2.2 The Membership year of the Club shall commence on the 1st day of December and shall end on the 30th of November of the following year. Any Member failing to make payment of the subscription by the 30th November of the current financial year shall be declared un-financial and may at the discretion of the Committee be removed from the list of Members. The Committee may reinstate such Member on payment of such subscription.

6.2.3 Annual charges for Pile Moorings, Dinghy Racks and Lockers will be agreed on at the Annual General meeting after considering the Budget presented by the General Committee.

6.3 HALF YEAR

6.3.1 The subscription of any Member elected after the 1st day of June and before the 1st day of September of the current Membership year shall be one half of the annual amount and for any Member elected after the 1st day of September and before the 30th day of November shall be one quarter of the annual amount.

6.4 MEMBERS IN ARREARS

At the discretion of the General Committee no Member whose subscription is still in arrears on the 1st day of December shall be entitled to use the Club privileges or property nor shall that Member be entitled to vote at any meetings of the Club nor compete for any prizes offered by it or helm any yacht in any Club race until the subscription be paid.

6.5 FINANCE

Should the General Committee at any time be of the opinion that the funds at their disposal are or will be insufficient to carry on the affairs of the Club, they shall call a Special General Meeting and place the financial position before such meeting.

7.0 POWERS TO INVEST OR BORROW

7.0.1 Three fourths of the Members present and entitled to vote at a Special General

Meeting of the Club convened for the purpose, may resolve to borrow funds, by whatever means they agree and for whatever purposes they approve.

7.0.2 Any monies of the club may be invested in any manner in which trust funds may be invested.

8.0 ALTERATION OF RULES

8.1 NOTICE OF PROPOSAL

8.1.1 No addition to, alteration, amendments, or revision of these Rules shall be made except at a General Meeting and by a majority of three-fourths of the Members present. Notice of any proposed addition, alteration, amendment or revision shall be included in the Notice of the General Meeting referred to in Rule 5.0

8.1.2 No motion affecting these Rules which has been duly considered shall be brought forward again during the same financial year, unless by consent of the General Committee.

8.1.3 Notwithstanding anything contained in these Rules, no alteration shall be made to Rule 11.1. of these Rules without the written consent of the Commissioner of Inland Revenue.

9.0 MARINA COMMITTEE RULES

9.1 APPOINTMENT AND REMOVAL

9.1.1 There shall be a maximum of seven Committee Members, all of whom shall be Berth Licence Holders, and financial Members of the Club.

9.1.2 First Committee Members will be the existing Marina Company Board, with the four most senior serving directors being due for retirement under Rule 9.1.4 at the next Annual or Special General Meeting of the Berth Holders.

9.1.3 A Committee Member shall hold office for a maximum period of two years, or until his or her retirement, disqualification or removal in accordance with this Constitution.

9.1.4 A Committee Member due for retirement after two years may elect to stand for re-election.

9.1.5 A Committee Member may be removed by majority vote at a Special General

Meeting of the Berth Licence Holders. A Notice of Meeting at which the removal of a Committee Member will be considered must state that a purpose of the meeting is the removal of the Committee Member and give the reason for the considered removal.

- 9.1.6 Only suitably qualified persons shall be eligible for election to the Marina Sub-Committee. (Refer Definitions 13.0)

9.2 CHAIRMAN AND MEETINGS

- 9.2.1 The chairman and the vice chairman of the Marina Committee shall be elected annually by majority vote of the marina Committee.
- 9.2.2 Every Committee Member will have one vote.
- 9.2.3 Any vacancies in the Marina Sub-Committee, which occur between Berth Holder Annual General Meetings, shall be filled from existing berth holders by majority vote of the remaining Marina Sub-Committee Members.
- 9.2.4 Committee Members appointed as per (9.2.3) above must retire at the next Annual General Meeting of the Berth Holders, and are eligible for re-election.
- 9.2.5 The Committee must ensure that full and accurate minutes are kept of all proceedings at meetings of the Committee.

10.0 INTERPRETATION OF RULES

The interpretation, construction or Regulation of the Rules, or any matter not covered by the Rules, following advice from the Club's honorary solicitors, shall be the decision of the General Committee.

11.0 WINDING UP AND DISTRIBUTION OF ASSETS

The Club shall be dissolved if:

- 11.0.1 The number of Members reduces to fewer than 40.
- 11.0.2 A majority of three fourths of the Total Members being entitled to vote at a General Meeting passes a resolution requiring the Club to be wound up.

11.1 DISTRIBUTION OF ASSETS

- 11.1.1 Upon the winding up of the Club, all surplus assets, after the payment of all costs, debts and liabilities, shall be disposed of in terms of the resolution reached in the

Special General Meeting held to confirm the winding up as required in Rule 11.

11.1.2 The assets of the Club shall be paid, transferred or delivered to a Trust/Trustee to manage and distribute the proceeds to other association/s, club/s or institution/s within the Bay of Islands Community having objectives the same or similar to those of the Club.

12.0 CLUB COLOURS

The Club Colours shall be a blue pennant, with a red diamond mounted on a larger white diamond.

The Commodore's Flag shall be a burgee (swallow-tailed), otherwise similar to the Club Colours.

The Vice-Commodore's Flag shall be similar to the Commodore's flag, but with the addition of one (1) ball near the staff.

The Rear Commodore's Flag shall be similar, but with the addition of two (2) balls near the staff.

Past Commodore's Flag shall be a rectangular Club Flag with a gavel near to the staff.

13.0 DEFINITIONS

Issuer

Kerikeri Cruising Club Incorporated.

Suitably Qualified Persons:

A suitably qualified person is a person who:

Has not been removed under clauses (2.3 & 2.4) of this Constitution.

Is not an un-discharged bankrupt,

Would not otherwise be disqualified from being a Director of a Limited Liability Company under section 382 or section 385 of the Companies Act 1993.

Is over the age of 18 years.

Major Financial Transaction (Club)

A Major Financial Transaction is any single transaction, or the aggregate sum to be expended on any Club project, which is equal to or greater than 50% of the total sum derived from subscriptions in the previous financial year".

Major Financial Transaction (Marina)

In any financial year expenditure equal to or greater than that permitted under the Deed of Participation.

Assets

Means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

Payment

Means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

Written Notice

Means hand-written, printed or electronic communication of words or combination of these methods.

