

# RULES OF BAY BOARDRIDERS CLUB INCORPORATED

## Section 1 – Name, Objects and Particulars

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### 1. Name

1.1 The name of the society is **BAY BOARDRIDERS CLUB INCORPORATED** (the “Club”).

### 2. Objects

2.1 The objects of the Club are:

- a. Encourage, develop and promote surfing, both recreational and competitive, in Western Bay of Plenty;
- b. Encourage the involvement of families in the Club;
- c. Represent and promote the interests of members of the Club;
- d. Do such things and liaise and co-operate with such other persons or organisations to attain the above objects.

### 3. Particulars

3.1 The following terms have the meanings given to them where the context permits:

<b>Term</b>	<b>Meaning</b>
Annual Meeting Time:	By the end of October
Balance Date:	31 March
Cheque Signatories:	Two members of the Committee
Committee:	A committee comprising: <ol style="list-style-type: none"><li>a. A Chairperson.</li><li>b. A Secretary (who may also be the Treasurer).</li><li>c. A Treasurer.</li><li>d. Up to 5 other Committee Members.</li></ol>
Common Seal Signatories:	2 Committee Members.
Financial Year:	The year ending on the Balance Date.
Quorum for Committee Meetings:	3 members of the Committee
Quorum for Members' Meetings:	10 members.
Club's Address:	14A Terrace Avenue, Mount Maunganui.
Subscription Date:	1st Sunday in November.

## Section 2 – Membership

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### 4. Classes of membership

4.1 The Membership of the Club is divided into at least 3 classes:

- a. Individual Members;
- b. Family Members;
- c. Corporate Members,

or such other classes as may be approved by special resolution at a meeting of the Club.

### 5. Members

#### First members

5.1 The persons signing these Rules as Members are the first Members of the Club.

#### New members

5.2 Any person may be nominated as a Member.

5.3 The nomination must be in writing and signed by an existing Member.

5.4 The nomination must be sent or given to the Secretary.

5.5 The nomination must be approved by the Committee.

### 6. Corporate members

#### One member

6.1 Subject to section 31 of the Act, a corporate Member will be 1 Member.

#### Nominees

6.2 Each corporate Member or partnership Member must nominate from time to time:

- a. one person who may exercise voting rights on behalf of the Member;
- b. the persons who may exercise all other rights and privileges of membership.

Each nomination must be in writing.

#### Limit to number of persons

6.3 The Committee may limit the number of people who may be nominated under clause 6.2 b.

### 7. Meetings of Members

#### Notice of meetings

7.1 Every Member must be sent notice of the time and place of each meeting of Members.

7.2 The notice must be sent at least 5 Working Days before the meeting.

7.3 Notice must be given in accordance with clause 20.

**Contents of notice**

7.4 Each notice must include:

- a. an agenda for the meeting; and
- b. the text for any special resolution to be put to the meeting.

**Omission to send notice**

7.5 The accidental omission to give a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

**Chairperson**

7.6 The Chairperson will chair all meetings of Members.

7.7 If the Chairperson is not present within 15 minutes of the start time, the Committee Member nominated for that purpose will chair the meeting.

7.8 If neither the Chairperson nor the nominated Committee Member is present at the meeting within 15 minutes of the start time, those present may elect a chairperson for that meeting.

**Quorum**

7.9 Subject to clause 7.10 no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.

7.10 If a quorum is not present within 30 minutes of the start time for the meeting, the meeting will be adjourned to:

- a. the same day in the following week at the same time and place; or
- b. to a date (at least 5 Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 30 minutes of the start time, the Members present will be a quorum.

**Adjournments**

7.11 The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.12 The chairperson must adjourn the meeting as above if directed to do so by the meeting.

**Voting**

7.13 Only those members who are aged 18 years and over or are Corporate Members may vote. All other members are entitled to be consulted on any matter but may not vote.

7.14 Voting at each meeting of Members will be by:

- a. voting by voice; or
- b. voting by show of hands.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.

7.15 A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.

7.16 The chairperson of each meeting will be entitled to a second or casting vote.

7.17 Subject to these Rules every Member present and eligible to vote has 1 vote.

#### **Decisions**

7.18 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

#### **Proxies**

7.19 A Member may appoint a proxy to vote on behalf of the Member at a meeting of Members.

7.20 The appointment must be in writing and received by the Secretary before the start time for the meeting.

7.21 The appointment may require the proxy to vote in the manner specified in the appointment.

7.22 A Member will be deemed to be present at a meeting of Members if his or her properly appointed proxy is present.

#### **Postal ballot**

7.23 The Committee may seek any resolution of Members by postal ballot.

7.24 The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.

7.25 The Committee must make sure that Members are fully informed of all relevant issues relating to a postal ballot.

7.26 The Committee may otherwise decide how to conduct a postal ballot.

#### **Minutes**

7.27 Minutes must be kept of all proceedings at all Members' meetings.

#### **Other proceedings**

7.28 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

#### **Procedural omissions**

7.29 The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

## 8. Annual Meeting

8.1 An annual meeting of Members should be held every year (the "Annual Meeting") by the end of October.

8.2 The following business will be considered at the Annual Meeting:

- a. Receipt from the Committee of a report, balance sheet and statement of accounts for the preceding year.
- b. The election of the Committee.
- c. The appointment of an auditor, which appointment is optional.
- d. The fixing of the Membership Fee and Entrance Fee for the coming year.
- e. Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 20 Working Days before the date of the meeting unless it is proposed by the Committee.
- f. General business.

8.3 Failure to hold the Annual Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

## 9. Entrance Fees

### Amount of entrance fee

9.1 The Members may from time to time at the Annual Meeting fix an Entrance Fee which must be paid by all new Members.

### Different classes of members

9.2 The Members may fix different Entrance Fees for each class of Members.

### Payment of entrance fee

9.3 Entrance Fees must be paid within 25 Working Days of a person being advised that the Committee has approved his or her membership.

## 10. Membership Fees

### Amount of membership fee

10.1 An annual Membership Fee will be fixed from time to time by the Members at the Annual Meeting.

### Different classes of members

10.2 The Members may fix different Membership Fees for each class of Members.

### Payment of membership fee

10.3 Membership Fees must be paid by the Subscription Date each year.

### **Loss of rights**

- 10.4 No person whose Entrance Fee or Membership Fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

## **11. Termination of Membership**

### **Preliminary decision to remove member**

- 11.1 The Committee may decide to consider ending the membership of any Member:
- a. if any payment due by the Member to the Club is at least 30 days overdue; or
  - b. if the Member fails to observe these Rules or any regulations made under these Rules; or
  - c. if the Committee considers that the conduct of the Member has adversely affected the reputation of the Club or may do so.

### **Notice to member**

- 11.2 The Committee must then:
- a. Give the Member written notice of its decision and the reasons for it.
  - b. Allow the Member a reasonable time to remedy any default which can be remedied.
  - c. Give the Member a reasonable time and opportunity to explain his or her actions.

### **Member's right to explain**

- 11.3 The Member may explain his or her actions:
- a. By letter to the Committee.
  - b. In person before the Committee either with or without a representative.
  - c. By a representative who appears before the Committee.

### **Removal of member**

- 11.4 The Committee may by special resolution decide to terminate the Member's membership if:
- a. the default cannot be remedied or is not remedied within the time allowed by the Committee; and
  - b. the Member does not offer an explanation within the time allowed; or
  - c. the Committee does not accept the Member's explanation.

The Committee must then give written notice of termination to the Member.

### **Resignation of members**

- 11.5 A Member may resign from the Club by giving at least 15 Working Days prior written notice to the Secretary.

11.6 The Committee may decline to accept the resignation of a Member until all moneys due by the Member to the Club have been paid.

11.7 Acceptance of a resignation will not limit the operation of the following rule.

**Consequences of termination of membership**

11.8 A person who ceases to be a Member for any reason:

- a. will still be liable to the Club for payment of all moneys which are due for payment before his or her membership ends; and
- b. must immediately return to the Secretary all the Club's property which is in the person's possession or control; and
- c. must not hold himself or herself out in the future as a Member of the Club.

**Section 3 – Committee**

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**12. Election of Committee**

**Election**

12.1 The Committee will be elected each year at the Annual Meeting.

**Nomination for committee**

12.2 Nominations for the Committee must be:

- a. in writing; and
- b. signed by two Members as proposer and second respectively; or
- c. made at the Annual General Meeting if agreed upon by those present.

**13. Committee's Responsibilities**

**Conduct of Club's affairs**

13.1 The Committee, to attain the objects of the Club:

- a. will be responsible for the conduct of the Club's affairs;
- b. may exercise all of the Club's powers, other than those required by statute or by these rules to be exercised by the Club in a meeting;
- c. will meet at such times and places and in such manner as it may determine, subject to the following rules;
- d. may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting;
- e. appoint sub-committees and delegate to any such sub-committee or to any person any of its power and duties on such terms and conditions as the Committee thinks fit. Any such appointment or delegation may be revoked at will by the Committee;

- f. may make and change regulations concerning its business and the conduct of its Members, which regulations must not be inconsistent with these Rules;
- g. may carry on any business;
- h. may use the Club's funds as it thinks necessary and proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff;
- i. may purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and may sell, exchange, let, bail or lease or otherwise dispose of such property, rights or privileges in any manner;
- j. may do all things as may from time to time be necessary or desirable.

#### **Directions by members**

- 13.2 If, however, a Members' meeting gives the Committee any valid directions the Committee must exercise its powers in accordance with those directions.

### **14. Committee Meetings**

#### **Notice of meetings**

- 14.1 At least 5 Working Days prior notice in accordance with clause 20 of all Committee meetings must be given to each Committee Member.
- 14.2 This notice requirement may, however, be waived for any Committee meeting or meetings if all the Committee members agree to the waiver.

#### **Chairperson**

- 14.3 The Chairperson will chair all Committee meetings.
- 14.4 If the Chairperson is not present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

#### **Quorum**

- 14.5 Subject to the rest of this clause no business may be transacted at a Committee meeting if a Quorum for Committee Meetings is not present.
- 14.6 If a quorum is not present within 30 minutes of the start time for the Committee meeting, the Committee meeting will be adjourned to:
- a. the same day in the following week at the same time and place; or
  - b. to a date, time and place fixed by those of the Committee who are present.

#### **Adjournments**

- 14.7 The Chairperson may adjourn a Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.

- 14.8 The Chairperson must adjourn the meeting as above if directed to do so by the Committee meeting.

### **Voting**

- 14.9 Voting at each Committee meeting will be by:

- a. voting by voice; or
- b. voting by show of hands.

The Chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Committee member.

- 14.10 A declaration by the Chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.

- 14.11 The Chairperson of each Committee meeting will be entitled to a second or casting vote.

- 14.12 Every other Committee member present has 1 vote.

### **Decisions**

- 14.13 All decisions of Committee meetings will be made by a majority of the votes of the Committee members present and entitled to vote unless these Rules provide otherwise.

### **Minutes**

- 14.14 Minutes must be kept of all proceedings at all Committee meetings.

### **Telephone or email conference**

- 14.15 Committee meetings may be held by:

- a. telephone conference call (or any similar audio or audio/visual communication) provided each of the Committee members participating can at all times during the meeting hear and communicate with all of the other participating Committee members;
- b. exchange of emails provided all Committee Members have received the proposed notice of business and at least a quorum participates in the exchange of views and decision-making by email.

### **Omissions**

- 14.16 The inadvertent omission of any procedural requirement for any Committee meeting will not invalidate the proceedings at that meeting.

## **Section 4 – Financial**

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## 15. Funds and Accounts

### Funds to be banked

- 15.1 All funds received by the Club must be paid into its bank account and any income, benefit or advantage applied to the objects of the Club.

### Cheque signing

- 15.2 All cheques or withdrawals made from the bank account must be signed by the Cheque Signatories.

### Investment

- 15.3 The Club may invest its funds as it thinks fit.

### Borrowing

- 15.4 The Club may borrow funds as it thinks fit.

### Annual accounts

- 15.5 The Committee must arrange for annual accounts of the Club to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year by an independent party.

- 15.6 The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.

### Auditor

- 15.7 The Club's books may be audited each year if requested to be so by 2 or more members.

- 15.8 If so requested the auditor's report must be submitted to the Annual Meeting with the annual accounts.

- 15.9 The auditor will be appointed by the Committee.

### No Pecuniary Advantage

- 15.10 No member of the Club nor any person associated with a member shall participate in or materially influence any decision by the Club in respect of any payment to or on behalf of that member or associated person. Any such payment shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open marked value).

## Section 5 – General

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## 16. Rules and Regulations

### No rules

- 16.1 Subject to clause 16.2, if any dispute arises out of the interpretation of this constitution or the rules or regulations, or if anything for which there is no applicable

Rule or regulation arises, the dispute or matter will be decided by the Committee, whose decision shall be final and binding.

16.2 If the dispute or matter is between the Committee and a Member, or between one or more Committee Members (“the parties”) then such dispute or matter shall be resolved by the following process:

- a. By the parties acting in good faith to seek agreement; or
- b. Failing such agreement by the parties appointing an independent person to mediate between them; or
- c. Failing agreement at such mediation, by arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) to the Committee. Such arbitration shall be heard by a single arbitrator to be appointed by the parties, and in the absence of agreement on such appointment, by the President of the Waikato Bay of Plenty District Law Club. The arbitrator shall determine the procedure for the arbitration and the arbitrator’s decision shall be final and binding.

#### **Alteration to rules**

16.3 These Rules may be changed by a special resolution of a meeting of Members.

### **17. Indemnity**

17.1 No officer or member of the Committee shall be liable for the acts or defaults of any other officer or member of the Committee or any loss caused thereby, unless caused by their wilful default or acquiescence.

17.2 The officers and members of the Committee shall be identified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

### **18. Common Seal**

#### **Common seal**

18.1 The Club will have a Common Seal.

#### **Use of common seal**

18.2 The use of the Common Seal must be authorised by the Committee.

#### **Witnesses**

18.3 The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

#### **Control of common seal**

18.4 The Common Seal will be kept under the control of the Secretary or any other person appointed by the Committee.

## 19. Registered Office

### Situation of registered office

19.1 The Club's Address will be its registered office.

### Change of registered office

19.2 The Committee may change the Club's Address from time to time.

### Notice of change

19.3 The Committee must give the Registrar of Incorporated Societies and the Members written notice of any change of the Club's Address.

## 20. Service of Notices

### Service

20.1 Every notice required to be given to a Member (including a Committee member) will be deemed to have been given when it is:

- a. posted on the Club website; or
- b. posted by pre-paid post to, or left at, the Member's last known address or place of business; or
- c. given to Members (including Committee members) in person; or
- d. emailed to the Member's last known email address if given to the Club for that purpose.

## 21. Confidentiality

### Club's affairs – confidential

21.1 The affairs of the Club are confidential and Members must not disclose them to any third party except:

- a. for the purposes of obtaining professional advice; or
- b. to the extent required by law.

### Continuing obligations

21.2 Each Member's obligations in this clause continue after their membership ceases.

## 22. Liquidation

### Members' liquidation

22.1 A Members' meeting may appoint a liquidator (the "Resolution").

22.2 The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.

22.3 The Club may then be placed into liquidation.

### Surplus assets

- 22.4 On liquidation the Club's surplus assets (after the discharge and payment of all of the Club's liabilities) will be paid:
- a. to an institution having objects similar to those of the Club and chosen by the Members by special resolution or, by the Committee, if the Members do not choose; or
  - b. if no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members by special resolution or, by the Committee, if the Members do not choose.
- 22.5 Surplus assets may not be directly or indirectly distributed to the Members.

## 23. Definitions and Interpretation

### Definitions

23.1 In these Rules:

- |                      |  |
|----------------------|--|
| "Act"                | means the Incorporated Societies Act 1908.   |
| "Club"               | is a society under the Act.  |
| "special resolution" | means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote.                              |
| "Working Day"        | means a day when registered trading banks are open for business in the province in which the Club's registered office is situated. |

### Interpretation

23.2 In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
  - i. all regulations under that statute; and
  - ii. all amendments to that statute; and
  - iii. any statute substituting for it which incorporates any of its provisions;
- e. all periods of time or notice exclude the days on which they are given.