
CLIFTON ROWING CLUB (INCORPORATED)

Constitution



December 2020

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1 CLUB

NAME

- 1.1 The name of the incorporated society is Clifton Rowing Club Incorporated ("CRC").
- 1.2 The registered office of CRC shall be at the place as determined by the Committee.

PURPOSE OF CLUB

- 1.3 The purposes of CRC are:
 - a) To foster and encourage the sport of rowing within Taranaki as an activity that promotes and maintains the health and wellbeing of all participants in CRC;
 - b) The provision, maintenance and management of the Club's boat house(s), plant and equipment;
 - c) To co-operate with kindred and affiliated organisations, including Whanganui Rowing Association and New Zealand Rowing Association.

COLOURS

- 1.4 The Club colours shall be Cambridge blue with a white 6" band on a rowing top.

POWERS OF THE CLUB

- 1.5 CRC has full powers, jurisdiction and authority and (except as restricted by these rules) may do all and any things to carry out its purpose, including to:
 - a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
 - c) Sell, lease, mortgage, charge or otherwise dispose of any property of CRC and grant such rights and privileges over such property as it considers appropriate;
 - d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - e) Produce, develop, create, license and otherwise use and protect the intellectual property of CRC;
 - f) Enforce this Constitution, make, alter, rescind, and enforce any rules, bylaws, regulations, policies and procedures for the governance, management and operation of CRC;

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- g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
 - h) Consider and settle disputes between Members;
 - i) Determine who are its Members and suspend or terminate membership;
 - j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
 - k) Select national and other representative teams and squads;
 - l) Delegate powers of CRC to any member, committee or sub-committee;
 - m) Do any other acts or things which are incidental or conducive to the attainment of the purpose of CRC.

2 MEMBERSHIP

MEMBERSHIP TYPES

2.1 The Members of CRC shall be either:

- a) **ACTIVE MEMBERS:** An active member is any competitive rower, Master's rower, non-competitive rower or coxswain;
- b) **SUPPORTING MEMBERS:** A supporting member is any non-rowing member who wishes to maintain an interest in the Club. A Coach will be a Supporting Member unless he/she is also a rower or coxswain;
- c) **LIFE MEMBERS:** Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of CRC. Any person may be nominated for life membership of CRC. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination. Life membership of such nominee is obtained by Resolution at an Annual General Meeting.

ADMISSION OF MEMBERS

2.2 A person must consent to become a member of CRC.

2.3 To become a member, the applicant must:

- a) complete an application form (in such format as may be required by the Committee); and
- b) supply any other information the Committee requires.

2.4 Applicants acknowledge and agree that:

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- a) The Committee has total discretion whether or not to admit the applicant;
 - b) The Committee may interview the applicant when it considers the application;
 - c) The Committee must advise the applicant of its decision, but is not required to provide reasons for that decision.

MEMBERSHIP RIGHTS, OBLIGATIONS AND DURATION

- 2.5 Members are bound by this Constitution and by any regulations, bylaws, policies and procedures of CRC.
- 2.6 Members are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 2.7 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee, including payment of any membership or other fees within a required time period.
- 2.8 The failure by a Member to comply with Clause 2.5 may result in termination of membership.
- 2.9 All Members shall promote the purposes of CRC and shall do nothing to bring CRC into disrepute.
- 2.10 Membership of CRC is annual (except for Life Members), and aligns with Rowing New Zealand's season from September 1 to August 31.

SUBSCRIPTIONS

- 2.11 The Committee shall review annually at the Annual General Meeting any subscriptions or other fees payable by each type of Member.
- 2.12 The Committee has the ability to vote on reducing subscription fees for individuals in cases where full payment is deemed excessive.
- 2.13 The due date and the manner for payment of such fees shall be determined by the Committee.

RESIGNATION AND TERMINATION OF MEMBERSHIP

- 2.14 A Member may resign by giving notice in writing to the President or Secretary.
- 2.15 The Committee may terminate a Member's Membership if the Member has not paid the Club subscription by the due date.
- 2.16 The Committee may terminate membership based on investigation of a complaint or grievance (as specified in Rules 2.22 to 2.25), or institute disciplinary procedures.
- 2.17 If, for any reason whatsoever, the Committee is of the view that a Member fails to comply with this Constitution, including any codes of conduct or requirements set out in regulations,

bylaws, policies or procedures of CRC or, if a Member acts in a manner which is considered by the Committee to be harmful to CRC or inconsistent with the standards of behaviours expected of a Member, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

- a) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club;
- b) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership;
- c) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s membership;
- d) State that if the Committee terminates the Member’s membership, the Member may appeal to the Club.

2.18 Fourteen days after the Member received the Committee’s Notice, the Committee may, in its absolute discretion by majority vote, terminate the Member’s membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Committee at the next committee meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.

2.19 If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a committee meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following committee meeting.

2.20 The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club’s decision will be final.

2.21 A person who ceases to be a Member must return to the Club all Club property as soon as possible, and no later than 28 days from when their membership ceased.

COMPLAINTS OR GRIEVANCES

2.22 The Committee must, as soon as reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance

2.23 The Committee may decide not to proceed with a matter further if the Committee determines that:

- a) The matter is trivial, or

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- b) The complaint or grievance does not appear to disclose:
 - i) in the case of a complaint, any material misconduct, or
 - ii) in the case of grievance, any material damage to a Member's rights or interests, or
 - c) the complaint or grievance appears to be without foundation or there is no apparent evidence to support it, or
 - d) the person who makes the complaint or brings the grievance has an insignificant interest in the matter, or
 - e) the conduct, incident, event, or issue has already been investigated and dealt with by or on behalf of the Club.

2.24 The Committee may refer a complaint or grievance to:

- a) A sub-committee or an external person to investigate and report, or
- b) A sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

2.25 A person may not act as a decision maker in relation to a complaint or grievance if two or more Committee Members, or a complaints sub-committee, consider that there are reasonable grounds to believe that the person may not:

- a) Be impartial, or
- b) Be able to consider the matter without a predetermined view.

REGISTER OF MEMBERS

2.26 The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, email and physical address, class of membership and any other details about each Member as agreed by that Member.

2.27 A Committee Member may access the Register of Members, if access is necessary for the performance of the Committee Member's function, or the exercise of their role.

2.28 A Member of the Club may make a request to the Secretary for access to the Register of Members. The Secretary will provide access to the extent that Members have consented to access being granted to information about themselves on the register and must at all times comply with the Privacy Act 1993.

MINIMUM MEMBERSHIP

2.29 For the Club to exist it shall have a minimum membership of 10 Members.

2.30 The Club may continue to operate when membership falls below 10 but has one year to seek new Members and comply with the minimum membership rule.

3 MANAGEMENT OF CLUB

MANAGING COMMITTEE

- 3.1 An elected committee of at least 4 Members shall manage the Club.
- 3.2 The Committee must be comprised of the following positions:
- a) A President (who is also the Chairperson);
 - b) A Secretary (who also the Contact Officer);
 - c) A Treasurer;
 - d) A Club Captain; and
 - e) Such additional specified committee roles or general committee members as the Club shall decide.

PATRON

- 3.3 The Committee may also invite an individual to be the Club Patron. The Patron is oftentimes, but not restricted to, an Alumni of the Club held in high regard and will be entitled to attend and speak at the Annual General Meeting but shall have no right to vote, unless a registered Member.

ROLES OF THE COMMITTEE MEMBERS

- 3.4 The **President** is responsible for:
- a) Ensuring that the Rules of the Club are followed;
 - b) Convening committee meetings and establishing whether or not a quorum (half of the Committee) is present;
 - c) Chairing Meetings, deciding who may speak and when;
 - d) Overseeing the operation of the Club;
 - e) Providing a report on the operations of the Club at each Annual General Meeting.
- 3.5 The **Secretary** is responsible for:
- a) Recording the minutes of Meetings;
 - b) Keeping the Register of Members;
 - c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
 - d) Receiving and replying to correspondence as required by the Committee;

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- e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
 - f) Advising the Registrar of Incorporated Societies of any rule changes.
 - g) Acting as the Club's Contact Officer.

3.6 The **Treasurer** is responsible for:

- a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- b) Preparing Audited annual financial statements for presentation at each Annual General Meeting;
- c) Providing a financial report at each Annual General Meeting;
- d) Providing financial information to the Committee as the Committee determines.

3.7 The **Club Captain** is responsible for:

- a) Representing the Active Rowing Members at the Committee meetings;
- b) Being a liaison between the Coaches and Active Members;
- c) Setting a good example to all the Members and promoting and enforcing the Club Code of Conduct.

INELIGIBILITY

3.8 A Member seeking election or to remain in office as a Committee Member shall be eligible to do so as long as they are a Member of CRC, but the following persons shall not be eligible for appointment, election, or to remain in office as a Committee Member:

- a) A person who is an employee of, or contractor to, CRC;
- b) A person who is a Member of any other rowing club;
- c) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation;
- d) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them;
- e) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005;
- f) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

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- 3.9 If any of the circumstances listed in Rules 3.8 a) to f) occur to a Committee Member, that Committee Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Committee Member of any of those circumstances. If a Committee Member becomes or holds any position in Rule 3.8 a) then upon appointment to such a position, that Committee Member shall be deemed to have vacated his/her office as a Committee Member.

NOMINATION OF COMMITTEE MEMBERS

- 3.10 The Committee Members shall be nominated as follows:
- a) Nominations for Members of the Committee shall be called for at least 28 days before an Annual General Meeting;
 - b) Nominations shall be made in the approved form as determined by the Committee and shall close 7 days before the Annual General Meeting.

TERMS OF OFFICE

- 3.11 The term of office for all Committee Members shall be for one year, expiring at the conclusion of the subsequent Annual General Meeting.
- 3.12 All retiring Committee Members shall be eligible for re-election.

CESSATION OF COMMITTEE MEMBERSHIP

- 3.13 Members cease to be Committee Members when:
- a) They resign by giving written notice to the Committee;
 - b) They are removed by a Membership vote at a SGM as outlined in Rules 3.17 to 3.19, or by a two-thirds majority vote of the Committee at a committee meeting as outlined in Rule 3.20; or
 - c) Their Term expires.
- 3.14 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.
- 3.15 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club's documents and property in their possession.

VACANCIES ON THE COMMITTEE

- 3.16 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member or Club Member to fill that role/vacancy, or the leave the role/vacancy unfilled, until the next Annual General Meeting.

REMOVAL OF COMMITTEE MEMBERS

- 3.17 A Committee Member may be removed by Special Resolution at a Special General Meeting, before the expiration of their term of office, if Members consider the Committee Member has breached his or her duties as specified in Rule 3.23.
- 3.18 Upon the Secretary receiving a request for an SGM for the purpose of removing a Committee Member, the Secretary shall send the notice to the Committee Member concerned in addition to the Club Members in accordance with Rule 4.22.
- 3.19 Following the SGM notification under Rule 4.22 and before voting on the resolution to remove a Committee Member, the Committee Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the Members about the proposed resolution.
- 3.20 The Committee may, with the approval of a motion by no less than two-thirds of the Committee, remove any Committee Member from the Committee, before the expiry of their term of office if the Committee considers the Committee Member concerned has seriously breached their duties as specified in Rule 3.23 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- a) The Committee Member concerned shall be notified that a committee meeting is to be held to discuss the proposal to remove the Committee Member from office; and
 - b) The Committee Member concerned shall be given an opportunity to make submissions about the proposed motion to the Committee in writing prior to the committee meeting and/or by submission in person at the committee meeting.

INDEMNITY OF COMMITTEE MEMBERS

- 3.21 CRC shall indemnify every former and current Committee Member in respect of all liability arising from the proper performance of their functions connected with CRC.
- 3.22 The Club shall arrange indemnity insurance annually.

DUTIES OF THE COMMITTEE

- 3.23 The Committee's functions are to manage, direct, or supervise the operation and affairs of the Club, including:
- a) Carrying out the purposes of the Club, and using money or other assets to do that;
 - b) Controlling and managing the Club's financial affairs, including meeting the Committee's record keeping and reporting obligations;
 - a) Regularly attending committee meetings and General Meetings of CRC;
 - b) Providing good governance for CRC;
 - c) Exercising the powers of the Committee for proper purpose;

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- d) Regularly monitoring and reviewing the performance of CRC;
 - e) Acting in good faith and in the best interests of CRC at all times;
 - f) Acting, and ensuring CRC acts, in accordance with this Constitution;
 - g) Formulating such bylaws, regulations, policies and procedures as are appropriate for CRC;
 - h) Where appropriate, engaging in activities to promote, market, represent and fundraise for CRC;
 - i) Disclosing to the Committee any conflict of interest in a transaction or proposed transaction as soon as the Committee Member becomes aware of the fact that s/he has such interest;
 - j) Taking such other steps as determined by the Committee in respect of any conflict of interest, which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
 - k) Not disclosing information that the Committee Member would not otherwise have available, other than in his or her capacity as a Committee Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Committee for the purposes of CRC;
 - ii. As required by law; or
 - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.

POWERS OF THE COMMITTEE

3.24 The Committee shall have the power to:

- a) Direct and supervise the management, operation and affairs of the Club;
- b) Adopt and review the strategic plan for CRC;
- c) Review and recommend to the Annual General Meeting the annual plan and budget for CRC;
- d) Establish sub-Committees or other groups to carry out any work of the Committee by its delegated authority;
- e) Subject to this Constitution, fill vacancies on the Committee, and any committees or other groups which are established by it;
- f) Control expenditure and raise funds to fulfil the purposes of CRC;
- g) Open and operate in the name of CRC such bank accounts as deemed necessary;
- h) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;

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- i) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Committee;
 - j) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of CRC;
 - k) Resolve and determine any disputes or matters not provided for in the CRC Code of Conduct; and
 - l) Do all other acts and things which are within the powers and Purposes of CRC and which the Committee considers are appropriate.

3.25 If any situation arises that, in the opinion of the Committee, is not provided for in the Constitution, the Club Bylaws, any regulations, or the policies or procedures of CRC, the matter will be determined by the Committee.

BYLAWS

3.26 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on Members of the Club. A copy of the bylaws shall be available for inspection by any Member on request to the Secretary.

METHOD OF NOTICE

3.27 The Committee shall have discretion as to the method used to give notice as required by this Constitution. Depending on circumstances valid notice may be given by letter, email, via the Club Website or social media platform or any other method the Committee determines appropriate.

4 MEETINGS

COMMITTEE MEETINGS

- 4.1 At its first meeting following the Annual General Meeting, the Committee shall confirm the President as Chairperson of the Committee.
- 4.2 Except to the extent specified in this Constitution, the Committee shall regulate its own procedure.
- 4.3 The role of a Chairperson is to chair meetings of the Committee and to represent the Committee. In the event of the unavailability of a Chairperson for any reason, then another Committee Member appointed by the Committee shall undertake the Chairperson's role during the period of unavailability.
- 4.4 Committee meetings may be called at any time by the Chairperson or two Committee Members but generally the Committee shall meet at regular intervals agreed by the Committee.

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- 4.5 The quorum for a committee meeting shall be not less than half the Committee Members of the Committee.
 - 4.6 Each Committee Member shall have one vote. Voting shall be by voices or upon request of any Committee Member by a show of hands or by a ballot.
 - 4.7 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.
 - 4.8 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more Committee Members.
 - 4.9 Any Committee Member may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.
 - 4.10 The Committee may, by majority vote, pay an honorarium and/or reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of CRC's business. Prior to doing so the Committee must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.
 - 4.11 Any Committee Member who shall be absent from 3 consecutive meetings without leave is deemed to have resigned from the Committee.

ANNUAL GENERAL MEETING (AGM)

- 4.12 An AGM must be held once every year at such time, date and place as the Committee determines but not more than three months after the financial year end.
- 4.13 The Committee must give Members at least 28 days' written notice of the AGM. The notice can be given by such methods as the Committee may determine.
- 4.14 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 4.15 Not less than 14 days before the date set for the AGM, proposed motions (including alterations to the Constitution or subscriptions) and other items of business must be received in writing by the Secretary from the Members and/or the Committee.
- 4.16 Applications for Committee Members must be received not less than 7 days before the date set for the AGM.
- 4.17 The following business shall be discussed at the AGM:
 - a) Receiving the minutes of the previous AGM meeting;

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- b) The presentation of:
 - i. The annual report on the affairs of the Club during the most recently completed accounting period,
 - ii. The financial statements of the Club for that period,
 - iii. A summary of any disclosures or the types of disclosures made by Committee Members of an interest in matters being considered by or affecting the Club, recorded since the previous AGM;
 - c) Election of Committee Members;
 - d) Motions to be considered; and
 - e) Any general business.

4.18 An agenda containing the business to be discussed at an AGM shall be sent by the Secretary to the Committee and the Members by no later than 7 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

SPECIAL GENERAL MEETING (SGM)

4.19 An SGM must be called by the Committee upon a written request from:

- a) The Committee itself; or
- b) Such Members that constitute 25% or more of the voting Members of CRC.

4.20 The written request for an SGM must state the purpose for which the SGM is requested.

4.21 The SGM must only deal with the business for which the SGM is requested.

4.22 The notice requirements for the SGM are 28 days unless the Committee in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

AGM and SGM PROCEDURES

Minutes

4.23 Full minutes shall be kept by the Secretary of all General Meetings and made available upon request by Members.

4.24 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;

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- b) A motion to proceed is put to the meeting and a majority of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Quorum

- 4.25 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence.
- 4.26 The quorum for a General Meeting shall be 15% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 4.27 If a quorum is not obtained within half an hour of the intended commencement time where the General Meeting is an AGM, then the General Meeting shall be adjourned to such other day, time and place as determined by the Committee and if no quorum is obtained at the stage of such further AGM, then the Members present at that further AGM are deemed to constitute a valid quorum. If the General Meeting is a SGM and a quorum is not present the meeting shall fail.

Control of General Meetings and Voting

- 4.28 The President of CRC shall preside at the General Meeting. If the President is unavailable then another Committee Member (appointed by the Committee) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 4.29 All registered Members are entitled to one vote at a General Meeting:
- a) Active Members under 18 years of age may have one parent vote on their behalf, however, if that parent also votes as an eligible adult Member then only one vote will be counted.
- 4.30 To vote or be considered for election Active Members must have paid the relevant subscription and all other money owing to the Club for the financial year just completed or have paid a subscription for the current financial year.

Method of Voting

- 4.31 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for.
- 4.32 Elections of the Committee Members at an AGM must be undertaken by a show of hands.
- 4.33 If there are insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 3.16.
- 4.34 Those applicants for the vacant Committee Member positions which have the highest number of votes in their favour will be declared elected.
- 4.35 A simple majority at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 4.36 In the event of a tie of votes at a General Meeting, the motion is lost.

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- 4.37 Electronic votes will be allowed but must be received by the Secretary no later than five days prior to the AGM.
- a) The electronic vote will be ratified by the Secretary against the current membership database;
 - b) The electronic vote will require a Member's full name and clear instructions (tick / cross) against each motion put to the membership.

5 FINANCES

ASSURANCE OF FINANCIAL STATEMENTS

- 5.1 Unless otherwise determined by the Committee, the financial year of CRC shall end on the 31st day of July each year.
- 5.2 The Club shall appoint an Auditor to audit the annual financial statements of the Club. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Club's accounting policies. The Auditor must be a suitably qualified person, and preferably be a Member of the New Zealand Institute of Chartered Accountants, and must not be a Committee Member, or an employee of the Club. If the Club appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.
- 5.3 The Committee is responsible to provide the auditor with:
- a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - b) Additional information that the auditor may request from the Committee for the purpose of the audit; and
 - c) Reasonable access to persons within the Club from whom the auditor determines it necessary to obtain evidence.

USE OF MONEY AND OTHER ASSETS

- 5.4 The funds of the Club must be used to further the purpose of the Club:
- a) As the Committee decides; or
 - b) As the Club decides by a resolution passed at a general meeting.
- 5.5 All payments must be approved by two Committee Members or employees of the Club, being Members or employees authorised to do so by the Committee.
- 5.6 Except as provided in this Constitution:
- a) No portion of the income or property of CRC shall be paid or transferred, directly or

indirectly, by way of dividend, bonus, or otherwise to any Member or Committee Member; and

- b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Committee Member except under Rule 4.10.
- 5.7 Any payments made to a Member of CRC, or person associated with a Member, must be for goods or services that advance the purpose of CRC, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

6 OTHER

COMMON SEAL

- 6.1 The common seal of CRC shall be kept in the control of the Secretary and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signatures of the Chairperson and Secretary or, in the absence of the chairperson, then by another Committee Member.

ALTERATIONS OF RULES

- 6.2 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting by a two-thirds majority of those Members present and voting.
- 6.3 Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 6.4 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 6.5 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
- 6.6 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit purposes, personal benefit prohibition or the winding-up rules of CRC. This Rule 6.6 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

LIQUIDATION / WINDING UP

- 6.7 CRC must be liquidated if CRC, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring CRC to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 28 days after the date on which the resolution so to be confirmed is passed.
- 6.8 If upon the winding-up or dissolution of CRC there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of CRC but shall be given or transferred to some other not-for-profit association, organisation or body having purposes similar to the purposes of CRC.

7 DEFINITIONS

AGM means Annual General Meeting;

Club means Clifton Rowing Club Incorporated;

Committee means the Committee that runs the Club;

Constitution means this Constitution;

CRC stands for Clifton Rowing Club Incorporated;

General Meeting means an Annual or Special General Meeting (AGM or SGM);

Majority vote means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

Member means and includes all classes of membership of CRC described under Rule 2.1;

“Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Club;

Purpose means the purpose of CRC described under Rule 1.3;

Register means the register of Members specified in Rule 2.26;

Rules means these rules (this Constitution) and “Rule” shall have a corresponding meaning;

Secretary means the Club Secretary whose responsibilities are defined in the Club Bylaws;

SGM means Special General Meeting;

“Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets;

“Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.