

NEW ZEALAND TEAM SAILING ASSOCIATION INCORPORATED

Section 1 – Name, Objects and Particulars

1. Name

1.1 The name of the Society is New Zealand Team Sailing Association Incorporated (the “Society”).

2. Objects

2.1 The objects of the Society are:

- a. To promote, provide and develop team sailing in New Zealand.
- b. To encourage and foster the enjoyment of the sporting, recreational and competitive aspects of team sailing.
- c. To develop, provide and promote coaches, administrators and umpires within the sport of team sailing in New Zealand.
- d. To support and foster other tactical sailing in New Zealand.
- e. To affiliate with Yachting New Zealand (YNZ) and act in accordance with the General Rules, By-Laws and directions of the International Sailing Federation (ISAF) and YNZ.

3. Particulars

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

Term	Meaning
Annual General Meeting Day:	No later than 180 days after balance date
Balance Date:	30 th June
Cheque Signatories:	Any two (2) of three Members of the Committee
Committee:	A committee comprising: <ol style="list-style-type: none">a. A Chairperson.b. A Deputy Chairpersonc. A Secretary.d. A Treasurer.e. (minimum 5 maximum 12) other Committee Members, or such lesser number as is appointed by the Society at an Annual General Meeting.

Common Seal Signatories:	The Chairperson and one other committee member
Financial Year:	The year ending on the Balance Date.
Quorum for Committee Meetings:	5 members of the Committee
Quorum for Members' Meetings:	10 members or at least 10% of the members or their representatives whichever is the least.
Society's Address:	The office of KGA Warkworth Limited, Accountants, 54 Whitaker Road, Warkworth 0910.
Subscription Date:	By the 30 th of November each year.

Section 2 – Membership

4. Classes of membership

4.1 The Membership of the Society is divided into 4 classes:

- a. Individual Members;
 - i) The persons signing these Rules as members are the first members of the Society.
 - ii) The elected members of the Committee as per clause 9.
- b. Associate Members;
 - i) Subject to section 31 of the Act, a corporate member or a member which is a partnership, Incorporated Society, Limited liability Company a secondary or tertiary education body or a team belonging to a yacht club affiliated to YNZ may be 1 associate member.
 - ii) The nomination for associate members shall be in writing and signed by 2 existing Members as proposer and second respectively.
 - iii) Associate members have all the same rights and obligations and the same voting rights as other members.
 - iv) Each Associate member shall nominate from time to time one person who may exercise voting rights on behalf of the Associate member. Each nomination shall be in writing.
 - v) The nomination shall be sent or given to the Secretary.
 - vi) The nomination shall be approved by the Committee.

- c. Junior Members;
 - i) Subject to the payment of team regatta fees each member of a secondary school team that participates in either or any of a NZTSA sanctioned event regionally or nationally shall be a junior member.
 - ii) Junior member shall not have voting rights.
- d. Life Members
 - i) May be extended by the committee to persons who have served or are serving the Association in a manner worthy of this privilege.
 - ii) At any time there may be no more than 10 life members.

5. Special Meetings of Members

Notice of Special Meetings

- 5.1 Every Member, except those noted in clause 4c. shall be sent written notice of the time and place of each Special Meeting of Members.
- 5.2 The notice shall be sent at least 10 Working Days before the Special Meeting.

Contents of notice

- 5.3 Each notice shall include:
 - a. an agenda for the Special Meeting; and
 - b. the text for any special resolution to be put to the Special Meeting.

Omission to send notice

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

Chairperson

- 5.5 The Chairperson will chair all Special Meetings of Members.
- 5.6 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the Special Meeting.
- 5.7 If neither the Chairperson nor the Deputy Chairperson is present at the General Meeting within 15 minutes of the start time, those present may elect a chairperson for that Special Meeting.

Quorum

- 5.8 Subject to the rest of this clause no business may be transacted at a Special Meeting of Members if a Quorum for Members' Special Meetings is not present.

- 5.9 If a quorum is not present within 30 minutes of the start time for the Special Meeting, the Special 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 Special Meeting within 30 minutes of the start time, the Members present will be a quorum.

Adjournments

- 5.10 The chairperson may adjourn a Special Meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned Special Meeting other than the business left unfinished at the Special Meeting from which the adjournment took place.
- 5.11 The chairperson shall adjourn the Special Meeting as above if directed to do so by a majority vote of members at the Special Meeting.

Voting

- 5.12 Voting at each Special Meeting of Members will be by:
- a. voting by voice; or
 - b. voting by show of hands; or
 - c. voting electronically.

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

- 5.13 A declaration by the chairperson of a Special Meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 5.14 The chairperson of each Special Meeting will be entitled to a second or casting vote.
- 5.15 Subject to these Rules every other Member present has 1 vote, however, a member who may also be an associate member, a life member or an ordinary member shall only have one vote, unless that member is Chair in which case they have a casting vote.

Decisions

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

Proxies

- 5.17 A Member may appoint a proxy to vote on behalf of the Member at a Special Meeting of Members.

- 5.18 The appointment shall be in writing and received by the Secretary at least 24 hours before the start time for the Special Meeting.
- 5.19 The appointment may require the proxy to vote in the manner specified in the appointment.
- 5.20 A Member will be deemed to be present at a Special Meeting of Members if his or her properly appointed proxy is present.

Postal/Electronic ballot

- 5.21 The Committee may seek any resolution of Members by postal/electronic ballot.
- 5.22 The rules applying to quorums and voting will, with any necessary changes, apply to postal/electronic ballots.
- 5.23 The Committee shall make sure that Members are fully informed of all relevant issues relating to a postal/electronic ballot.
- 5.24 The Committee may otherwise decide how to conduct a postal/electronic ballot.

Minutes

- 5.25 Minutes shall be kept of all proceedings at all Members' Special Meetings.

Other proceedings

- 5.26 Except as provided in these Rules and any regulations made under these Rules each Special Meeting of Members may regulate its own procedure.

Procedural omissions

- 5.27 The inadvertent omission of any procedural requirement for any Members' Special Meeting will not invalidate the proceedings at that Special Meeting.

6. Annual Meeting

- 6.1 An annual meeting of Members should be held every year (the "Annual Meeting") in the Annual Meeting Month.
- 6.2 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 or external reviewer.
 - d. The fixing of the Membership Fees for the coming year.
 - e. Consideration of any proposed special resolution of Members which shall 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.

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

7. Membership Fees

Amount of membership fee

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

Associate and junior members

- 7.2 The Members may fix different Membership Fees for Associate Members and junior Members.

Payment of membership fee

- 7.3 Membership Fees shall be paid by the Subscription Date set each year.

Loss of rights

- 7.4 No person whose 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.

8. Termination of Membership (either full member, associate, life or junior member)

Preliminary decision to remove member

- 8.1 The Committee may decide to end the membership of any Member:
- a. if any payment due by the Member to the Society 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 Society or may do so.

Notice to member

- 8.2 The Committee shall 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

- 8.3 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

- 8.4 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 shall then give written notice of termination to the Member.

Resignation of members

- 8.5 A Member may resign from the Society by giving at least 15 Working Days prior written notice to the Secretary.
- 8.6 The Committee may decline to accept the resignation of a Member until all moneys due by the Member to the Society have been paid.
- 8.7 Acceptance of a resignation will not limit the operation of the following rule.

Consequences of termination of membership

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

Section 3 – Committee

9. Election of Committee**Election**

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

Nomination for committee

- 9.2 Nominations for the Committee shall be:
- a. in writing; and
 - b. signed by two Members as proposer and second respectively; and
 - c. received by the Secretary at least 10 Working Days before the Annual Meeting or as may be agreed by the committee.

10. Committee's Responsibilities

Conduct of society's affairs

- 10.1 The Committee will be responsible for the conduct of the Society's affairs.

Directions by members

- 10.2 If, however, at an Annual or Special Meeting Members give the Committee any recommendation, the Committee shall give due consideration to that recommendation.

11. Committee Meetings

Notice of meetings

- 11.1 At least 5 Working Days prior written notice of all Committee meetings shall be given to each Committee Member.
- 11.2 This notice requirement may, however, be waived for any Committee meeting or meetings if all the Committee members agree to the waiver.

Chairperson

- 11.3 The Chairperson will chair all Committee meetings.
- 11.4 If the Chairperson is not present within 15 minutes of the start time, the Deputy Chairperson will chair the Committee meeting.
- 11.5 If neither the Chairperson nor the Deputy Chairperson is present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

Quorum

- 11.6 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.
- 11.7 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

- 11.8 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.
- 11.9 The Chairperson shall adjourn the meeting as above if directed to do so by the Committee meeting.

Voting

- 11.10 Voting at each Committee meeting will be by:
- a. voting by voice; or
 - b. voting electronically; or
 - c. voting by show of hands.

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

- 11.11 A declaration by the Chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 11.12 The Chairperson of each Committee meeting will be entitled to a second or casting vote.
- 11.13 Every other Committee member present whether in person or by teleconference or by electronic means has 1 vote.

Decisions

- 11.14 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

- 11.15 Minutes shall be kept of all proceedings at all Committee meetings.

Telephone conference

- 11.16 Committee meetings may be held by 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.

Omissions

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

Section 4 – Financial

12. Funds and Accounts

Funds to be banked

- 12.1 All funds received by the Society shall be paid into its bank account.
- 12.2 All cheques or withdrawals or transactions made electronically made from the bank account shall be signed by 2 of the 3 Cheque Signatories or authorized electronically by (an) appointed holder(s) of authorization codes of the committee and presented for approval to the committee.

Investment

- 12.3 The Society may invest its funds as it thinks fit.

Borrowing

- 12.4 The Society may borrow funds as it thinks fit.

Annual accounts

- 12.5 The Committee shall arrange for annual accounts of the Society to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- 12.6 The annual accounts for the preceding Financial Year shall be submitted to each Annual General Meeting.

Auditor

- 12.7 The Society's books shall be reviewed or audited each year.
- 12.8 The auditor's or reviewers report shall be submitted to the Annual General Meeting with the annual accounts.
- 12.9 The auditor or reviewer will be appointed at the Annual General Meeting each year.

Section 5 – General

13. Rules and Regulations

Regulations

- 13.1 An Annual Meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- 13.2 The regulations shall not be inconsistent with these Rules.

No rules

- 13.3 If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Committee.

13.4 The Committee's decision will be final.

Alteration to rules

13.5 These Rules may be changed by a special resolution at an Annual or Special meeting of Members.

14. Common Seal

Common seal

14.1 The Society will have a Common Seal.

Use of common seal

14.2 The use of the Common Seal shall be authorised by the Committee.

Witnesses

14.3 The affixing of the Common Seal shall be witnessed by the Common Seal Signatories.

Control of common seal

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

15. Registered Office

Situation of registered office

15.1 The Society's Address will be its registered office.

Change of registered office

15.2 The Committee may change the Society's Address from time to time.

Notice of change

15.3 The Committee shall give the Registrar of Incorporated Societies and the Members written notice of any change of the Society's Address.

16. Service of Notices

Service other than by personal service

16.1 Every notice required to be given to a Member (including a Committee member) will be deemed to have been given when it is posted by pre-paid post to, or left at, the Member's last known address or place of business, or sent by facsimile or email. In the case of facsimile or email, the notice is deemed to be served provided the email has been sent to the last known email address.

Personal service

16.2 Notices may be given to Members (including Committee members) in person.

17. Confidentiality

Society's affairs – confidential

- 17.1 The affairs of the Society are confidential and Members shall 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

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

18. Liquidation

Members' liquidation

- 18.1 A Members' meeting may appoint a liquidator (the "Resolution").
- 18.2 The Resolution shall then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.
- 18.3 The Society may then be placed into liquidation.

Surplus assets

- 18.4 On liquidation the Society's surplus assets (after the discharge and payment of all of the Society's liabilities) will be paid:
- a. to an institution having objects similar to those of the Society and chosen by the Members 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 or, by the Committee, if the Members do not choose.
 - c. Surplus assets may not be directly or indirectly distributed to the Members.

19. Definitions and Interpretation

Definitions

- 19.1 In these Rules:

"Act"	means the Incorporated Societies Act 1908.
"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 Society's registered office is situated.

Interpretation

19.2 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.