

Dear Torbay Sailing Club Member,

As part of our ongoing effort to improve our club, the current General Committee (GC) would like to propose the following two amendments to our Club Rules for the membership to vote on at our AGM on 6 pm Friday 28th August at the club.

Motion 1: To make the rules gender natural

This motion is pretty self-explanatory, but one the GC feels is required to bring our rules up to date with our club's equality principles. The changes can be found throughout the below copy of the rules (old wording highlighted, new wording in red with "(motion 1)" in green next to the changes).

Motion 2: To update rule 38

This motion is to better clarify the intended use of the word audit by the then GC. The club is not required by law to have the books professionally audited every year and it was not the intent of the then GC to put this burden on the club finances. This currently costs a minimum of \$3,500 a year and this money could be better used elsewhere in the club. With this update, the GC continues to have full oversight over the accounts as they always have and retain the ability to call for an audit or have a qualified independent person look over the club's accounts.

Old rule 38 wording; "The Club books shall be audited to fourteen clear days preceding the annual meeting in each year, 30th Day of April shall be the end of the financial year of the Club and the committee shall be empowered to arrange for a special audit any time if may be deemed advisable."

New rule 38 wording; "The financial year-end shall be the 30th of April. The Club accounts shall be reviewed by the General Committee fourteen clear days preceding the annual meeting in each year. The General Committee shall be empowered to arrange an audit or qualified person to review the accounts at any time it may be deemed advisable with a majority vote by the General Committee. The treasurer is not entitled to cast a vote on whether an audit should be carried out."

Kind Regards
Heidi Thonig

Secretary
Torbay Sailing Club



RULES OF TORBAY SAILING CLUB
(INCORPORATED 21 AUGUST 1959)

1. The name of the Club shall be the “TORBAY SAILING CLUB”
(incorporated hereinafter referred to as the Club.
2. The objects for which the Club is established are:-
 - a) To enable youth to achieve their full potential and enjoy sailing as a lifetime sport.
 - b) To further the enjoyment and safety of water activities in our local community.
 - c) To encourage leadership and respect for the environment and for people.
 - d) For such purposes connected with the aforesaid objects and development of the Club as the members shall from time to time determine, and
 - e) To acquire or dispose of, lend, mortgage, lease, charge or otherwise deal with any real or personal property for any of the aforesaid purposes or objects including the power to make such donations or grants as the committee may think fit.
3. The Club shall consist of ordinary, honorary and life members. The general committee shall have the power to create further class, or classes of membership including, but not confirmed to, associate membership. The general committee shall also have the power to eliminate any such class or classes of membership.
4. The officers of the club shall consist of a Commodore, Vice –Commodore, Rear-Commodore, Honorary Treasurer and Honorary Secretary.
5. There shall be a general committee, consisting of the Commodore, Vice – Commodore, Rear-Commodore, Honorary Treasurer and Honorary Secretary, and not less than five or more than ten other members.
6. The Committee may from time to time appoint such executive officers as it shall think fit to carry out such duties as the Committee may determine. Such officers to hold office and to 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 think fit.
7. Any income, benefit, or advantage must be used to advance the charitable purpose of the organisation.

8. No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect to payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
9. Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
10. At Committee Meetings five shall form a quorum and the Committee shall regulate its own procedure subject as herein provided.
11. All officers and the Committee shall be elected annually at the Annual General Meeting and should any office become vacant the Committee may elect a member to fill the vacancy until the following Annual General Meeting. All nominations for officers must be in the hands of the Secretary in writing seven days before the Annual General Meeting, but in the event of there being no nomination for any particular office nominations may be accepted for that office at the Annual General Meeting.
12. Any office-bearer, ceasing to be a member of the Club shall ipso facto cease to be an officer bearer.
13. The general committee shall procure for the Club a common seal of an appropriate design with the words "The Common Seal of Torbay Sailing Club (Incorporated)". The common seal shall remain in the custody of the Secretary and shall be affixed by resolution of the general committee. One member of the general committee and the Secretary or the Commodore shall attest the affixing of the seal to any document in pursuance of any such resolution
14. It shall be the duty of the Commodore to preside over all meeting and other activities of the Club.
15. It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of **his** duties, and in **his** absence to officiate in **his** stead. **their (motion 1)**
16. 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 as Chairman of the Sailing Committee.
17. The Honorary Secretary shall be a member ex officio of all sub-committees with power to convene meeting of the same.
18. The annual subscription shall be such sum as may be determined from year to year at the annual general meeting. The general committee shall

have the power from time to time to levy an entry fee to be payable on addition to subscriptions by new members. The general committee shall also have the power to consolidate and receive subscriptions in advance of such amounts and for such periods as the general committee shall resolve.

19. Any member, whose current year's subscription shall be unpaid for the space of four weeks after the date of the Official Opening Day of the season or for the space of one month after notice of election, shall lose all privileges of membership during the period while such subscription shall remain unpaid.
20. Any member dying and any person whose subscription is over one years in arrears shall cease to be a member of the Club but without prejudice to their (motion 1) his or her liability for all subscriptions authorised to take what action it considers desirable with respect to such unpaid subscriptions and other matters.
21. Life members may be elected in recognition of past services at any general meeting. Any such election shall be by three-fourths majority of the members present or voting by proxy at such annual general meeting. Life members shall be entitled to the privileges of the Club and subject to the rules of the Club but shall not be liable to pay any annual subscription. Notwithstanding the foregoing life members can only be elected at a general meeting on the proposal and nomination of a resolution of the general committee, on a four-fifths majority.
22. Honorary members may be elected by the committee for such period as the committee may think fit without being liable to pay any subscription. Such members shall have all the privileges of ordinary members but shall not be entitled to vote at meetings or be eligible to hold office.
23. The general committee may consider and approve applications for an associate membership. This category is intended to allow senior sailors to enter regattas under an affiliation with the Torbay Sailing Club. Such a member must be over the age of 18 years and shall not:
 - have any voting rights nor be eligible for election as club officer,
 - be eligible for any club sailing award, nor
 - be eligible for any club subsidies as applicable to coaching or other activity.

This notwithstanding, such a member shall be entitled to participate in and enter any club event including club sailing days, club championships subject to the aforementioned restrictions, and club social activities.

24. Any member infringing any of the rules or by-law of the club, or whose conduct, whether on the Club premises or elsewhere, is, in the opinion of the committee, objectionable may be suspended from membership by the Committee for such period not exceeding three months as the Committee may think fit or may be requested to resign from membership. Should any member on being requested to resign fail or refuse to do so within ten days from the date of such request, the matter shall then be referred to a general meeting of members which shall be called as soon as practicable and at which the member requested to resign shall have the right to **their** (motion 1) present and to give or call any relevant evidence on **his** behalf. Should the Committee's request for such member's resignation to be approved and confirmed by a three fourths majority of the members present personally or by proxy at such general meeting the offending member shall therefore cease to be a member of the Club but without prejudice to **his or her** **their** (motion 1) liability for all subscriptions or other monies due to the Club and **he or she** shall have no right of action or other remedy against the Club or any **they** (motion 1) member thereof.
25. Upon any member ceasing for any reason to be a member of the Club **his** **or her** name shall be struck off the register of members and the reason **their** (motion 1) therefore shall be entered in the register and signed by the Secretary.
26. The register shall be prima facie proof of what persons are the members of the Club.
27. The annual general meeting of the Club shall be held within four months of 31st April year end each year when the officers of the Club, the general committee, an Honorary solicitor and honorary auditor shall be elected for the ensuing year, and the annual financial statement shall be considered and any other business transacted which is brought before the meeting.
28. The Secretary shall call a special general meeting if directed to do so by the committee or upon receiving a requisition signed by at least twenty-five members of the Club, such requisition to state the object or objects for which such meeting is to be called and such meeting to be held within twenty-one days of he receipt of such requisition.
29. Notice of all general meetings shall be given to all members by the Secretary by delivering the same personally, posting or emailing the same in the city or suburbs of Auckland addressed to the members at their registered address not less than fourteen days before the date of such meeting but the accidental omission to notify any member or members

shall not invalidate the meeting. Such notice shall state the business to be transacted and only the business stated in the notice shall be dealt with at such meeting.

30. Ten members shall be a quorum for a general meeting.
31. If within half an hour from the time appointed for any general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if any such adjourned meeting a quorum be not present those members who are then present shall form a quorum and may transact the business for which the meeting was called.
32. At all general meetings every member present in person or by proxy shall be entitled to one vote. Proxies must be in writing and in form to the satisfaction of the Chairman of the meeting. Voting for the election of all, office-bearers of the Club shall be by ballot but in all other cases the voting shall be by a show of hands. Subject thereto the procedure at general meetings shall be such as may be laid down from time to time by the Committee and in default.
33. Committee meetings shall be held from time to time as business demands or when summoned by the Committee.
34. If any member of the Committee is absent from three consecutive meetings without leave, his seat may be declared vacant by the Committee. their (motion 1)
35. The Commodore when present shall preside of all meetings. Failing his their (motion 1) attendance within fifteen minutes of the time appointed the Vice Commodore if present shall preside and failing the attendance if both the Commodore and the Vice Commodore within the said period of fifteen minutes then the Rear-Commodore shall preside, and failing the attendance of the Commodore, Vice Commodore and the Rear-Commodore within the said time the meeting may appoint a Chairman.
36. The Committee shall have control of and invest the funds of the Club and may borrow money on the Club's behalf and mortgage all or any of the assets of the Club and may exercise all the corporate powers of the Club save such as are required by statute or by these rules to be exercised by a general meeting of the members. The Committee shall have power to appoint sub-committees for any of the purposes of the Club.
37. No land owned by the Club shall be sold or leased or subleased for any period of more than one month save with the prior consent of the Club in general meeting.

38. The financial year end shall be the 30th of April. The Club accounts shall be reviewed by the General Committee fourteen clear days preceding the annual meeting in each year. The General Committee shall be empowered to arrange an audit or qualified person to review the accounts at any time it may be deemed advisable with a majority vote by the General Committee. The treasurer is not entitled to cast a vote on whether an audit should be carried out. (motion 2)

38. The Club books shall be audited to fourteen clear days preceding the annual meeting in each year, 30th Day of April shall be the end of the financial year of the Club and the committee shall be empowered to arrange for a special audit any time if may be deemed advisable.

39. Upon the dissolution by the Registrar or winding up of the Club any assets remaining after all the liabilities of the Club have been paid, discharged or satisfied shall be transferred to other charitable clubs or charitable organisations with similar objects to the Club as general meeting agrees. Assets shall not be distributed to individual persons.


40. The Club shall have power to make, cancel or amend any by-laws from time to time for the proper conduct of the Club's affairs.

41. If and doubt shall arise as to the construction or interpretation of any rule or by-law of the club or should any matter arise which is not covered by any rule or by-law the decision of the Committee on such matter shall be final and conclusive and binding on all members of the Club.

42. No rule can be altered except by notice of motion at an annual meeting or extraordinary special meeting, notice to be given fourteen days previous to the meeting.

43. No motion affecting these rules or by-laws is to be made by the general committee.

Dated:


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27

Position: Commodore

Name:

John Wilson

Signature:



Position: Treasurer

Name:

Sue Ketter

Signature:



Position: Secretary

Name:

Susan Baird

Signature:

