



CONSTITUTION OF THE NELSON ROWING CLUB INCORPORATED

As amended at the AGM on the 29th September 2021

NAME

- 1 The name of the Club is the Nelson Rowing Club Incorporated, hereinafter referred to as the "Club"

OBJECTS

- 2 The objects of the Club are to be beneficial to the community by fostering and carrying on of the sport of rowing in the Nelson Tasman region.
 - 2.1 Encourage the colleges to offer rowing as a sport to the students
- 3 The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

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CLUB COLOURS

- 4 The racing strip of the Club will be a dark blue (Oxford Blue) top with a light blue (Cambridge Blue) band around the body.

PROPERTY OF THE CLUB

- 5 The Club must apply all property and income of the Club towards the promotion of the objectives or purposes of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purpose.

POWERS OF THE CLUB

6. The Club shall hold the power to:
- 6.1 Acquire, hold, deal with, and dispose of any real or personal property;
 - 6.2 Open and operate bank accounts;
 - 6.3 Invest its money – in any security in which trust moneys may be invested; or in any other manner authorised by the rules of the Club;
 - 6.4 Borrow money on such terms and conditions as the Club thinks fit;
 - 6.5 Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - 6.6 Appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
 - 6.7 Build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club;
 - 6.8 Accept donations and gifts in accordance with the objects of the Club;
 - 6.9 Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
 - 6.10 Provide gifts and prizes in accordance with the objectives of the Club;
 - 6.11 Organise social events for members and the promotion of the Club; and
 - 6.12 Enter into any other contract the Club considers necessary or desirable.

MEMBERSHIP

- 7 Interpretation
- 7.1 In this constitution, unless the context otherwise requires, the term “Financial Member” means a member of the Club who has met all of their current financial obligations to the Club and includes a member who has made arrangements with the Management Committee

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to pay any debt due to the Club over time and who is not in arrears with regard to those arrangements.

- 8 Each person admitted to membership shall be;
 - a) Bound by the Constitution and By-laws of the Club
 - b) Liable to pay such fees and subscriptions as may be fixed by the Club in accordance with this constitution.
 - c) Entitled to all advantages and privileges of membership, including the holding of office and membership of the Management Committee.
 - d) Entitled, at any reasonable time, to inspect the records and documents of the Club.
9. Application for membership
 - 9.1 Membership shall be open to any person who wishes to further the interests of the Club.
 - 9.2 Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.
- 10 Categories of membership
 - 10.1 Active Member
 - a) An active Member is a financial member of the Club entitled to enjoy the privileges of the Club
 - 10.2 Life Member
 - a) A life member is a member who has been appointed as a life member by the Club in General Meeting.
 - b) The Management Committee may recommend to a General Meeting that it grant life membership to any member who has given outstanding service to the Club.
 - c) Any member may nominate any other member to the Management Committee for life membership.
 - 10.3 Honorary Member
 - a) An Honorary Member is a member other than an active or life member who is interested in promoting the Club, but who does not wish to participate in the on water rowing activities of the Club.
- 11 Register of members
 - 11.1 The Management Committee shall maintain an up-to-date register of members of the Club.
- 12 Termination of Membership
 - 12.1 Any person's membership may be terminated by the following events;
 - a) Resignation
 - b) Expulsion; or
 - c) Member's annual membership fee remains unpaid six months after payment is due.
- 13 Suspension of membership and expulsion from the Club

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- 13.1 Subject to clause 13.2, the Management Committee shall have the power to suspend or expel any member of the Club who:
- a) Makes a false or misleading statement in their application for membership
 - b) Breaches of any rule, regulation or by-law of the Club;
 - c) Acts in a manner which is detrimental to the Club; or
 - d) Fails within the time set by the Management Committee, to pay any moneys owed to the Club, including regatta and associated costs incurred by the Club on that member's behalf.
- 13.2 No member shall be suspended or expelled unless the Management Committee, after having undertaken due inquiry, is satisfied that the member has met at least one of the criteria given above for suspension or expulsion.
- 13.3 Any member who is suspended or expelled, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, where the Management Committee will also present its case for the action it took and the decision of the General Meeting shall be final.

SUBSCRIPTIONS

- 14 Every member of the Club, other than a life member, shall be liable to pay an annual subscription fee.
- 14.1 The Club shall be entitled to establish differential rates of subscription fee for different classes and sub-groups of members.
- 14.2 Annual subscription fees shall be set by members in General Meeting.

MANAGEMENT COMMITTEE

- 15 Management of the Club shall be vested in a Management Committee elected by the members at the Annual General Meeting and consisting of;
- a) President
 - b) Secretary
 - c) Treasurer
 - d) Club Captain
 - e) Two Committee Members
- 15.2 No Person shall hold more than one position on the Management Committee at any one time.
- 15.3 A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election, and he/she will be eligible for re-election.
- 15.4 A member of the Management Committee may lose his or her seat on the committee for either of the following;
- a) Absence, without leave, from three or more meetings
 - b) Found not to be a financial member
- 16 Conduct of Meetings

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16.1 The Management Committee shall have the power to regulate its own meetings except that;

- a) It shall not conduct any business unless a quorum of the Management Committee, which shall be half of its members plus one, is present
- b) If the President is unable to attend, then a chairperson nominated by the meeting shall chair the meeting.

17 Power of the Management Committee

17.1 The Management Committee shall carry out day to day running of the Club and shall have the power to:

- a) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- b) Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
- c) Recommend to the AGM fees and subscriptions payable by members and decide such levies, fines and charges as are necessary and reasonable, and to enforce payment thereof;
- d) Adjudicate on all matters brought before it which in any way affect the Club;
- e) Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- f) Make, amend and rescind rulings, policies, codes of conduct, rules and By-laws;
- g) Form one or more sub committees for specific purposes which may include but are not limited to;
 - (i) Club Plant and Equipment
 - (ii) Clubhouse
 - (iii) Communications
 - (iv) Finance
 - (v) Fundraising
 - (vi) Membership management
 - (vii) Regatta management; and
 - (viii) Safety
- h) Appoint or co-opt willing persons onto any sub-committee formed by the Management Committee;
- i) Employ a person or persons to carry out the duties required by the Club, at salaries or remunerations and for such period of time, as the Management Committee deems necessary and reasonable;
- j) Should a vacancy occur on the Management Committee, the Management Committee shall fill that vacancy with a willing member of the Club. The appointment shall be subject to the same conditions as if the member had been appointed to the Management Committee at the previous Annual General Meeting.

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- k) Appoint one or more officers or agents of the Management Committee to have custody of the Club's records, documents, and securities.
- l) Co-opt any willing person the Management Committee deems would add value to it.

AUDITOR

- 18 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 18.1 The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

GENERAL MEETINGS

- 19 Annual General Meeting
- 19.1 An Annual General Meeting of the Club shall be held no later than four months after the end of the Club's financial year.
- 19.2 The secretary shall give at least (14) days' notice of the date of the Annual General Meeting, to members.
- 19.3 Any financial member shall be entitled to attend the Annual General Meeting.
- 19.4 The parent of any financial member who is under 17 years of age shall be entitled to attend the Annual General Meeting as if they were a financial member.
- 20 Quorum
- 20.1 The Quorum at the Annual General Meeting shall be a minimum of (11) eleven members
- 20.2 If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall adjourn for one week.
- 20.3 If a quorum is not present at the start of any meeting adjourned pursuant to clause 20.2, those members present shall be competent to discharge the business of the meeting.
- 21 The agenda for the Annual General Meeting shall be;
 - a) Opening of Meeting
 - b) Apologies
 - c) Confirmation of Minutes of previous Annual General Meeting
 - d) Presentation of Annual Report
 - e) Adoption of Annual Report
 - f) Presentation of Treasurer's Statement
 - g) Election of a Patron
 - h) Election of a new Management Committee and appointment of Auditor
 - i) Vote of thanks to outgoing Management Committee
 - j) Determination of Annual Membership fee
 - k) Notice/s of motion
 - l) Urgent general business
 - m) Closure

- 22 Special General Meeting

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- 22.1 A special General Meeting;
- a) may be called by the Management Committee at any time, and
 - b) shall be called on the written request of;
 - (i) the President and Secretary;
 - (ii) seven (7) members of the Club; or
 - (iii) any person exercising their right to appeal against their suspension or expulsion from the Club.
- 22.2 The Secretary shall give at least (7) days notice, in writing, of the date of the Special General Meeting to the members.
- 22.3 Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at the General Meeting.
- 22.4 The quorum at the Special General Meeting shall be a minimum of eleven (11).

VOTING

- 23 Voting at General Meetings;
- 23.1 Each individual financial member present, including the President or other person chairing the meeting, shall have (1) vote.
- 23.2 A parent of any financial member under the age of 17 years may exercise the member's vote.
- 23.3 In the event of a tied vote; the President or other person chairing the meeting may exercise a second (casting) vote.
- 24 Voting at meetings of the Management Committee:
- 24.1 Each committee member present, including the person chairing the meeting, shall have one (1) vote.
- 24.2 In the event of a tied vote; the person chairing the meeting may exercise a second (casting) vote.

FINANCE

- 25 The financial year of the Club shall commence on 1st May each year. The accounts, books and all financial records of the Club shall be audited each year.
- 26 All funds of the Club shall be deposited into the Clubs accounts at such bank or recognised financial institution as the Management Committee may determine.
- 27 All accounts due by the Club shall be paid after having been passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.
- 28 The signatories to the Club's account/s will be the treasurer and one (1) from the following;
- a) President
 - b) Club Captain

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c) Secretary

- 29 The Club captain shall not spend more than a set amount Petty Cash without the consent of the Management Committee and shall keep a record of such expenditure in Petty Cash Book.
- 30 A statement showing the financial position of the Club shall be tabled at each Management Committee Meeting by the Treasurer.
- 31 A statement of income and expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 32 All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

COMMON SEAL

- 33 The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least two members of the committee, both of whom shall subscribe their names as witness.

ALTERNATIONS TO THE CONSTITUTION AND BY-LAWS

- 34 No Alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or a special General Meeting called for that purpose.
- 34.1 Notice of all motions to alter, repeal or add to the Constitution shall be given to members no less than;
- (a) Fourteen (14) days prior to the Annual General Meeting; or
 - (b) Seven (7) days prior to a special General Meeting called for the purpose.
- 34.2 The Secretary shall forward such notices of motion to each Management Committee member no less than;
- (a) Fourteen (14) days prior to the Annual General Meeting; or
 - (b) Seven (7) days prior to a special General Meeting called for the purpose.
- 35 Alterations to the by-laws may be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to the Committee members.
- 36 Any alteration, repeal or addition to this Constitution or any by-law of the Club, may only be made by Special resolution passed by a seventy five percent (75%) majority of those present and entitled to a vote at the General Meeting or Management Committee Meeting, as the case be.
- 37 Within one month of the passing of a Special Resolution altering, repealing or adding to this Constitution, the Secretary shall notify the Registrar of Incorporate Societies of the amendment.
- 38 No Addition to or alteration of non-profit aims, personal benefit clause or winding up clause shall be made which affects the Club's tax exemption status. The provisions and effect of this

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clause shall not be removed from this document and shall be included in any document replacing this Constitution.

- 39 Any income, benefit or advantage shall be applied to the objectives of the organisation.
- 39.1 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 39.2 Any such income, benefit or advantage shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).
- 39.3 The provisions and effect of this clause shall not be removed from this Constitution and shall be included in any replacement document.

DISSOLUTION

- 40 If a decision is made to wind up or dissolve the Club and any property remains after the settlement of the Club's debts and liabilities, that property must be transferred to some other charitable organisation or body with similar objects to the Club or for some other charitable purpose in New Zealand.

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