

CURE BOATING CLUB INCORPORATED

Constitution

August 2015



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Part I – Objects & Powers

1. Name and Registered Office

- 1.1 The name of the Club is Cure Boating Club Incorporated (referred to as the “Club” in this constitution).
- 1.2 The registered office of the Club shall be at such place as determined by the Club Committee from time to time.

2. Objects

- 2.1 The primary object of the Club is the promotion of, advancement of and participation in the sport of rowing in the community and the promotion of a friendly spirit amongst its members.
- 2.2 To facilitate the primary object, the Club’s further objects are to:
- a. train and guide athletes and teams participating at competitive level to achieve success in rowing through talent recognition, development of skills, mentoring and coaching;
 - b. train officials, coaches, managers, and other personnel involved in rowing at the Club;
 - c. promote the health and safety of all participants in rowing;
 - d. maintain and improve facilities and equipment;
 - e. hold affiliation to the Canterbury Rowing Association (CRA) and the New Zealand Rowing Association (NZRA) and represent the interests of the members of the Club at all general meetings of these organisations.
 - f. at all times act in good faith on behalf of, and in the interests of the Club.

3. Attaining Objects

- 3.1 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.

4. Indemnity

- 4.1 The Club shall indemnify its Committee Members and employees against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of

their acts and omissions in performing their functions connected with the Club, except occurring as a result of their negligence or wilful misconduct.

5. Powers

5.1 The Club has the power, subject to this Constitution, to:

- a. make, alter, rescind and enforce this Constitution, and any rules, regulations, bylaws, policies, and procedures for the governance, management and operation of the Club;
- b. establish and maintain the Club committee, sub-committees, and other groups and to delegate its powers and functions to such groups;
- c. determine its membership including withdrawing, suspending or terminating Members;
- d. enter into, manage and terminate contracts or other arrangements with employees, sponsors, members, and other persons and organisations;
- e. purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property, equipment, and other rights, privileges and licences;
- f. 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;
- g. sell, lease, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- h. construct, maintain, and alter any buildings, premises, or facilities, and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises, or facilities;
- i. determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community and/or trust funding, or otherwise;
- j. produce, develop, create, own, licence, use and protect the Club's intellectual property; and
- k. publish information to promote the Club.

Part II – Membership

6. Members

- 6.1 **Club Members:** The Club shall have as its Members such individuals as the Club Committee considers appropriate provided that the membership is consistent with the Club Constitution and Regulations. For the purposes of this Constitution, the types of Members of the Club are as set out below:
- a. **Active Members:** Active Members are any rowers who participate or are involved in rowing through the Club. Active Members may be classified into sub-categories of membership by the Club for the purposes of calculating membership subscriptions;
 - b. **Supporting Members:** are any non-active club members;
 - c. **Life Members:** Life Members are people who have been granted life membership of the Club in recognition and appreciation of long term service to the Club in accordance with Rule 8.
 - d. **Honorary Members:** to be allocated for a 12 month period at the discretion of the committee. An honorary member carries no voting rights but may become a member of the committee.

7. Becoming a Member

- 7.1 **Membership Applications:** A person wishing to join the Club shall fill in and sign the Club's Provisional Membership Application form.
- 7.2 **Process:** On receipt of an application for membership, the Club Committee (or such other person(s) as designated by the Club Committee) shall determine if the application is to be accepted, and if accepted shall determine the category of membership for that Member in accordance with any applicable regulations, and any policies or guidelines of the Club.
- 7.3 **Provisional Membership:** A new member will be a Provisional Member for the period of one year. They will:
- a. Pay the full subscription for their membership category
 - b. Have all privileges of their membership status but no voting rights
- 7.4 **Duration of Membership:** The membership year runs from September 1 to August 31 and subject to Rule 10, Membership Fees & Other Fees, and Rule 12, Resignation, Suspension, and Termination of Membership:

7.5 **Renewal of Membership:** Membership of the Club may be renewed annually upon payment of any applicable membership fees to the Club without the need to complete the Membership Application process.

7.6 **Life Membership:** this is granted for the lifetime of the Life Member

8. Life Members

8.1 **Nomination:** Nominations for life membership may be made by any member, the Club Committee, or the nominee for any person who has rendered long and distinguished service to the Club.

8.2 **Election:** Life Members shall be elected by the Members at a General Meeting by Special Resolution.

8.3 **List of Life Members:** The Club shall maintain a list of all Life Members of the Club and ensure that their details are included in the Register of Members – see rule 11.2.

9. Rights & Privileges of Membership

9.1 **All Members:** All members shall be entitled to use and enjoy the Club's facilities and to use its plant and equipment in accordance with the rules of the Club and as approved by the committee and can:

- a. Subject to 7.3 b. attend, speak, and vote at all General Meetings of the Club
- b. if over 16 years of age, be elected as a member of the Club Committee in accordance with Rule 15 (Club Committee), and
- c. if over 16 years of age, be elected or appointed as a Delegate to represent the Club at general meetings of the CRA or NZRA.

10. Membership Fees and Other Fees

10.1 **Membership Fee:** The Club Committee shall determine the membership fee(s), their due date and the manner of payment for the fee(s).

10.2 **Failure to pay Membership Fee:** Each Member shall pay the membership fee(s) by the due date specified by the Club Committee. Failure to pay the membership fee(s) by the due date, or by any subsequent date agreed to in writing by the Club Committee, shall mean the individual concerned is no longer a Member of the Club, and all rights and privileges s/he had as a Member shall cease to apply, but that shall not excuse the individual from being bound by this Constitution.

10.3 **Other Fees:** The Club Committee may determine any other fees in addition to those specified in Rule 10.1 that are payable by Members and other participants at competitions, events, and activities held by or under the auspices of the Club, including at any facilities owned by, or under the control of, the Club.

11. Member Obligations

- 11.1 Every person on becoming a member of the Club shall be considered to have entered an agreement with the Club and be bound by this Constitution and the Club's Bylaws in every respect and shall become entitled to all privileges of membership.
- 11.2 Each member's name shall be entered on the Club Register which shall be kept by the Secretary or other person designated by the Committee for that purpose.

12. Termination of Membership

- 12.1 Any person's membership may be terminated by the following events:
- a. Resignation
 - b. Expulsion
 - c. A Member's annual membership fee remaining unpaid after falling due;
- 12.2 The Club Committee shall have the power to suspend or expel any member of the Club, after having undertaken due inquiry, for:
- a. breach of any rule, regulation or by-law of the Club
 - b. and by any act detrimental to the Club and its members
- 12.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

13. Discipline

- 13.1 **Discipline:** A matter of discipline may be referred to a Club Judicial Committee as designated by the Club Committee, where it is considered that any Member has or may have:
- a. breached, failed, refused, or neglected to comply with a provision of this Constitution, the Regulations, or any other resolution or determination of the Club Committee, or under any rules of, or in connection with, an Event; or
 - b. acted in a manner unbecoming of a Member or prejudicial to the objects or the interests of the Club, and rowing; or
 - c. brought the Club, CRA, NZRA or rowing into disrepute;
- 13.2 The Club Committee may:

- a. refer the matter to a Club Judicial Committee, consisting of three (3) persons with experience in disciplinary matters and of whom at least one (1) shall be a member of the Club Committee, for investigation or determination in accordance with the principles of natural justice and any applicable rules relating to the Club Judicial Committee's procedure (unless a Regulation specifies otherwise).
- b. The Club Judicial Committee may impose any sanction on the Member as it sees fit other than termination of membership which must be done in accordance with Rule 12 (Termination).

Part III – Officers

14. Patron

- 14.1 There shall be a Patron as determined at the Club AGM. The Patron shall be entitled to attend and speak at General and Committee meetings and shall have a right to vote.

15. Club Committee

- 15.1 **Election of Club Committee:** The Committee members shall be elected by a majority of the Members present and entitled to vote at a General Meeting. Notice of the date on which nominations for Committee Members close shall be included in, or accompany, the notice of General Meeting. If the number of nominees for the Club Committee:
- a. is equal to the number of vacancies, the person chairing the General Meeting shall declare the nominees elected;
 - b. is less than the number of vacancies, further nominations may be received from the floor at the General Meeting and if no further nominations are received positions may be left vacant on the Club Committee; and
 - c. is greater than the number of vacancies, an election shall be conducted by secret ballot.
- 15.2 **Role of the Club Committee:** The Club Committee shall be responsible for determining strategies, policies, and financial arrangements of and for the Club and managing the Club. Subject to this Constitution, the Club Committee may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by the Club at a General Meeting.
- 15.3 **Composition of the Club Committee:** the Club Committee shall comprise the following elected Committee Members:
- a. President;
 - b. Vice President;
 - c. Secretary;
 - d. Treasurer;
 - e. Club Captain;
 - f. Vice Club Captain
 - g. Safety Officer

h. Two (2) other people elected at the AGM.

- 15.4 **President:** The President shall be elected annually at the AGM and shall hold office until the conclusion of the next AGM. The President may be re-elected for subsequent and consecutive terms of office. The President shall attend and chair Club Committee meetings and General Meetings of the Club and shall be entitled to a casting vote. The President shall carry out the functions and duties as prescribed by the Club Committee. If the President is unavailable for any reason, then the Vice President shall fulfil that role.
- 15.5 **Vice President:** The Vice President shall assist the President and take over that role in the event of the President not being available.
- 15.6 **Club Captain:** The Club Captain, or in his or her absence the Vice Club Captain, shall have full control over the members and plant, always providing such control is not in opposition to the Club Committee and shall have such powers as club committee may confer from time to time.
- 15.7 **Secretary:** The Secretary shall attend each meeting of the Club or Club Committee or appoint a deputy, shall keep minutes of proceedings, attend to and file all communications and other papers, issue notices of meetings, conduct correspondence and fulfil all other duties of this office.
- 15.8 **Treasurer:** The treasurer shall apply, when due, collect and account for all dues and funds; disburse all moneys of the Club, submit a report of the financial position of the Club at Club Committee meetings, conduct correspondence and fulfil all other duties of this office.
- 15.9 **Safety Officer:** The Safety Officer will ensure that the Club Safety Policy is adhered to and complete an annual Rowing Club safety audit, following the guidelines set by NZRA.
- 15.10 **Nominations:** Nominations for Committee members must be made by two (2) members, or by the Club Committee. Nominations should be received by the Club at least fourteen (14) Days before the date set for the Annual General Meeting.
- 15.11 **Term of Office:** Subject to Rule 15.13 (Removal), the term of office for all Committee Members shall be one (1) year, expiring at the conclusion of the relevant Annual General Meeting. All Committee members may be re-elected.
- 15.12 **Co-Option:** The Committee members may co-opt further people to attend Club Committee meetings and/or assist the Club Committee in the performance of its functions, as and when the Club Committee considers it necessary or desirable.
- 15.13 **Removal:** The Members in a SGM called for this purpose may, by Special Resolution remove any Committee Member before the expiration of their term of office in accordance with the following process:

- a. upon the Club receiving a request for a SGM for the purpose of removing a Committee Member, or the Club Committee as a whole, the Chief Executive shall send the notice of the SGM to the Committee Member concerned, or the Club Committee (as the case may be), in addition to the Members of the Club; and
- b. following notification under Rule 16.12 (Notice of SGM) and before voting on the resolution to remove a Committee Member or the Club Committee as a whole, the Committee Member, or the Club Committee as a whole (as the case may be) 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 persons entitled to be present at the General Meeting about the proposed resolution.

15.14 **General Duties of Committee Members:** The general duties of each Committee Member are to:

- a. act in good faith and in the best interests of the Club at all times;
- b. exercise the powers of the Club Committee for proper purposes;
- c. act, and ensure the Club acts, in accordance with this Constitution;
- d. not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- e. not agree to the Club incurring any obligations unless the Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so; and
- f. exercise the care, diligence, and skill that a reasonable Committee Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Committee Member and the nature of the responsibilities undertaken by the Committee Member.

15.15 **Club Committee Meetings:** Club Committee meetings may be called at any time by the President or two (2) Committee Members but generally the Club Committee shall meet at regular intervals agreed by the Club Committee. Except to the extent specified in this Constitution, the Club Committee shall regulate its own procedure.

15.16 **Quorum:** The quorum necessary for the transaction of the business of the Club Committee shall be five (5) Committee Members.

15.17 **Voting:** Each Committee Member shall have one (1) vote at Club Committee meetings except the President who shall have a casting vote in the event of a deadlock. Voting shall be by voices, or upon request of any Committee Member, by a show of hands or by a ballot.

15.18 **Resolutions:** The Club Committee may make a decision by signed resolution in lieu of a meeting or telephone conference, provided that:

- a. a copy of the proposed resolution is sent to every Committee Member; and

- b. a majority of the Committee Members sign or consent to the resolution and return their copies of the resolution to the Chairperson (or such other person as agreed by the Club Committee) by mail, facsimile, or other forms of visible or other electronic communication. Any such resolution shall be valid as if it had been passed at a meeting of the Club Committee.
- 15.19 **Matters Not Provided For:** If any situation arises that, in the opinion of the Club Committee, is not provided for in the Regulations, policies or procedures of the Club, the matter will be determined by the Club Committee.

Part IV – General Meetings

16. Meetings of Members

- 16.1 **Annual General Meetings:** The Annual General Meeting (AGM) will be held no later than 5 months after the club's balance date.
- 16.2 **Notice of AGM:** The Club must give at least thirty (30) Days notice in writing to all members. The notice shall set out:
- a. the date, time and venue for the AGM; and
 - b. call for nominations for any elections, proposed motions and other items of general business.
- 16.3 **AGM Agenda:** An agenda containing the business to be discussed (as set out in Rule 16.4) shall be sent to all Members no later than seven (7) days before the date of the meeting. Additional items of general business may be raised from the floor.
- 16.4 **Business of AGM:** The following business shall be discussed at each AGM:
- a. receipt of minutes of the previous meeting(s)
 - b. the President's report on the business of the Club
 - c. the Treasurer's report on the finances of the Club, and the Annual Financial Statements
 - d. election of Officers and Committee members;
 - e. any motion or motions proposing to alter this Constitution;
 - f. General business and;
 - g. naming of the auditor; and patron
 - h. Club captain report
 - i. 3 CRA delegates

- 16.5 **Minutes:** Minutes shall be kept of all meetings and made available upon request to any Member.
- 16.6 **Quorum:** The quorum for an Annual General Meeting shall be 15% Members.
- 16.7 **President:** The President shall preside at the Annual General Meeting. If the President is unavailable or unwilling to chair the meeting, then the vice president will stand in.
- 16.8 **Annual Report:** The Club Committee shall prepare an Annual Report for presentation to the Annual General Meeting setting out a summary of the activities and major decisions of the Club Committee each year.
- 16.9 **Voting:** Unless otherwise required by this Constitution:
- a. every full Member is entitled to one (1) vote.
 - b. voting shall generally be conducted by voices or by show of hands as determined by the Chair unless a secret ballot is requested by the Chair or a majority of the Members present at the meeting;
 - c. in the event that a secret ballot is called, up to two (2) scrutineers may be appointed at the meeting to count the votes; and
 - d. proxy voting is not permitted.
- 16.10 **Special General Meetings:** Any other meetings of the members shall be Special General Meetings (SGMs).
- 16.11 **SGM:** The Club must call a SGM upon a written request from:
- a. the Club Committee; or 25% or more of the Members.
 - b. The written request for an SGM must state the purpose for which the SGM is requested including any proposed motion or motions. No business shall be transacted at any SGM other than that specified in the notice convening the meeting.
- 16.12 **Notice of SGM:** Not less than twenty-one (21) Days written notice must be given by the Club to all Members, which notice shall include the:
- a. date, time and venue and/or the manner in which the meeting is to be held;
 - b. proposed motion, or motions that have been properly submitted for consideration.

Part V – Miscellaneous

17. Finances

- 17.1 **Financial Year:** The financial year of the Club shall end on June 30.
- 17.2 **Club Funds:** The Club Treasurer is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to bank account(s) in the name of the Club and the bank account(s) must be operated in accordance with the policy determined by the Club Committee.
- 17.3 **Payments:** All payments shall be:
- a. cheques authorised by two signatories or other method authorised by the Club Committee;
 - b. submitted to the Committee for approval and recorded in the minutes.
- 17.4 **Signatories:** The Club Committee shall approve the authorised signatories at the first Committee meeting following the Annual General Meeting or following the appointment of a new Treasurer.
- 17.5 **Auditor:** The independent auditor shall review or audit the books and accounts of the Club and report on these at the Annual General Meeting and as otherwise required by the Club Committee.

18. Application of Income

- 18.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club.
- 18.2 Except as provided in this Constitution no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Committee Member; and
- 18.3 Nothing in Rule 18.2 shall prevent payment in good faith of, or to, any Member or Committee Member for any of the following provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:
- a. any services actually rendered to the Club, whether as an employee or otherwise;
 - b. goods supplied to the Club in the ordinary and usual course of operation;
 - c. interest on money borrowed from any Member or Committee Member;
 - d. rent for premises demised or let by any Member or Committee Member to the Club; or
 - e. any out-of-pocket expenses incurred by a Member or Committee Member on behalf of the Club for any other reason.

19. Common Seal

- 19.1 The common seal (a stamp featuring the Club's name) of the Club shall be kept in the control of the Club Committee and may be affixed to any document only by resolution of the Club Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

20. Club Colours, Costumes & Uniforms

- 20.1 The Club's colours shall be decided by the Club Committee.

21. Alterations to Constitution

- 21.1 Subject to Rule 21.2, this Constitution may only be altered, added to, or repealed by a Special Resolution at an Annual or Special General Meeting in accordance with this Constitution. Notice of an intention to alter this Constitution must be given by the Club Committee or any Member no later than fourteen (14) Days prior to a General Meeting.
- 21.2 A majority vote of 75% cast by members at the meeting at which it is considered to be carried is required to pass a motion of variation to this Constitution.
- 21.3 Any by-laws, standing orders, regulations, or other rules of the Club that were in force prior to the commencement of this Constitution shall, upon the commencement of this Constitution, be deemed to be revoked and superseded by this Constitution.

22. Dissolution

- 22.1 In the event of the club winding up, a liquidator shall be appointed to realise all assets of the club, pay all liabilities and distribute any surplus, if any, either among the New Zealand Rowing Association and/or Canterbury Rowing Association and/or other Canterbury rowing clubs and/or any other Canterbury organisation whose main purpose is to foster the sport of rowing.