

Date: 23 March 2026

CONSTITUTION OF BAY OF ISLANDS SAILING WEEK
INCORPORATED



BAY OF ISLANDS
SAILING WEEK

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1. TITLE

1.1 The Society shall be called “**BAY OF ISLANDS SAILING WEEK INCORPORATED**”.

2. PURPOSES

2.1 The purposes of the Society are:

- (a) To operate an annual yachting event that welcomes a wide range of suitable classes.
- (b) To promote the Bay of Islands as a safe, world-class sailing and holiday destination.
- (c) To support and sponsor water-based activities that enhance community engagement and enjoyment of the Bay of Islands region.

The event is committed to fostering inclusivity both on and off the water, encouraging participation from a diverse range of competitors and volunteers alike.

3. MEMBERSHIP

3.1 The membership year shall end on 30 June.

3.2 The Society shall consist of voting Individual Members, and of Associated Groups.

3.3 A joining fee may be required.

3.4 The classes, eligibility and rights of Individual Membership shall be:

- (a) **Youth members** shall be less than 18 years of age at 31 December. Youth members shall have no voting rights but otherwise shall be entitled to all the privileges of membership of the Society.
- (b) **Senior members** shall be 18 years of age or more at 31 December. Senior members shall be entitled to all the privileges of membership of the Society, including voting rights.

3.5 The Committee shall have the power to admit **Honorary members** for a specified period. Honorary members shall have all the privileges of membership, except for voting rights and being eligible for election to the Committee. Visiting financial members of a club affiliated to Yachting New Zealand or a National Authority affiliated to World Sailing may be granted Honorary membership.

3.6 Any member to whom the Society desires to show appreciation for past services may be elected a **Life Member** at any General Meeting, provided that no Life member shall be elected except on the recommendation of the Committee. Life members shall be entitled to all the privileges of the Society including election to the Committee and office without being called upon to pay any subscription.

3.7 **Associated Groups** shall be any organisations, companies or other bodies that the Committee determines to have an association with the Society, but whose individuals are not required to be members of the Society. Classes of Associated Groups may include:

- (a) Non-commercial groups;
- (b) Commercial groups;
- (c) Corporate groups;
- (d) Educational groups;
- (e) Ramp user groups;

- (f) Charitable groups; or
- (g) Any other groups that the Committee may determine from time to time.

The Committee shall have the power to admit Associated Groups under such terms and conditions as it may determine, including setting fees, governing access to site / assets, and any other provisions. The list of Associated Groups and their terms and conditions shall be reviewed annually by the Committee. Associated Groups shall not have voting rights.

4. ADMISSION OF MEMBERS

- 4.1 Applicants for Membership must complete any application form provided by the Committee and supply such information as may be required by the Committee.
- 4.2 Membership application forms must provide a mechanism for the applicant for membership to confirm their consent to become a member of the Society, which may include:
 - (a) a requirement for the applicant to sign the application form; or
 - (b) a requirement for the applicant to confirm by electronic means their consent to become a member of the Society.
- 4.3 If the application for membership is completed by an entity seeking Associated Groups Membership, the consent required for the purposes of clause 4.2 must be given on the applicant's behalf in writing by a person acting under the applicant's express or implied authority.
- 4.4 Membership applications must be approved by the Committee who may interview an applicant Individual Member or representatives of an applicant Associated Group Member.
- 4.5 The Committee has discretion whether or not to admit a membership applicant to membership and must advise the applicant of its decision within a reasonable time of the application being provided to the Secretary.
- 4.6 The process for admission of Life Members shall be as set out in clause 3.6.

5. REMOVAL OF MEMBERS

- 5.1 The Committee shall have the authority to remove any Member who, in the Committee's opinion:
 - (a) Ceases to be qualified as a Member;
 - (b) Is convicted of a category 3 or 4 offence under the Criminal Procedure Act 2011 or an offence for which a convicted person may be imprisoned;
 - (c) Is adjudicated bankrupt, makes a composition with creditors, of (if a body corporate) is wound up or placed in receivership or liquidation;
 - (d) Wilfully or recklessly contravenes any of the rules set out in this Constitution, the Society's by-laws or the Racing Rules of Sailing and regulations.
 - (e) Acts in a disgraceful, unbecoming or dishonourable manner or in a manner prejudicial to the interests of the Society.
- 5.2 If the Member's conduct is capable of remedy, a Member may be removed as follows:
 - (a) **Written Warning:** A formal written warning will be given by the Committee to the Member outlining the breach or concern and specifying required remedial actions (if any).
 - (b) **Second Written Warning:** If the Member fails to remedy the breach or concern or repeats the behaviour or engages in similar conduct, a second formal written notice will be given by the

Committee to the Member. The notice will include a warning that a failure to remedy the breach or concern or further breaches may result in removal.

- (c) **Removal of Member:** If the Member fails to remedy the breach or concern as specified in Second Written Warning, or upon any further breach within a two-year period from the date of the First Written Warning, the Committee may vote, by a majority of at least 80% of the members entitled to vote and present at the Committee meeting called to consider the Member's removal, to remove the Member.

Expiration of Warning: Warnings will automatically expire two years after the First Written Warning was given to the Member if no further breaches occur during that period.

If the Member's entitlement to membership ceases by virtue of the circumstances set out in clauses 5.1(a), (b) or (c), then the Member's membership ceases automatically without the Warnings set out in clause 5.2 needing to be issued. In such instance, the Committee shall issue to the Member a notice confirming the automatic termination of the Member's membership.

6. MEMBERS WITHDRAWING

- 6.1 Any member wishing to withdraw from the Society shall give notice in writing to the Secretary and shall pay all arrears to date.
- 6.2 A member intending to be absent for a period of not less than twelve months at any time may on notifying the fact to the Secretary be placed on the notified absence list and shall not be liable for annual subscriptions until their return.

7. OFFICERS OF THE SOCIETY

- 7.1 The Officers of the Society shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. The Secretary may nominate one note taker who shall be a current member of the Society.
- 7.2 All vacancies among Officers occurring between the Annual General Meetings shall be filled by the Committee.
- 7.3 A Patron and an Auditor may be elected at an Annual General Meeting, who shall hold office until their successors are elected.

8. COMMITTEE

- 8.1 The Committee shall consist of Chairperson, Vice Chairperson, Secretary, Treasurer and up to 4 other members who shall all be voting members who are elected at the Annual General Meeting.
- 8.2 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Society, subject to the terms of the Constitution.
- 8.3 All officers of the Society or Committee members must be elected at the Annual General Meeting.
- 8.4 Nominations for all positions (officers of the Society or Committee members), including the names of the proposer and seconder, shall be lodged with the Secretary not less than 30 clear days prior to the Annual General Meeting.
- 8.5 All candidates for office (officers and Committee members) shall be listed in the notice of the Annual General Meeting.
- 8.6 Nominations received late, including those from the floor, shall only be accepted where there are insufficient candidates to fill the positions vacant.
- 8.7 The term of office of any Committee (whether an officer or a Committee member) shall be 1 year.

8.8 Any member of the Committee, who fails to attend three consecutive meetings may cease to be a member, at the discretion of the Committee, unless prior leave of absence for a specified period has been granted by the Committee.

9. SECRETARY

9.1 The Secretary must ensure the minutes of all General Meetings and Committee meetings are recorded, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.

9.2 The Secretary must ensure the Disclosure of Interest Register is updated accordingly.

9.3 The Secretary must hold the Society's records, documents, and books.

9.4 The Secretary must deal with and answer correspondence and perform such other duties as directed by the Committee.

9.5 The Committee may in its discretion suspend or remove the Secretary from office.

9.6 The Secretary must keep a membership register of members recording their names and contact details, the dates each member became a member and all other information required by the Incorporated Societies Act 2022 ("the Act").

9.7 Unless an alternative "contact person" is appointed by the Committee (for the purposes of the Act), the Secretary will be the Society's "contact person".

10. TREASURER

10.1 The Treasurer must:

- (a) prepare or have prepared financial statements that comply with the Act;
- (b) provide a true record of the Society's financial position and a report on the Society's financial position to each Committee meeting and present annual financial statements (meeting the requirements of the Act) to the Annual General Meeting.
- (c) ensure that copies of the Society's financial statements are registered with the Registrar of Incorporated Societies within 6 months after the balance date of the Society.

10.2 The Committee may in its discretion suspend or remove the Treasurer from office.

11. PROCEDURES OF THE COMMITTEE

11.1 At all Committee meetings:

- (a) 50% of current members of the Committee shall form a quorum;
- (b) every member of the Committee who is entitled to vote as provided in clause 3 and is present shall be entitled to one vote.
- (c) Voting shall be by Voice or a show of hands unless a ballot is requested.
- (d) The Chairperson shall have both an original and a casting vote.
- (e) The Secretary shall ensure that minutes are kept.

11.2 Votes may be conducted via video conference for Committee Members and during Committee Meetings, provided that all Committee Members participating remotely have full access to meeting discussions and can vote in real-time, and in such case:

- (a) The Secretary shall ensure that all votes cast remotely via video conference are duly recorded and verified.
- (b) Votes cast by Committee Members via video conference shall carry the same weight as votes cast in person.
- (c) Votes on the removal of Members or Committee Members may also be conducted via video conference for Committee Members, where deemed necessary by the Committee.

11.3 In exceptional or urgent situations where a meeting of the Committee is not practicable, votes may be cast remotely via means considered appropriate by the Committee, provided that:

- (a) The Chairperson (or Secretary) deems the matter time-sensitive or urgent;
- (b) All Committee members are notified and given the opportunity to participate;
- (c) The method of communication is recorded, and the vote clearly documented by the Secretary (or delegated member);
- (d) A quorum (as set out in clause 11.1(a)) of responses is received prior to the required time
- (e) The provisions of clause 11.1(c) shall not apply to voting cast remotely pursuant to this clause 11.3;
- (f) The outcome of the vote is formally noted and ratified in the minutes of the next Committee meeting;
- (g) This provision is intended to ensure efficient decision-making while maintaining transparency, accuracy, and accountability.

12. REMOVAL OF COMMITTEE MEMBERS

12.1 The Committee shall have the authority to vote a Committee Member off the Committee by a vote of the Committee members (other than the Committee Member subject to the vote) passed by at least 80% of the Committee Members entitled to vote and present at the meeting if the subject Committee member's conduct is considered to be detrimental to the Society's continued operations or to the Society's reputation.

13. GENERAL MEETINGS OF THE MEMBERS OF THE SOCIETY

13.1 The Annual General Meeting shall be held within **4 months** of financial year end date, and at a location and/or participating by means of Audiovisual link determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

13.2 A General Meeting may be called by the Committee.

13.3 The business of the annual general meeting is:

- (a) approving the minutes of the previous general meeting;
- (b) approving the Committee's annual report provided with the Notice;
- (c) approving the financial statements provided with the Notice;
- (d) review of Disclosure of Interest Register provided with the Notice;
- (e) election of officers and Committee members;
- (f) voting on subscription amount changes for the next financial year (if any);

(g) voting on any motions referred to in the Notice;

(h) general business.

13.4 A Special General Meeting shall be called by the Secretary or nominated person on the requisition of 10% of the voting members of the Society (as at the date of the requisition) all of whom are both financial and have voting rights.

13.5 The Formal Notice (which shall include the required quorum for the meeting) of and the object of meetings shall be posted on the Society's Website and members shall be notified at least 14 clear days prior to the meeting by the Secretary.

13.6 At Special General Meetings, such business as has been notified to members is to be decided, and any other business may be dealt with only by the unanimous vote of the meeting.

13.7 At all meetings every financial member who is entitled to vote as provided in clause 3 and is present in person or via Audiovisual link shall be entitled to one vote.

13.8 Voting shall be by Voice or a show of hands unless a ballot is requested.

13.9 The Chairperson shall be the Chairperson of any General Meeting or in the Chairpersons absence, the Vice Chairperson shall be Chairperson.

13.10 The Chairperson shall have both an original and a casting vote.

13.11 At any General Meeting of the Society, 10% of voting members of the Society (as at the date of the Formal Notice of the Meeting) shall form a quorum while present in person or via Audiovisual link.

13.12 The Secretary shall ensure that minutes are kept.

14. SUBCOMMITTEES

14.1 The Committee may appoint a Finance Committee and other sub-committee or individuals to act in special capacities as it shall consider advisable and may define, limit, extend, terminate or vary the powers or duties of any sub-committee or individual so appointed.

14.2 The Chairperson and Treasurer shall be ex-officio members of the Finance Committee.

14.3 Subcommittees shall include a majority of voting members and may include non-voting members of the Society and non-members.

15. SUBSCRIPTIONS AND FEES

15.1 The Annual Membership Subscriptions and Fees (including any Joining Fee for new members) shall be fixed at the Annual General Meeting.

15.2 Any member failing to pay their subscription by 31 August shall lose all privileges of the Society until such subscription has been paid.

15.3 If any member remains unfinancial for a period of three calendar months, such member shall be removed from the membership roll unless otherwise determined by the Committee.

15.4 Any member removed from the membership roll shall pay all outstanding dues before being re-nominated.

16. FINANCES

16.1 The financial year shall end on 31 March of each year.

- 16.2 Statements of financial position and financial performance or a Performance Report shall be submitted to the Annual General Meeting.
- 16.3 The Treasurer shall be responsible for all monies received by the Society and under the direction of the Committee shall make all disbursements.
- 16.4 All funds of the Society shall be paid to a bank account in the name of the BAY OF ISLANDS SAILING WEEK INCORPORATED and the bank account must be operated in accordance with the policy determined by the Committee.
- 16.5 The Committee shall ensure that correct accounting records are kept.
- 16.6 The accounting records of the Society shall be kept at the Society or at such other place as the Committee may determine. The accounting records may be kept electronically.
- 16.7 All accounts shall be approved by the Committee.
- 16.9 Signatories to the Society's bank accounts shall be any two of the Chairperson, Vice Chairperson, Treasurer, Secretary.
- 16.8 The Society does not have the power to borrow money.
- 16.9 The Society must not impose a levy on members, or borrow money (otherwise than temporary bank overdraft or credit card), or charge any property or interest of the Society, except in accordance with a resolution of the members in a general meeting

17. INDEMNITY AND INSURANCE

- 17.1 The Society may indemnify the Committee and Subcommittees, Employees, other Officers and Society volunteers for:
- (a) liability to any person other than the Society for any act or omission in their capacity as an Officer, or an employee, or volunteer while acting on behalf of the Society (not being a liability specified in the proviso below); or
 - (b) costs incurred by the Officer, or employee, or volunteer while acting on behalf of the Society in defending or settling any claim or proceeding relating to that liability;
- provided that this indemnity will not apply to any:
- (c) criminal liability; or
 - (d) liability that arises out of a failure to act in good faith and in what the Officer, or employee, or volunteer while acting on behalf of the Society believed to be the best interests of the Society when acting in their capacity as an Officer, or an employee, or volunteer of the Society.
- 17.2 The Society may also indemnify an Officer, or employee, or volunteer while acting on behalf of the Society for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in clause 17.1(c) and 17.1(d) if:
- (a) judgment is given in their favour or if they are acquitted; or
 - (b) the proceeding is discontinued.
- 17.3 The Society may, with the prior approval of the Committee, effect insurance for an Officer, or an employee, or volunteer while acting on behalf of the Society in respect of:
- (a) liability (other than criminal liability) for any act or omission in their capacity as an Officer, or an employee, or volunteer while acting on behalf of the Society (including any breach of duties under this constitution or the Act);

- (b) costs incurred by the Officer, or employee, or volunteer while acting on behalf of the Society in defending or settling any claim or proceeding relating to that liability; and
- (c) costs incurred by the Officer, or employee, or volunteer while acting on behalf of the Society in defending any criminal proceedings:
 - (i) that have been brought against the Officer, or employee, or volunteer while acting on behalf of the Society in relation to any alleged act or omission in their capacity as an Officer, or an employee, or Society volunteer; and
 - (ii) in which they are acquitted.

17.4 The Officers who vote in favour of authorising the insurance under clause 17.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.

17.5 The Officer, or employee, or volunteer while acting on behalf of the Society who is insured is personally liable to the Society for the cost of effecting insurance if:

- (a) the requirements of this constitution have not been complied with; or
- (i) reasonable grounds did not exist for the opinion set out in the certificate given under clause 17.4, unless the insurance was fair to the Society at the time the insurance was effected.

18. NO PERSONAL BENEFIT

18.1 As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) entering into any transactions with the Society for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the Society in respect of payments or transactions between it and them, their direct family or any associated entity.

19. AMENDMENT OF CONSTITUTION

19.1 The constitution may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those members present and entitled to vote.

19.2 Any proposed motion to amend or replace the Constitution must be signed by at least 5% of voting members of the Society (as at the date of the proposed motion) and given in writing to the Secretary at 30 clear days before the General Meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.

19.3 At least 21 clear days before the General Meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with the Constitution) to members of the proposed motion, of the reasons for the proposal and of any recommendations from the Committee in respect of that notice.

19.4 Subject to clause 19.3, the Committee may amend the Constitution if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations.

19.5 An amendment made pursuant to clause 19.4 is only valid if the Committee sends notice of the amendment to every member of the Society stating:

- (a) the text of the amendment; and
- (b) the right of the member to object to the amendment; and

the Committee receives no objection from any member within 20 clear days after the date on which the notice was sent.

- 19.6 No amendment to, deletion from, alteration or replacement of the Society's Constitution shall be made which would allow personal pecuniary profits to any individuals other than as permitted by clause 18.1 of this Constitution.

20. DISPUTE RESOLUTION

- 20.1 If any dispute arises between:

- (a) two or more members; or
- (b) one or more officers and the Society; or
- (c) one or more members or officers and the Society;

and the dispute relates to an allegation that:

- (d) a member or an officer has engaged in misconduct; or
- (e) a member or an officer has breached, or is likely to breach, a duty under the Constitution or the Act;
- (f) the Society has breached, or is likely to breach, a duty under the Constitution or the Act;
- (g) a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;

then any party involved with the dispute may make a complaint to the Committee and the procedures contained in clauses 2 to 8 (inclusive) of Schedule 2 of the Act shall be deemed to be included in this constitution and shall apply to the resolution of the dispute.

- 20.2 The Committee shall be the decision maker responsible for resolving the dispute provided that:

- (a) If the complaint relates to one or more officers or one or more of the Committee members, that officer or those officers, or that Committee member or those members must be excluded from the Committee's management of the dispute resolution process and decision making;
- (b) If the complaint is made by one or more officers or one or more of the Committee members, that officer or those officers or that Committee member or those members must be excluded from the Committee's management of the dispute resolution process and decision making; and
- (c) If the Committee is unable to proceed because it will not have a quorum of officers to conduct the dispute resolution process as a consequence of clause 19.2(a) or clause 19.2(b), the Committee must appoint an individual who is not a member to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in clause 19.1, the Committee or the independent person appointed pursuant to clause 19.2(c), (the **decision maker**) may:

- (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided during the dispute resolution process;

- (e) In the case of a complaint against a member, suspend the member's membership for a defined period or terminate the member's membership; or
- (f) In the case of a complaint against an officer or a Committee member, remove the officer from their role as an officer or the Committee member in their role as a member of the Committee (and the penalties in clause 19.2(e) could also be applied at the discretion of the decision maker having regard to all of the evidence provided during the dispute resolution process).

21. WINDING UP

- 21.1 The Society may be put into liquidation if the Society, at a General Meeting of its members, passes a resolution appointing a liquidator and nominating a not-for-profit entity with purposes similar to the Purposes of the Society to receive the Society's surplus assets, if any, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 clear days after the date on which the resolution to be confirmed was passed.
- 21.2 The Society must be placed into liquidation (using the process specified in the previous clause) if the Society does not have the minimum number of members required to operate as a valid society under the Act in which case the resolution required pursuant to clause 21.1 shall be deemed to be valid if signed by all of the remaining members.
- 21.3 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, shall be disposed of to the not-for-profit entity selected by the members pursuant to clause 21.1.

Incorporated 26 June 2002.

Amended 11 August 2003

Amended 26 May 2005

Amended 23 March 2026.