

Rules of the WHITEWATER CANOE CLUB Incorporated

THE SOCIETY

1.0 Name

1.1 The name of the society is the Whitewater Canoe Club Incorporated ("the Club").

2.0 Registered Office

2.1 The Registered Office of the Club is the residential address of the Secretary.

3.0 Purposes of Club

3.1 The purposes of the Club are to:

- (a) Promote, encourage and participate in the sport of kayaking (which shall be taken to include canoeing) in all its aspects;
- (b) Provide instruction in kayaking and water safety;
- (c) Set safety standards for equipment and for conducting Club activities;
- (d) Encourage the conservation of paddlable waterways;
- (e) Subscribe to, co-operate with, or affiliate with any other Club or member Association of the New Zealand Canoe Federation with interests similar to those of this Club, where appropriate;
- (f) Procure rooms and buildings and generally to provide facilities for kayaking; and
- (g) Buy or sell, lease or rent, or let out for hire any property or equipment for the purpose of the Club, or on behalf of any member of the Club.

3.2 Pecuniary gain is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

4.1 The Club shall have a managing committee ("the Committee"), comprising the following Committee Members:

- (a) The following Officers:

- (i) The President;
- (ii) The Vice-President;
- (iii) The Secretary;
- (iv) The Treasurer;
- (v) Instruction Officer;
- (vi) Conservation Officer
- (vii) Gear Officer; and

(b) A minimum of three, but not more than five, non-Officer Committee Members, in addition to the Officers.

4.2 One person may not hold more than one of the Officer positions concurrently.

4.3 Only Financial Members of the Club may be Committee Members.

4.4 The usual Term of office of any Committee Member shall be from the closure of the Annual General Meeting at which they are elected until the closure of the following Annual General Meeting.

5.0 Appointment of Committee Members

5.1 Committee Members shall be appointed at the Annual General Meeting.

5.2 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall have agreed to the nomination and be proposed and seconded in writing by members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

5.3 Nominations may also be taken from the floor at the AGM with appropriate proposing, seconding and consent.

5.4 Any persons nominated may be absent from the AGM.

5.5 When two or more candidates are nominated for an office, then election to that office shall be by secret ballot.

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Club at a Club Meeting.
- (c) Their Term expires.

(d) They fail to attend three consecutive meetings without having obtained leave of absence.

6.2 If a person ceases to be a Committee Member, that person must within 14 days surrender to any Officer all Club documents and property.

7.0 Vacancies on Committee

7.1 If the position of any Officer becomes vacant between Annual General Meetings, the Committee shall fill the vacancy by appointing either:

- (a) Another Committee Member; or
- (b) Another Club Member (if no Committee Member is willing or able for any reason to fill the vacancy)

7.2 If the position of any non-Officer Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Club Member to fill that vacancy until the next Annual General Meeting.

8.0 Role of the Committee

8.1 Subject to the rules of the Club (“The Rules”), the role of the Committee is to:

- (a) Administer, manage, and control the Club;
- (b) Carry out the purposes of the Club, and Use Money or Other Assets to do that;
- (c) Manage the Club’s financial affairs, including approving the draft annual financial statements for presentation to the Members at the Annual General Meeting;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt Members where and for however long as is necessary;
- (f) Ensure that all Members follow The Rules;
- (g) Decide upon, within these Rules, admission of Members and cessation of Membership;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations or by-laws that it considers desirable for the welfare of the Club.

8.2 The Committee has all of the powers of the Club, unless the Committee’s power is limited by these Rules, or by a Majority Vote of the Club.

8.3 Decisions of the Committee bind the Club, unless the Committee’s power is limited by these Rules or by a Majority Vote of the Club, except that the Committee may defer implementing a

resolution at a Club Meeting but only:

- (a) on the receipt of material new information; or
- (b) changes in circumstances,

make the resolution not in the best interests of the club.

In this case, the committee shall give written notice to all members stating the reasons for their decision giving all the material facts and the reasoning for the decision, or/and call a Special General Meeting to do so.

9.0 Roles of Committee Members

9.1 The President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Club and the setting of its goals and objectives;
- (e) Providing a report on the operations of the Club at each Annual General Meeting.

9.2 The Vice President is responsible for:

- (a) Assisting as required with the discharge of the President's responsibilities.

9.3 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Club's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

9.4 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position and performance to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Club's accounting policies (see 8.1.d);

- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

9.5 The Instruction Officer is responsible for:

- (a) The overall co-ordination of instruction in the Club and any other Club instructors;
- (b) Co-ordinating all levels of instruction in liaison with the committee, instructors, New Zealand Outdoor Instructors Association and any member association of the New Zealand Canoe Federation as necessary.

9.6 The Conservation Officer is responsible for:

- (a) Ensuring Club interests are represented in resource management law and other statutory processes;
- (b) Writing submissions and speaking at hearings (or ensuring others can);
- (c) Facilitating access to rivers for Club members;
- (d) Maintaining a landowners' access database and ensuring landowners are communicated with and appreciation is shown.

9.7 The Gear Officer is responsible for:

- (a) Ensuring Club equipment is fit for purpose by ensuring repair/replacement is actioned promptly, removing unfit gear from the hire pool, and overseeing the planned replacement of aging equipment;
- (b) Facilitating maximum and efficient use of club equipment by encouraging hire of equipment, banking hire monies promptly, and identifying gear needs of members/assisting members in gear selection where appropriate;
- (c) Recommending new equipment purchases based on members' needs.

9.8 Committee members and any Members with delegated responsibilities (as per 8.1(e) of these Rules) shall be required to report on activities related to their areas of responsibility to the Committee and/or Annual General Meeting when asked to do so by the President, Vice-President or Secretary.

10.0 Committee Meetings

10.1 Committee meetings shall be convened by the President or Secretary at not less than 3 days notice as often as business shall require.

10.2 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

10.3 No Committee Meeting may be held unless more than half of the Committee Members attend.

10.4 The President shall Chair Committee Meetings, or if the President is absent, the Committee

shall elect a Committee Member to Chair that meeting.

10.5 Except as otherwise explicitly required by these Rules, decisions of the Committee shall be by Majority Vote.

10.6 The President or person acting as President has a Casting Vote.

10.7 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.8 Subject to these Rules, the Committee may regulate its own practices.

10.9 The Chair shall adjourn the meeting if necessary.

10.10 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Committee Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

CLUB MEMBERSHIP

11.0 Types of Members

11.1 There shall be four classes of membership:

- (a) SENIOR MEMBERS - those who are 18 years of age and over.
- (b) LIFE MEMBERS - elected at any Special or Annual General Meeting. Life members shall enjoy all Club privileges without payment of subscriptions.
- (c) HONORARY MEMBERS - may be elected annually by the Committee as it sees fit. They shall not be eligible for affiliation to any member Association of the New Zealand Canoe Federation.
- (d) JUNIOR MEMBERS – those who are under the age of 18 years. Junior members will receive all benefits of membership, except voting rights, and must be accompanied on all Club activities by a parent or nominated caregiver.

12.0 Admission of Members

12.1 Every candidate for all classes of membership, except Life and Honorary members, shall make application in the manner prescribed in these Rules and may be elected by Majority Vote at any Committee Meeting.

- 12.2 To become a Member, a person (“the Applicant”) must:
- (a) Complete any application form as required by the Committee; and
 - (b) Supply any other information the Committee requires; and
 - (c) Pay any Subscription required; and
 - (d) Agree to abide by the Club Code of Conduct.
- 12.3 The Committee may interview the Applicant when it considers Membership applications.
- 12.4 The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

- 13.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names and contact details of all Members, and the dates at which they became Members.
- 13.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 13.3 Each Member shall provide such other details as the Committee requires.
- 13.4 Members shall have reasonable access to the Register.

14.0 Cessation of Membership

- 14.1 Any Member may resign by giving written notice to the Secretary, without that Member being released from the obligation of payment of any sums due to the Club.
- 14.2 The Committee may in its absolute discretion suspend or terminate the Membership of any Member who is more than one month in arrears with any debt, other than subscriptions, owed to the Club without that Member being released from the obligation of payment of any sums due to the Club. Any member who remains more than two months in arrears with a subscription shall be deemed to no longer be a member, except by prior arrangement with the Committee.
- 14.3 Membership terminated in the following way:
- (a) If, for any reason whatsoever, the Committee is of the view that any Member has breached the Rules or has acted in a manner inconsistent with the code of conduct, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent

- with the code of conduct;
- (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - (iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Club.
- (b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by Majority Vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Club Meeting held within the following 28 Days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give to the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.
- (d) When the Member is heard at the Club Meeting, the Club may question the Member and the Committee Members.
- (e) The Club shall then by Majority Vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

15.0 Rights and Obligations of Members

15.1 All Members have the rights and responsibilities set out in these Rules.

15.2 All Members shall endeavour to promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

15.3 No Member shall do anything to endanger the character, good order or welfare of the Club.

15.4 All Members shall abide by the Club Code of Conduct.

MONEY AND OTHER ASSETS OF THE CLUB

16.0 Use of Money and Other Assets

16.1 The Club may only Use Money and Other Assets if:

- (a) It is for a purpose of the Club;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by Majority Vote of the Club; and provided that
- (d) No member of the Club or any person associated with a member shall participate in, or materially influence any decision made by the Club in respect of the payments to or on behalf of that member or associated person, of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in arms length transaction (being the open market value).

The provisions and the effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16.2 Payments from the club's accounts may only be made by the Treasurer, President and two other committee members appointed for the purpose such that:

- (a) Cheques shall be signed by two authorised officers, one of which must be the Treasurer or President;
- (b) Electronic payments shall be authorised by two authorised officers, one of which must be the Treasurer or President;

17.0 Joining Fees, Subscriptions and Levies

17.1 The Membership Year is the same as the Financial Year.

17.2 Membership fees:

- (a) Shall be paid by all members, with the exception of Honorary and Life members;
- (b) Shall be paid immediately upon joining the Club;
- (c) Shall be paid by Members renewing their Membership no later than 1 May; except that
 - (i) Any new member joining after 1 January in any year shall not be required to pay for renewal of their membership until 1 May of the following year.

18.0 Additional Powers

18.1 The Club may:

- (a) Employ people for the purposes of the Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority Vote at any Club Meeting.

19.0 Financial Year

19.1 The Financial Year of the Club begins on 1st April of every year and ends on 31st March of the next year.

20.0 Assurance on the Financial Statements

20.1 The Club shall appoint an accountant to review the annual financial statements of the Club (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Club from whom the reviewer determines it necessary to obtain evidence.

CONDUCT OF MEETINGS

21.0 Club Meetings

- 21.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year during May on a date and at a location determined by the Committee.
- 21.3 The Secretary shall give all Members at least 28 days written notice of the AGM.
- 21.4 Special General Meetings shall be called by the Secretary within 28 days if:
- (a) At least 75% of the Committee vote in favour of doing so; or
 - (b) The Secretary receives a written request signed by at least 10% of Financial Members specifying the purpose for which the meeting is to be held.
 - (c) A Member's Notice appealing a Termination Notice is received by the Secretary.
- 21.5 The Secretary shall:
- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Club Meeting
 - (b) Additionally, the Secretary will provide, as appropriate:
 - (i) A copy of the President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee;
 - (ii) A list of any Nominees for the Committee, and information about those Nominees if it has been provided. (Such information, if provided, shall not exceed one side of an A4 sheet of paper per Nominee)
 - (iii) Notice of any motions and the Committee's recommendations about those motions.
- 21.6 All Members may attend Club Meetings.
- 21.7 Only Financial Members may vote at Club Meetings.
- 21.8 No Club Meeting may be held unless at least 10% of Financial Members attend. (This will constitute a quorum.)
- 21.9 All Club Meetings shall be Chaired by the President. If the President is absent, the Club shall elect another Committee Member to Chair that meeting. Any person Chairing a Club Meeting has a Casting Vote.
- 21.10 Except as otherwise explicitly required by these Rules, on any given motion at a Club Meeting:
- (a) The Chair shall in good faith determine whether to vote by:
 - (i) Voices;
 - (ii) Show of hands; or
 - (iii) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has

begun, voting must be by secret ballot.

(b) Decisions shall be by Majority Vote.

21.11 The business of an Annual General Meeting shall be to receive or/and decide upon:

(a) Any minutes of the previous Club's 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) Appointment of a Financial Reviewer;

(e) Election of Committee Members;

(f) Notified motions to be considered;

(g) General Business.

21.12 The Chair shall adjourn the meeting if necessary.

21.13 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Notified Motions at Club Meetings

22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Secretary must give the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member.

22.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions") which shall be notified at least 14 days prior to the Club Meeting at which they are to be heard.

COMMON SEAL AND CLUB EMBLEM

23.0 Common Seal and Club Emblem

23.1 The Committee shall provide a common seal for the Club and may from time to time replace it

with a new one.

23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the 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.

23.3 The Club emblem shall be in a form approved by the Committee.

ALTERING THE RULES

24.0 Altering the Rules

24.1 Except where otherwise explicitly prohibited by these Rules or by Law, the Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

24.2 Any proposed motion to alter or replace these Rules:

(a) Shall be signed by at least:

(i) 10% of Financial Members; or

(ii) 75% of the Committee.

(b) Shall be given in writing to the Secretary at least 21 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the Club Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a Club Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

BYLAWS

25.0 Bylaws to govern the Club

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

26.0 Winding up

26.1 The Club may be wound up voluntarily if the Club:

- (a) At a Club Meeting, passes a motion requiring the Club to be so wound up; and
- (b) The motion is confirmed at a subsequent Special General Meeting called for the purpose and held not earlier than 30 days and no later than 60 days after the date on which the motion so to be confirmed was passed.

26.2 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member; and
- (d) The surplus Money and Other Assets shall be distributed to:
 - (i) Whitewater NZ Incorporated (or its successor); and/or
 - (ii) Any other organisation with similar interests in accordance with the directions given by the Special General Meeting which confirms the resolution to wind up.

INDEMNIFICATION AND LIABILITY

27.0 Indemnification

27.1 Committee Members and Members having the delegated authority of the Committee shall be indemnified out of the Club assets for all liabilities incurred by them in bona fide execution of their duties under these Rules.

27.2 No action in law or other claim may be taken by any Member against any other Member of the Club in pursuance of the provision of these rules, notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing.

27.3 No Committee Member or any Member having the delegated authority of the Committee is liable for any loss or expenses of the Club or any Member unless as a result of a wilful default.

28.0 Liability

28.1 No Member is under any liability in respect of any contract, debt, or other obligation made or

incurred by the Club.

DEFINITIONS

29.0 Definitions and Miscellaneous matters

29.1 In these Rules:

- (a) “Majority Vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) “Casting Vote” means a second vote, which may only be used to break a tied vote.
- (c) “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- (d) “Financial Member” means a Member who is a:
 - (i) Senior Member whose subscription is not in arrears; or
 - (ii) Life Member
- (e) “Club Meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (f) “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (g) “Written Notice” means communication by post, electronic means (including email, and website posting), or a combination of these methods.
- (h) If the Secretary has sent any notice to any Member in good faith, that notice will be deemed to have been received and neither any Meeting nor any business will be invalidated or contestable simply because one or more Members do not receive the notice.
- (i) It is assumed that
 - (a) Where a masculine is used, the feminine is included
 - (b) Where the singular is used, plural forms of the noun are also inferred
 - (c) Headings are a matter of reference and not a part of the Rules
- (j) Matters not covered in these Rules shall be decided upon by the Committee.
- (k) The Committee's decision in any dispute over the interpretation of this Constitution, or in regard to any Club matter, shall be final.
- (l) No Member shall vote in a matter in which that Member has a conflict of interest.
- (m) Notified Motions (either of a general nature or Rule changes) may have minor amendments

proposed and voted on at a meeting if necessary. Major amendments would invalidate the motion and a new motion would need to be made and voted on at a subsequent Club meeting. The person Chairing the Club Meeting shall rule on whether proposed amendments are minor or major where there is dispute.

- (n) General Business at an Annual General Meeting shall not include any issues that are deemed significant and so should have been put as Notified Motions. In the event of any dispute as to significance, the opinion of the Chairperson shall be final.