

"A"

ST GEORGE'S ROWING CLUB INCORPORATED

RULES

AS AMENDED AND ADOPTED ON 29 APRIL 2001

INLANDS & REGISTRIES
M. H. AUCKLAND.
18 MAY 2001
RECEIVED

ASSISTANT REGISTRAR OF
INCORPORATED SOCIETIES
M. H. AUCKLAND.
21 MAY 2001

ST GEORGE'S ROWING CLUB INCORPORATED (Constituted 1883)

1.0 NAME AND COLOURS

- 1.1 The Club is named the St George's Rowing Club (Incorporated), (hereinafter referred to as the Club). The registered office is at the Boat House, Kings Road, Panmure, or such other place as the Executive Committee may determine. The Club shall pursue its objectives and conduct its affairs in accordance with the provisions of these Rules upon their registration in accordance with the Incorporated Societies Act 1908.
- 1.2 The Colours of the Club shall be red and white. The uniform shall be black rowing shorts, red singlet with a white "V" yoke, or as may be registered with the New Zealand Rowing Association from time to time.

2.0 OBJECTS

The Objects of the Club shall be:

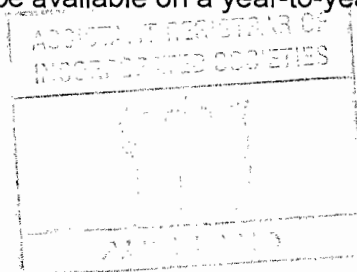
- 2.1 The promotion of the welfare of its members and camaraderie and friendship amongst them.
- 2.2 The promotion of the sport of rowing, competitive and recreational, for all sectors of the rowing community, including secondary school and masters rowing, in accordance with the Rules of the Auckland and New Zealand Rowing Associations.
- 2.3 The provision, maintenance and management of the Club's boat house, plant and equipment at Kings Road, Panmure, to these ends.

3.0 CLUB YEAR AND FINANCIAL YEAR

- 3.1 The Club membership year shall extend from 1 June to 31 May in the ensuing year. Each year, in accordance with Clause 19.1 below, an Annual General Meeting shall be held in the month of May and by no later than 31 May.
- 3.2 The Club Financial Year shall extend from 1 April to 31 March in the ensuing year, and accounts for each year ending 31 March shall be presented to the Annual General Meeting to be held in May of that year.

4.0 MEMBERSHIP

- 4.1 Membership of the Club shall be available on a year-to-year basis in the following categories:

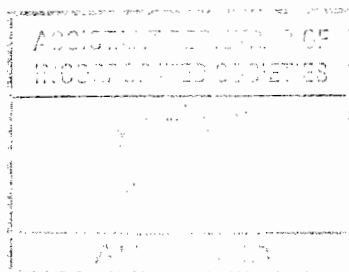


[Handwritten signatures and initials]
M.W.

- 4.1.1 Active Members, who shall include school rowers, coxswains and masters rowers who compete regularly in races for their respective rowing classes provided however, that where coxswains are school students they shall be exempt from paying any Club subscription and shall not be entitled to vote at General Meetings of the Club.
 - 4.1.2 Associate Members, who shall include persons other than Active Rowers who support or otherwise contribute to the activities of the Club, but who may use plant and equipment for personal or recreational purposes only.
 - 4.1.3 Life Members elected in accordance with Clause 4.2
 - 4.1.4 Member Schools granted membership in accordance with Clause 4.4
- 4.2 Life Members may be elected at an Annual General Meeting provided they have been a financial member for at least 15 years on a continuous basis and notice in writing is given to the Secretary at least 21 days before any such Annual General Meeting and circulated to Members with the Notice of Meeting. Election as a Life Member shall require the affirmative vote of at least 75 per cent of the votes cast at the meeting concerned. Once elected, Life Members shall be entitled to all benefits of the Club including voting at Annual General or General Meetings without payment of any subscription. Life Members may vote in only one capacity if holding any other Office at the time.
- 4.3 Membership shall be granted by the Executive Committee on application on the form prescribed by the Executive Committee. Persons accepted for membership shall pay the subscription set for the relevant membership category at the previous Annual General Meeting, in accordance with procedures established by the Executive Committee. Membership shall lapse, except for Life Members, at the end of each Club year, but may be renewed on the completion of the form prescribed by the Executive Committee and the payment of the relevant subscription. Members may change the category of their membership according to their situation.
- 4.4 Secondary Schools may be granted membership by the Executive Committee on the completion of an agreement with the Club, covering, inter alia, the storage of their plant and equipment in the boathouse, and access to and utilisation of the Club's plant and facilities, and the payment of subscriptions. Students attending Member Schools shall be members of the Club and, subject to Clause 8.5, shall be entitled to all rights and obligations of membership .

5.0 MEMBERSHIP MAY BE DECLINED

- 5.1 The Executive Committee may by 75% majority decision decline to extend membership to any person who in the opinion of the Executive Committee, after due consideration, is likely to be a disruptive element in the Club or otherwise bring it into disrepute.



[Handwritten signatures and initials]

6.0 SUSPENSION

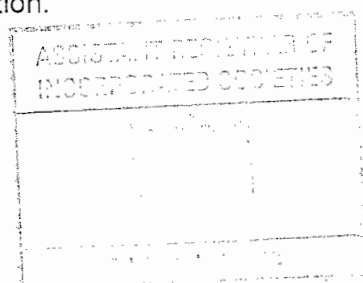
- 6.1 The Executive Committee may by unanimous decision suspend or expel from the Club, on conditions which the Executive Committee shall in its discretion determine, any member who, in the opinion of the Committee, after due consideration, has wilfully infringed the Rules of the Club, or has behaved in a manner which is repugnant to the Members of the Club or which has otherwise brought the Club into disrepute. Any person who is suspended or expelled from the Club may, on application, be reinstated by a 75% majority decision of the Executive Committee.

7.0 SUBSCRIPTIONS

- 7.1 Annual subscriptions shall be set for each membership class, including student rowers attending Member Schools, at each Annual General Meeting, provided however, that in setting the subscription for Active Members a separate and lower subscription may be set for coxswains and tertiary students.
- 7.2 Liability for membership subscriptions shall accrue from 1 June and any person joining before 30 November shall be liable for the full annual subscription. Subscriptions shall have added to them any levies to be paid to the Auckland Rowing Association and the New Zealand Rowing Association for the year concerned.
- 7.3 The procedures established by the Executive Committee shall provide for:
- 7.3.1 The refund of subscriptions (in whole or in part at the discretion of the Executive Committee) for persons who resign membership prior to 30 November in any year or within one month of commencing rowing;
- 7.3.2 Subscriptions for rowers, including student rowers attending Member Schools, who become members after 30 November in any year;
- 7.3.3 Payment of subscriptions by instalments, provided that all subscriptions for members joining before 30 November in any year shall be paid in full by that date.

8.0 RIGHTS AND OBLIGATIONS OF MEMBERS

- 8.1 All members of the Club shall be entitled to pursue their interest in the sport of rowing commensurate with their commitment and ability, and to enjoy the Club and its facilities, and to use its plant and equipment in accordance with the Rules of the Club.
- 8.2 Active members shall make themselves available for selection to row for the Club in regattas controlled by regional rowing associations or the New Zealand Rowing Association.



- 8.3 All members shall be treated with courtesy and respect by other members, consistently with the Club's objective of promoting camaraderie and friendship amongst its members. Any instance of alleged harassment of a member by another member shall be referred to the Executive Committee for its consideration and action.
- 8.4 All members shall be entitled to attend and speak at the Annual General Meeting of the Club and any General Meetings convened in accordance with clauses 19.1 and 19.2 below. Subject to Clauses 8.5 below, all members shall be entitled to nominate or be nominated for election as an Officer of the Club or to the Executive Committee, and to vote on any resolution placed before the Annual General Meeting or any General Meeting of the Club.
- 8.5 Student rowers who attend Member Schools, and their parents who are not members of the Club may attend and speak at the Annual General Meeting of the Club and any General Meetings convened in accordance with Clauses 19.1 and 19.2 below, and may be elected as an officer of the Club or appointed as a member of the Executive Committee in accordance with the provisions of Clause 10.2 .
- 8.5.1 Student rowers attending Member Schools and parents who are not members of the Club may not propose or vote on any resolutions at the Annual General Meeting or General Meetings of the Club, except that where a resolution proposing changes to these Rules is before such meeting, one parent of each student rower shall be entitled to vote on that resolution.

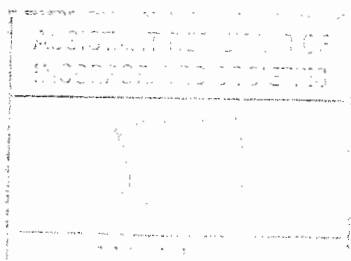
9.0 OFFICERS

- 9.1 The Officers of the Club shall be elected at each Annual General Meeting.
- 9.2 Honorary Officers – the following Honorary Officers may include non-members and shall comprise persons who can be expected to provide support to the Club in all its activities and relationships with the Community and Schools:

Patron
 Vice Patron
 Commodore
 Vice Commodores

- 9.3 Executive Officers – the following shall be members of the Club in the year for which they are elected and shall be responsible, with the Executive Committee of which they shall form part, for the management of the Club:

President
 Secretary
 Treasurer
 Club Captain
 Deputy Club Captain



9.4 The Annual General Meeting shall appoint a Club Solicitor and a Club Auditor, on an honorary or remunerated basis as may be appropriate.

10.0 EXECUTIVE COMMITTEE

10.1 The Executive Committee shall be members of the Club in the year for which they are elected and shall comprise 10 members including the Executive Officers specified in Clause 9.3, and including the aggregate number of representatives of Member Schools provided for in agreements concluded pursuant to Clause 4.5.

10.2 Representatives of a Member School may be nominated for election as Executive Officers of the Club, and/or as members of the Executive Committee either by a Club member, or by the Member School they represent giving notice to the Club Secretary no later than 14 days preceding the Annual General Meeting.

10.3 Where a representative of a Member School is elected as an Executive Officer he or she shall continue to count as one of the Member School representatives who may form part of the Executive Committee so that the maximum allowed is not exceeded. Where any representative standing for office in accordance with Clause 10.2 is not elected he or she may continue to be eligible for appointment to the Executive Committee.

11.0 CHAIRPERSON AND QUORUM

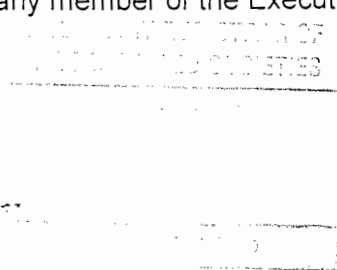
11.1 The Executive Committee shall elect a Chairperson at its first meeting each year. If that person is unable to attend a meeting then the Committee shall elect another person to be the Chairperson for that meeting. The Chairperson shall have a deliberative as well as a casting vote. The quorum for Executive Committee Meetings shall be 6 members.

12.0 CASUAL VACANCIES

12.1 Any casual vacancy arising amongst the Officers or Executive Committee of the Club may be filled on a 75 per cent majority decision of the Executive Committee for the remainder of the year in which the vacancy arises. If a vacancy arises through the resignation of a Committee Member from a Member School, then the Committee shall endeavour to fill the vacancy with another person from that Member School.

13.0 REMUNERATION

13.1 The Secretary and Treasurer may receive honoraria for their services at the discretion of the Executive Committee, and the Solicitor and Auditor may be paid fees that are appropriate to the services they provide. Otherwise no officer of the Club, or any member of the Executive Committee shall receive any remuneration



for their services other than the reimbursement of expenses properly authorised by the Executive Committee, and, except for coaches appointed pursuant to Clause 13.2, no Member of the Club shall derive any pecuniary gain from any activities of the Club except by way of interest payable on any debenture held by that member.

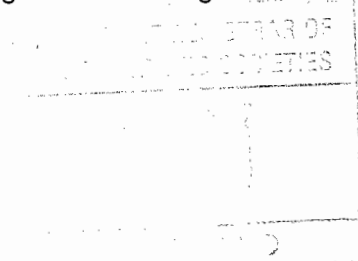
- 13.2 The Executive Committee may appoint a coach on a remunerated basis provided that provision has been made for the payment of remuneration in the Club's financial planning, and the terms of engagement are contained in a contract between the Club and the Coach.

14.0 MANAGEMENT

- 14.1 The Executive Committee shall be responsible for the efficient management of the Club and for the achievement of its objectives. The Executive Committee may delegate particular responsibilities to individual members of the Committee, or to other Members of the Club. Without limiting its responsibilities, the Executive Committee shall be responsible for:
- 14.1.1 Care, management and maintenance of the boathouse including the kitchen and social rooms, including bookings, stock control and financial accounts and bank account;
 - 14.1.2 Care and maintenance of all plant and equipment of the Club including boats, oars and sculls, coaching boats and motors, and transport facilities;
 - 14.1.3 Acquisition of sufficient plant and equipment of appropriate quality to enable Members to participate in the sport to the best of their ability;
 - 14.1.4 Development and implementation of a funding plan each year, for adoption by the Annual General Meeting, designed to ensure that the objectives of the Club and the responsibilities of the Executive Committee are achieved;
 - 14.1.5 Promulgation of By-laws from time to time to give effect to these Rules and to carry out the responsibilities of the Executive Committee, and in particular to provide for rowing to be conducted under conditions which are safe for all Club members.

15.0 SECRETARY

- 15.1 The Secretary shall be responsible for:
- 15.1.1 Convening the Annual General and General Meetings of the Club in accordance clause 19; convening meetings of the Executive Committee in accordance with its decisions; the preparation of agendas for, and taking and circulating minutes of these meetings; conducting all



Handwritten signature in black ink, appearing to be "M. J. W. R." or similar.

correspondence on behalf of the Club and maintaining records of all correspondence with other Club documents and papers;

15.1.2 Ensuring that the Club has complied with all statutory requirements, including requirements under the Incorporated Societies Act, all local body requirements, and the requirements of the Auckland and New Zealand Rowing Associations;

15.1.3 Maintaining an up to date register of all Club Members in their various classifications;

15.1.4 Custody of the seal and its affixation to documents as directed by the Executive Committee from time to time.

16.0 TREASURER

16.1 The Treasurer shall be responsible for:

16.1.1 The invoicing, collection and banking of subscriptions and other revenue; the payment of accounts as they become due; the operation of the Club's bank accounts; the maintenance of all fire and damage insurances on the Club premises, plant and equipment at appropriate replacement levels;

16.1.2 The conduct of all financial transactions on behalf of the Club.

17.0 ANNUAL REPORT AND ACCOUNTS

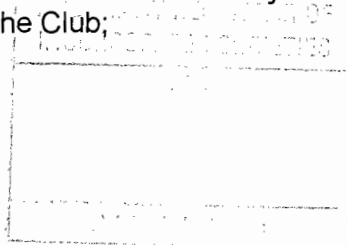
17.1 The Secretary and Treasurer shall be responsible for the preparation of the Annual Report and Accounts for each year ending 31 March, and, if the Executive Committee so decides shall arrange for the procurement of the audit of those accounts in sufficient time for their presentation to the Annual General Meeting to be held no later than 31 May of that year.

18.0 POWERS

18.1 Without limiting any general powers vested in it, the Club shall have power for the furtherance of its objectives:

18.1.1 To purchase, take on lease or in exchange, hire, license, or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which the Club shall think necessary or expedient;

18.1.2 To purchase, lease, hire or otherwise acquire, construct and maintain and to sell, exchange or otherwise dispose of buildings, fences, machinery, skids, slipways, hauling out sites, roads, paths and other works property or assets whatsoever as may be rendered necessary or expedient for the use of the Club;



[Handwritten signature]
[Handwritten initials]

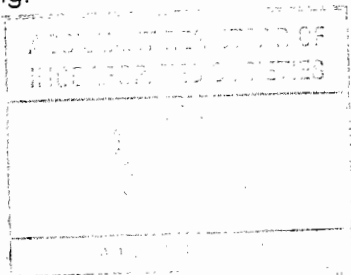
- 18.1.3 To borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security without security and upon such terms and conditions as the Club may think fit;
- 18.1.4 To invest the whole or any part of the Club's funds in such securities or assets and upon such terms as the Club may think fit;
- 18.1.5 To employ such persons or seek such professional or technical advice as may be required to achieve or further the Objects of the Club;
- 18.2 Provided that any transaction pursuant to these powers shall require the affirmative decision of a majority at a meeting of the Executive Committee. Any major capital expenditure other than the acquisition of plant and equipment shall require approval by a simple majority vote at an Annual General Meeting or General Meeting of the Club.

19.0 ANNUAL GENERAL AND GENERAL MEETINGS

- 19.1 An Annual General Meeting shall be held in the Club Rooms or other designated venue in the month of May, not less than 14 days after Notice of Meeting being given to members. Such notice shall be given in writing to all Members and Life Members.
- 19.2 A General Meeting may be called by the Executive Committee at any time or by the written request of 10 Active Members and shall be held not less than 14 days after notice of such meeting being given to Members. Such notice shall be given in writing to all Members and Life Members.
- 19.3 The Chairperson at Annual General and General Meetings shall be the President or where the President is unable to attend such other person as the meeting may elect, and the President shall have a deliberative as well as a casting vote. The quorum at Annual General and General Meetings shall be 15 Members.
- 19.4 Only Members may vote at an Annual General or a General Meeting in accordance with Clauses 8.4 and 8.5, and the mode of voting shall be by show of hands unless a poll is requested by a minimum of two Members personally present. No proxies shall be allowed.

20.0 CHANGES TO CONSTITUTION AND BY-LAWS

- 20.1 All Members of the Club shall be bound by these Rules and such By-laws as may be promulgated by the Executive Committee. No addition, alteration, amendment or revision to these Rules shall be made except at an Annual General Meeting or General Meeting called for the purpose.
- 20.2 Notice of any proposal to change these Rules shall be submitted in writing to the Secretary not less than 21 days before the meeting at which the proposal is to be considered and shall be given in writing to all Members and Life Members with the Notice of Meeting.



20.3 A proposal to change these Rules shall require the affirmative vote of not less than three-quarters of the votes cast by Members at the meeting at which it is considered to be carried, and shall not take effect until filed in accordance with the Incorporated Societies Act 1908.

20.4 By-laws may be amended from time to time by 75% majority vote of the Executive Committee

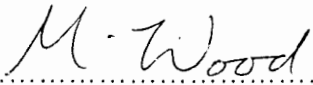
21.0 DISSOLUTION

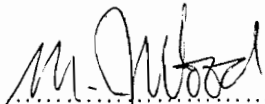
21.1 The Club may be dissolved by a resolution of a 75 per cent majority of Members at a General Meeting convened for the purpose, provided that all the liabilities of the Club have been discharged. Such a resolution shall specify the date from which the dissolution is to take effect, and the manner in which the funds and property of the Club are to be disposed of, provided that the funds and property shall be disposed of to a non-profit organisation, and no Member shall benefit financially from the dissolution. Notice of such dissolution shall be sent to the Registrar of Incorporated Societies in accordance with the Act.

22.0 OTHER MATTERS

22.1 Any matter not provided for in these Rules or the By-laws of the Club, or any questions as to the interpretation of these Rules or the By-laws shall be decided by the Executive Committee.

THESE RULES were approved and adopted by way of amendment to the Rules registered on 8 August 1977 at a General Meeting held in the Boat House at Kings Road, Panmure on the 29th day of April 2001.


..... President
Marianne Wood


..... Treasurer
Melissa Wood


..... Executive Committee Member
Alan Cunningham

This is a copy of the rules of the St George's Rowing Club Incorporated incorporating the alterations thereto marked "A" referred to in the annexed declaration of William John Falconer.

Declared at Auckland this 17th day of May 2001 before me:

A SOLICITOR OF THE SUPREME COURT OF NEW ZEALAND

