

STARLING CLASS ASSOCIATION of NEW ZEALAND INCORPORATED
CONSTITUTION AND RULES

1. Name

The name of the associations is “STARLING CLASS ASSOCIATION of NEW ZEALAND INCORPORATED” (hereinafter referred to as “the Association”)

2. Objects

- 2.1 To foster sailing in the Starling Class
- 2.2 To administer the Association in accordance with the Constitution and Rules and ensure the class rules are observed
- 2.3 To establish guidelines and rules for national Starling Class events and in conjunction with Yachting New Zealand to determine the venue for each event and to provide support for the event management and race management for any event sanctioned by the Association
- 2.4 To foster the expansion of the Starling Class overseas.
- 2.5 To foster international sailing opportunities for Starling Class sailors
- 2.6 To affiliate with Yachting New Zealand
- 2.7 To purchase, sell, hire and maintain such assets and facilities as may be considered beneficial for the purposes of the Association
- 2.8 To borrow, raise money upon and give any type of security on any of the real or personal property of the Association

3. Membership

- 3.1 Youth member – a person who is under the age of 19 years on January 31st in that season, who wishes to sail a Starling Class yacht and who is a financial member of a yacht club affiliated to Yachting New Zealand
- 3.2 Senior member – shall be open to any other sailor who wishes to sail a Starling Class yacht and who is a financial member of a yacht club affiliated to Yachting New Zealand
- 3.3 Honorary membership – may be extended by the committee to persons who have served or are serving the Association in a manner worthy of this privilege.

- 3.4 Annual memberships shall be for the 12 month period from 1 September to 31 August.
- 3.5 Applications for annual membership shall be in writing and signed by the applicant on a form prescribed for the purpose. The Secretary shall confirm each membership by the provision of a membership register.
- 3.6 Any member may resign from the Association by giving notice in writing and paying all dues.
- 3.7 Should any member fail to pay any subscription within 6 months of the same becoming due or should any member fail to comply with the rules of the Association or act in a manner that, in the view of the Association, is prejudicial to its interests then the committee, after giving the member the opportunity to be heard, may by a two-thirds majority vote remove or suspend the member from membership.

4. Subscription

The annual subscription for each category of membership shall be set by the annual general meeting each year.

5. Committee

A committee shall be elected from members or persons nominated by members and shall consist of a Chairman, Secretary, Treasurer and in addition a minimum three and a maximum twelve ordinary committee members.

6. Honorarium

The members at any annual general meeting may decide to pay an honorarium to such members of the committee as deemed fit and any such case shall direct the committee as to the fixing and payment of the same

7. Payments to Members

No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.

Any such income paid to a member or any person associated with a member of the Association shall be reasonable and relative to that

which would be paid in an arms length transaction (being at open market). The provisions and efforts of this clause shall not be removed from this constitution, and shall be included and implied in any document replacing this constitution.

Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation.

8. Committee Functions

The committee has the following powers and duties:

- 8.1 the right to appoint any subcommittee it may deem necessary
- 8.2 to purchase necessary materials to facilitate the running of the Association
- 8.3 to enter into all negotiations, contracts and agreements in the name and on behalf of the Association as it may consider expedient for the purposes of the Association provided that such negotiations, contracts and agreements are not in conflict with the objects of the Association
- 8.4 to make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Association and to open such savings or other bank accounts as the committee may think fit
- 8.5 to invest the funds of the Association in real or personal property as they shall think fit
- 8.6 to exercise all the rights, powers and duties which under those rules are required to be performed by the Committee
- 8.7 to engage, control and dismiss Association contractors, employees and paid officials and to exercise all such administrative powers as may be necessary to effect the purposes of the Association
- 8.8 the power to co-opt other members of the Association to assist the committee and to fill any committee vacancy that occurs during its term of office
- 8.9 to make bylaws for the internal conduct of the Association

- 8.10 to borrow or otherwise raise money and give guarantee in such manner as it thinks fit and to secure repayments by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Association (whether present or future) and to purchase, redeem or pay off any such securities
- 8.11 to keep minutes of all meetings of the committee and subcommittee and all general meetings of members
- 8.12 to ensure that proper books of account are kept by the Treasurer
- 8.13 to maintain a class website

9. Financial Year

The financial year shall be from 1 September to 31 August each year.

10. Annual General Meeting

- 10.1 the annual general meeting shall be held each year at such a time and place as the committee may decide, to be held in conjunction with the National Championship and no longer than 18 months since the preceding AGM.
- 10.2 at least 28 days before the annual general meeting a notice of meeting and agenda containing the following items shall be sent out to each member:

AGENDA

- (i) election of chairman of the meeting
- (ii) minutes of the last annual general meeting
- (iii) distribution of copies of reports from members
- (iv) report from the Chairman
- (v) the annual accounts
- (vi) election of officers and members of committee
- (vii) fixing of next year's subscriptions and levies
- (viii) remits
- (ix) honorariums
- (x) general business

11. Remits

Remits for consideration at an annual general meeting must be presented by members and are to be received by the secretary not less than 60 days prior to the annual general meeting

12. Voting Rights

- 12.1 Financial members only may vote. Parents of financial youth members shall be entitled to vote without the need to be appointed as a proxy or alternative to the youth member
- 11.2 Except as otherwise provided by these rules all matters shall be determined by a simple majority of valid votes cast and the Chairman shall have the casting vote.

13. Special General Meetings

A special general meeting of the Association may be called by the committee at any time and shall be called by the Chairman on the requisition of twelve members of the Association. Notice of such meetings and the business to be discussed at the same shall be posted at least 28 days prior to the date of the meeting.

14. Notices

Notices of all annual and special general meetings shall be deemed to be duly given if emailed to members at their last known email address and posted on the Starling Class Association website at least 28 days prior

15. Quorum

At all annual and special general meetings five members shall form a quorum.

Any one or more of the Committee Members may attend a Committee Meeting by telephone or by other instantaneous modes of communication, in which case the meeting shall be deemed to be held in Auckland. For any such meeting a quorum shall be 4 attendees.

16. Alterations and Additions to the Constitution

All proposed changes to the constitution shall be submitted to the secretary in remit form. An amendment shall be passed if it receives 66% of the votes cast at an annual or special general meeting, and upon being ratified shall become effective immediately. No addition to

or alteration or recession of the rules shall be approved if it affects the payments to members or the winding-up clauses.

17. Sailing Rules

The committee shall from time to time fix sailing rules for the conduct of events and any such rules shall be in conformity with the rules for the time being of Yachting New Zealand.

Only financial members are eligible to race in Starling Class National Championships.

18. Common Seal

The common seal of the Association shall be in the custody of the secretary. The seal shall be used only under the authority of the committee who shall authorise two officers to sign as witnesses, any affixing of the seal. Any authority for the use of the seal shall be recorded in the minutes.

19. Registered Office

The registered office of the association shall be at Yachting New Zealand, 85 Westhaven Drive, Auckland. Any change in the registered office address shall be sent to the Registrar of Incorporated Societies as soon as practicable in the form prescribed by the regulations in that behalf.

20. Winding Up

- 20.1 The Association may be voluntarily wound up provided that all liabilities of the Association have been duly discharged if a resolution to such effect has been passed by the majority of members present at a special general meeting convened for that purpose.
- 20.2 Any assets remaining after all liabilities have been discharged shall be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005

Adopted 15 April 2011