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Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

WAIKATO ROWING ASSOCIATION

2. Society number

976763

I certify that the alteration has been made in accordance with the rules of the society.

Name

HARVEY NELSON

Position

SECRETARY

Signature

[Handwritten Signature]

19 / 7 / 2016

3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

For society name changes –

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (including with the word 'Incorporated')
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

4. Your contact details

Home and postal address

HARVEY NELSON
35 TE MA LANE
TAMAHERE

Telephone

01-8567262

CONSTITUTION OF THE WAIKATO ROWING ASSOCIATION (INCORPORATED)

1. NAME

1.1. The name of the association shall be WAIKATO ROWING ASSOCIATION (INCORPORATED).

2. DEFINITIONS

2.1. "Act" means the Incorporated Societies Act 1908.

2.2. "Association" means Waikato Rowing Association (Incorporated).

2.3. "Board" and "Board Members" shall mean the Board of NZRA.

2.4. "District" shall mean the geographical area comprising the Waikato district as laid down from time to time by the rules of NZRA.

2.5. "Financial Year" in relation to the Association shall be a period commencing on the 1st day of May in one year and ending on the 30th April in the subsequent year and in relation to any Member Club it shall mean the period of 12 months adopted by the Member Club as its financial year.

2.6. "Management Committee" means the Committee elected pursuant to rules 9.0 and 10.0.

2.7. "Member Club" means any club within the district that is affiliated with and has registered with NZRA and is a financial member of the Association.

2.8. "NZRA" means New Zealand Rowing Association Incorporated.

2.9. Words importing the singular number shall include the plural number and vice versa.

2.10. For the purposes of the Act this constitution comprises the rules of the Association.

3. OBJECTS

3.1. The objects of the Association are

3.1.1. To take up, assume and continue the work obligations and undertakings of the Association.

3.1.2. To advance the interests of the sport of rowing (particularly within the district).

3.1.3. To provide a forum for Member Clubs in the district to meet and discuss matters of common interest in rowing.

3.1.4. To arrange and administer regattas and other competitions within the district.

3.1.5. To assist district crews or individual rowers financially.

3.1.6. To maintain and promote district membership of NZRA.

3.1.7. To promote and recruit athletes for the sport of rowing within the district.

3.1.8. To foster and encourage the participation of personnel as race officials, coaches, and administrators for the sport of rowing.

3.1.9. To generally carry out and perform the duties assigned to the Association by the NZRA.

4. POWERS

4.1. The Association shall have power to do such lawful acts and things as are incidental or conducive to the attainment of its objects, or any of them and without prejudice to the generally of the foregoing the following powers shall be included

4.1.1. To raise money by subscriptions, levies or otherwise as may from time to time be deemed necessary.

4.1.2. To borrow or raise money from time to time by the giving of security founded or based upon all or any of the property and/or rights of the Association, or without security, and upon such terms as to priority or otherwise as the Management Committee shall deem fit.

4.1.3. To enter any contracts, agreements or arrangements with any person, firm, syndicate, corporation, or company which the Management Committee may deem conducive to the Associations objects or any of them.

- 4.1.4. From time to time to invest and reinvest in securities authorised by law for the investment of trust funds upon such terms as the Management Committee shall think fit.
- 4.1.5. By resolution in general meeting to make, amend or rescind by-laws or regulations not inconsistent with these rules pertaining to the carrying out of all or any of its objects.
- 4.1.6. To pay such reasonable travelling, accommodation or incidental expenses of any person or body (whether or not an officer of the Association) as the Management Committee shall in its absolute discretion think fit.
- 4.1.7. To purchase or lease or acquire any other interest in real or personal property.
- 4.1.8. To exercise disciplinary procedures in relation to any rower or official in events conducted by the Association in regard to doping infractions in accordance with any doping policy adopted by NZRA.
- 4.1.9. To contract or employ any person for the benefit of the Member Clubs in achieving the objects of the Association.

5. LIFE MEMBERSHIP

- 5.1. The Annual General Meeting, on the nomination of the Management Committee, may elect as a Life Member a person who in the opinion of the Management Committee has rendered exceptional service to the Association.
- 5.2. Life Members shall have the right to attend and be heard at all General Meetings but shall have no voting rights.

6. MEMBERSHIP

- 6.1. Upon registration with NZRA each Club is deemed to be a Member Club of the Association and accepts and agrees to be bound by these rules.
- 6.2. Each Member Club shall pay the Association an annual registration fee and membership levy to be determined at the Annual General Meeting each year. The membership levy (per rower) will be charged in accordance with the number of NZRA Competition Licences recorded as issued by NZRA during that season, to the Member Club.
- 6.3. In the event of any Member Club not having paid its registration fee and levy as of the 30th April in any year, the Association may suspend that Member Club.
- 6.4. Any Member Club suspended by the Association shall cease to exercise their rights and during suspension is ineligible to compete at any regatta or competition held under the authority of the Association.

7. TERMINATION OF MEMBERSHIP

- 7.1. Membership of the Association is terminated in the following ways
 - 7.1.1. Upon the Member Club resigning from NZRA and subject to the member's levy having been paid to date, membership shall cease at the end of the then current financial year.
 - 7.1.2. If a Member Club's levy is overdue at the close of the Association's financial year and the Association resolves in the general meeting that this membership,
 - 7.1.3. If a Member Club shall have wilfully and persistently failed or neglected to comply with the rules, regulations or decisions of the Association, its Management Committee or the NZRA and the Association in general meeting resolves that its membership be terminated or suspended.

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8. OFFICERS

- 8.1. A Solicitor shall be elected at the Annual General Meeting as an Honorary Officer of the Association.
- 8.2. The elected Officers of the Association shall consist of a President (who shall also be chairman), Secretary and Treasurer, all of whom shall be elected at the Annual General Meeting.

8.3. All Officers, including any Honorary Officers are entitled to speak at any General Meeting but do not have any voting powers in that position.

9. MANAGEMENT COMMITTEE

9.1. The President, Secretary, Treasurer and at least two, but no more than four, Committee Members shall comprise the Management Committee and conduct the routine business of the Association, all of whom, with the exception of the Secretary and the Treasurer, must be members of Member Clubs of the Association.

9.2. The Committee Members are elected at the Annual General Meeting by the Member Clubs.

10. NOMINATIONS

10.1. Nominations for the Officers and for the Management Committee must be received by the Secretary 21 days before the Annual General Meeting and the Secretary shall circulate the nominations to all Member Clubs. Should there be insufficient nominations received, then nominations may be accepted from the floor provided that

- a) The person nominated is present and agreeable to the nomination.
- b) Such acceptance of the nomination has been received by the Secretary in writing or is carried by the nominating member.

11. TERM OF OFFICE AND RETIREMENT OF THE MANAGEMENT COMMITTEE MEMBERS

11.1. Every person appointed as a member of the Management Committee and every retired member re-elected to the Management Committee pursuant to 11.2, shall be appointed or re-elected for a term expiring at the Annual General Meeting in the third calendar year after the year of that members appointment or re-election and shall then retire.

11.2. A member of the Management Committee who retires in accordance with the provisions of this rule shall be eligible for re-election and if so re-elected, shall continue in office.

11.3. The Management Committee is entitled to require any Officer to retire at the end of their first year of any term if, in its opinion, the administration of the Association is likely to be adversely affected by the compulsory retirement provisions set out above. To that end, it shall not be necessary for all the Officers to be re-elected at one Annual General Meeting.

12. VACANCY

12.1. Any vacancy which may occur in the Management Committee from time to time shall be filled by the Management Committee until the next Annual General Meeting of the Association, should the remaining members of the committee deem it so necessary.

13. MANAGEMENT COMMITTEE POWERS

13.1. The management and control of the Association shall be vested in the Management Committee which shall have all the powers of the Association which are not either

13.1.1. By these rules or by the Act required to be done or exercised by the Association in general meeting, or

13.1.2. Expressly by these rules to be managed or controlled in some other manner.

13.2. The Management Committee shall also, as and when required for the purpose of ballot amongst the Member Clubs of the Association, to the intent that Member Clubs will have the same number of votes in any such ballot as they would have had on a poll at a general meeting of the Association held at that time.

13.3. The Management Committee shall have the power

- 13.3.1. To expend funds of the Association and incur such liabilities on behalf of the Association as it may seem expedient towards the objects of the Association.
- 13.3.2. To disqualify or suspend for any term, any Member Club, Regatta Committee, crew, or rower found guilty of offending against the rules of the Association or of the NZRA and to take such disciplinary action as may be appropriate.
- 13.3.3. To fix dates for regattas and competitions held under the authority of the Association and to set regatta fees as appropriate.
- 13.3.4. To refuse to allow any person or Member Club who is the subject of any disciplinary action in accordance with the rules of the NZRA to take part in any regatta or competition under the authority of the Association.
- 13.3.5. To appoint delegates to the Annual General Meeting or any General Meeting of the NZRA.
- 13.3.6. To appoint any representatives to any other committee or organisation as deemed necessary to further the objects of the Association.

14. MEETINGS OF THE MANAGEMENT COMMITTEE

- 14.1. Meetings of the Management Committee shall be convened by the Secretary as directed by the Management Committee, or at the discretion of the President.
- 14.2. All questions shall be decided by a show of hands, one person, one vote. In case of an equality of votes, the Chairman has a casting as well as a deliberative vote.
- 14.3. The President shall chair meetings of the Management Committee but if the President is not present within 20 minutes of the time appointed for the commencement of the meeting, those attending shall appoint one of their number to chair the meeting.
- 14.4. A quorum for any meeting of the Management Committee shall be four.
- 14.5. The Management Committee may appoint such sub-committees as are from time to time deemed necessary.
- 14.6. At its earliest practical opportunity, the Management Committee shall appoint one NZRA Licenced Race Official to prepare rosters from suitably qualified and trained officials, allocating responsibilities and duties at regattas or competitions for the coming season.
- 14.7. All payments by the Association shall be made by the Treasurer and one of two other appointed members of the Management Committee, all to be designated signatories of the Association.
- 14.8. Resolutions passed at meetings of the Management Committee shall be binding on all members of the Management Committee.

15. ANNUAL GENERAL MEETING

- 15.1. An Annual General Meeting of the Association shall be held no later than the 31st August in each year and at a place to be decided upon by the Management Committee and programmed for the following year.
- 15.2. The Secretary shall call the Annual General Meeting, giving all Member Clubs at least 30 days' notice but should the Secretary fail to do so within the aforesaid period then the Secretary on the requisition of any three Member Clubs shall do so and in that event shall fix the time and place. A detailed order paper shall be posted to all members at least 14 days prior to the date of the meeting.
- 15.3. The order of business at an annual general meeting shall be
 - a) To pass the Minutes of the last meeting.
 - b) Presentation of the Presidents report.
 - c) To receive the annual report and financial statement.
 - d) To receive appointment of delegates, who shall then elect the President, Secretary, Treasurer, Committee Members, Solicitor.

- e) Elect a selectors panel of three. Nominations to this panel shall be as in rule 10.0 and the convenor shall be appointed by the Management Committee.
 - f) Elect any Life Members.
 - g) To set the levy and any other fees payable by the Member Clubs for the next year.
 - h) To transact any business of which notice has been given.
 - i) To transact any business that may be legally brought forward.
- 15.4. All notices of motion to be brought before the Annual General Meeting shall be sent to the Secretary not later than six weeks before the meeting and notice shall be given to all Member Clubs by the Secretary in the notice calling the meeting.

16. SPECIAL GENERAL MEETING

- 16.1. A Special General Meeting of the Association may be convened at any time by the President and/or the Management Committee or by the Secretary on the requisition in writing of at least four Member Clubs specifying the object of the proposed meeting.
- 16.2. Not less than 21 days written notice of every Special General Meeting shall be given by the Secretary to every Member Club.

17. DELEGATES TO GENERAL MEETINGS

- 17.1. Every Member Club shall be entitled to have two delegates at an Annual General Meeting or a Special General Meeting. At all General Meetings, only delegates may vote.
- 17.2. Member Clubs shall appoint their delegates and supply the names of delegates to the Secretary at least 14 days before the General Meeting. A Member Club may make one appointment and one substitute appointment (a substitute to act in the absence of the delegate). That appointment may be on an annual basis, or for a particular meeting.
- 17.3. Each Member Club shall, at such time or times as the Management Committee shall request, furnish the Management Committee with an up to date number of its financial members that are registered with NZRA.
- 17.4. Provision shall be made by the Management Committee for observers to attend all General Meetings. All such observers shall be duly financial members of a Member Club and may be required to produce evidence by way of certificate, dated within one month of the date of the meeting and signed by the Secretary or other proper Officer of that Member Club. Observers shall have no vote.
- 17.5. A delegate may not represent more than one Member Club.
- 17.6. Delegates representing not less than 4 Member Clubs shall form a quorum at a General Meeting.
- 17.7. Each delegate shall vote separately except in the event of less than 2 delegates being present to represent a Member Club the delegate present may exercise all the votes of the Member Club.

18. VOTING POWER

- 18.1. Subject to the following provisions, a resolution put to the vote at a General Meeting shall be decided on the voices or on a show of hands, and every delegate shall have one vote PROVIDED HOWEVER that before, or immediately after a declaration of voices or the show of hands and before the meeting proceeds to the next business, a poll may be demanded by any one delegate. If a poll is demanded, it shall be taken forthwith in such a manner as the Chairman directs and the result of the poll should be deemed to be the resolution of the meeting at which the poll is demanded. On a poll, each delegate shall have one vote for each 10 members or fraction thereof of the Member Club that the delegate represents, with a limit of five votes.

18.2. A Member Club shall, for the purpose of assessing the number of votes a delegate may exercise under rule 17.1 be deemed to have the number of members for which the Member Club has paid levies to the Association for the most recent financial year.

18.3. No person entitled to vote at any General Meeting shall vote in more than one capacity except the Chairman, who shall exercise deliberative as well as a casting vote.

19. FINANCE

19.1. Member Clubs shall pay an annual registration fee and an annual subscription (which may be calculated by way of levy per capita for each of that Member Club's members) as shall from time to time be set at the Annual General Meeting.

19.2. No review or audit of the annual financial statements is required unless a review or audit is requested by 40% of the Members at any properly convened Society Meeting.

20. THE COMMON SEAL

20.1. The common seal shall bear the registered name of the Association and be kept in the custody of the Secretary. It shall, after resolution of the Management Committee, be affixed by the Secretary or the President to any Instrument, Deed or Document in the presence of any two members of the Management Committee who shall subscribe their names and offices as witnesses.

21. WINDING UP

21.1. In the event of the winding up of the Association the assets remaining after the payment of the debts and liabilities of the Association shall be deposited of in terms of Section 24 of the Act as decided at a Special General Meeting called for that purpose. After the discharge of any liabilities, any plant or assets of the Association shall be paid, transferred, or assigned to the national body governing the sport of rowing in New Zealand.

22. ALTERATIONS TO THE CONSTITUTION

22.1. This constitution may be added to, repealed or amended by resolution at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least two thirds of the members voting or the votes cast at a poll.

22.2. Any Member Club wishing to propose alterations in the constitution shall give notice in writing not less than six weeks before the meeting if it is an Annual General Meeting, nor less than four weeks if it is a Special General Meeting, of such intention to the Secretary who will submit the same to the Management Committee at their next meeting. The Management Committee will then fix a date upon which a General Meeting of the Association shall be held to discuss the question at which two thirds of the Member Clubs shall be present.

22.3. No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause.

23. REGISTERED OFFICE

23.1. The registered office of the Association shall be at the address of the Secretary.

24. PECUNIARY PROFIT

24.1. No Member Club or person associated with the Association shall derive any income, benefit or advantage from the Association (whereby they can materially influence the payment of income or the receipt of any benefit or advantage) except where the income benefit or advantage is derived from

- 24.1.1. Professional services to the Association rendered in the course of business, charged to no greater than current market rates or,
- 24.1.2. Interest on money lent at no greater than current market rates.

25. COLOURS

- 25.1. The colours of the Association shall be red, yellow, and black.
- 25.2. The uniform of the Association shall be in the form of red, yellow, and black stripes.

26. ENTRANCE FEES

- 26.1. Maximum entrance fees payable for regattas and competitions held under the authority of the Association shall be determined at the Annual General Meetings of the Association each year.

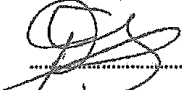
27. PROGRAMME AND ADVERTISEMENTS


- 27.1. Every programme showing a complete list of events, entrance fees, conditions and all other necessary information shall be first submitted to the Management Committee and approved before being published.
- 27.2. The Management Committee having the control of any regatta or competition held under the authority of the Association shall state on its programme and all other official notices and advertisements that the regatta or competition is held under the Regulations for Regattas and Rules of Racing of the NZRA and any amendments, if any, as approved by the Management Committee.

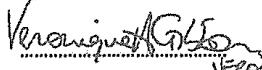
28. BYLAWS

- 28.1. From time to time as it sees fit, the Management Committee may introduce Bylaws which shall be ratified or otherwise at the next Annual General Meeting of the Association.

This is a complete copy of the updated Rules of the Waikato Rowing Association Incorporated, with changes underlined, as passed by the Members of this Association at its Annual General Meeting held 28 August 2015 in Hamilton.


DONALD BARON (Committee Member)
PRESIDENT


HARVEY NELSON (Committee Member)
SECRETARY


VERONIQUE GIBSON (Committee Member)
ACTING TREASURER.

