

Minutes of Yachting New Zealand's Annual General Meeting

Held at the Kohimarama Yacht Club

10.00am on Saturday 12th October 2019

Present: as per the meeting register.

1.0 Welcome

Andy Kensington, Commodore of the Kohimarama Yacht Club welcomed everyone to the club.

The Chair of the Board Greg Knowles welcomed everyone to the meeting. Greg thanked the Andy and the Kohimarama Yacht Club for hosting the meeting. Greg introduced the Yachting New Zealand board and staff and also acknowledged Yachting New Zealand life member John Street who was in attendance.

2.0 Apologies

YNZ Board Directors

- Arabella Brawn
- Viki Moore

Clubs

- Charl Chaney, Commodore, Akaroa Yacht Club
- Layton Martin, Commodore, Christchurch Yacht Club
- Mr Max Meyers, Commodore, Lowry Bay Yacht Club
- Willie Newman, Commodore, Naval Point Club Lyttelton
- Adrian Mayhead, Commodore, Wairoa Yacht Club

Non-Commercial Maritime Member

- Phil Williams, TUP Radford Intercollegiate Yachting Academy

Life Members

- Neville Crichton
- John Faire
- Adrienne Greenwood
- Jim Park
- Ralph Roberts
- Janet Watkins

Personal Members

- Peter Hay
- Brian Smith

3.0 Obituaries

The passing of the following friends of yachting were noted and a minute silence observed:

- Lester Smith, YNZ Yacht Inspector, October 2018
- John Salthouse, Salthouse Boatbuilders, Sunday 24 March 2019
- Graeme (Mick) Ashcroft, Sunday, 24 March 2019

- Blanche Cook, Royal New Zealand Yacht Squadron, Yachting Developments, April 2019
- Bob Salthouse, Salthouse Marine, June 2019
- Craig Jones, Kerikeri Cruising Club, 3rd Sept 2019
- Barry Swanson, Evans Bay Yacht and Motor Boat Club and Worsley Bay Boating Club, Sept 2019
- Daniel Lanigan, Ponsonby Cruising Club, Sept 2019
- John Grey, Ponsonby Cruising Club, Sept 2019
- Hal Wagstaff, YNZ Life Member, Oct 2019

4.0 Confirmation of Minutes of the 2018 Annual General Meeting (13th October 2018)

Moved that the minutes are a true and correct record.

*Matt Nolan/Murray Brown
Carried*

5.0 Reports

Moved that the reports be accepted as tabled.

*Andrew Aitken/Matt Woodley
Carried*

5.1 Chairman's Report

Greg reflected on what Yachting New Zealand does as an organisation and how it serves its members. Essentially Yachting New Zealand has two main areas of focus, member services and high performance.

In the member services area, Yachting New Zealand provides structure to clubs, allows clubs to conduct racing, provides training in the areas of coaching, safety, race officiating and sail training, provides support to clubs through the regional support officers, undertakes yacht inspections, facilitates the Maritime New Zealand MOSS exemption for clubs, plays an advocacy role on behalf of members, carries out environmental sustainability initiatives, supports regattas, runs Sailing... Have a Go! is implementing a women and girls in sailing strategy, facilitates a group insurance scheme for clubs, runs a member card scheme, assists with access to funding.

In the high-performance area, Yachting New Zealand is the body recognised by Sport New Zealand and High Performance Sport New Zealand. Runs the Aon National Youth Programme, the Aon Fast Track programme, the Olympic development squad and the NZL Sailing team.

Yachting New Zealand is still looking for a base for the Organisation, including the possibility of Okahu Bay in Auckland.

Later in 2019 the Royal Akarana Yacht Club, Yachting New Zealand the Hyundai Akarana Marine Sports Centre will host the 49er, 49erFX and Nacra17 world championships, which is an exciting event for New Zealand. Greg thanked the event sponsors and the supporting clubs and volunteers for their efforts.

Yachting New Zealand is looking forward to the Olympics in 2020. 2024 will see gender equity in events, also providing new opportunities for competitors in foiling classes and a new mixed offshore keelboat event. This has led Yachting New Zealand to address gender

equity in New Zealand fleets and to review our approach to growing the number of women sailing.

Earlier this year Erica Dawson conducted an excellent study, commissioned by Yachting New Zealand with assistance from Sport New Zealand, to review the present sailing environment and help come up with a plan to attract more female participants, retain those already sailing and advance equal opportunities. Several yacht clubs already have excellent initiatives in place and Yachting New Zealand are working with other clubs and classes to see how they might assist with establishing a more conducive culture, along with better pathways, programmes and structures for women and girls in sailing. Yachting New Zealand will be more visible in this space.

Greg acknowledged the work of the Yachting New Zealand board, who are all volunteers and provide a complete set of skills needed to provide governance to the organisation.

Greg noted that the board are always mindful of the committees, managers, volunteers, parents and coaches who help ensure the clubs and class associations deliver fantastic events and experiences. He wished the members every success and reiterated Yachting New Zealand's commitment to assist them in providing great outcomes for their people and the environment they live in.

5.2 CEO's Report

David welcomed clubs to the meeting and thanked them for coming along to the 65th AGM.

Last year saw an increase in membership of approximately 8% and this year numbers are flat lining, or if anything, a slight decrease. In particular Christchurch appears to be down in numbers.

Some clubs are doing very well and a focus on pay for play, supplied equipment and a more family orientated and fun environment seems to be working. Yacht ownership and PHRF are about the same with some clubs reporting a slight decrease in their learn to sail numbers.

Clubs with a welcoming environment, often short sharp training, focused racing and interesting format changes makes sailing more enjoyable and also helps retain members. Lifestyle changes, a myriad of different activities available for young people and their families, and the perceived high cost of participation pose challenges for the sport, but there is no doubt that clubs are experiencing added success with mid-week activities, ½ day sailing and the introduction of more fun elements to participation.

Facilities for yachting and boating is an eternal issue. Hard-stands, cost effective marina options – no matter what the size of the boat, under cover storage and increasing compliance costs for clubs, all add to the difficulties the sport faces. Yachting New Zealand is no different and is yet to find a suitable space on which to build a National Training Centre

The new Olympic classes pose both opportunities and challenges. A new mixed two person offshore option provides an opportunity to look to fill a perceived gap in the market with a new keel boat, perhaps 30-35 feet and able to be sailed 2 up or by 4-5 people, either offshore or around the cans.

Yachting New Zealand has learnt a great deal developing the environmental sustainability, and the Women and Girls strategies, and these can be viewed on the Yachting New Zealand website. These strategies will have a positive impact on all clubs and on the sport for years to come and Yachting New Zealand welcomes your feedback and help in bedding these in.

The Talent Development team have just completed the first Aon Fast Track clinic of the season and had a record 58 entries with an equal number of boys and girls, which bodes well for the future. Maintaining this momentum with regular messaging and high quality coaching will benefit all age groups.

Gathering accurate club information remains critical to funding agreements with Sport New Zealand and Yachting New Zealand would like to thank those clubs who have been so helpful in working with us. Success will rely on us working more collaboratively, sharing ideas and resources and improving our communications. The team at Yachting New Zealand are only a phone call away and there to help in any way they can.

Many clubs are in great shape, running excellent programmes and showing insightful leadership. New club builds at Akarana, Worser Bay, Pleasant Point, Queen Charlotte, and Milford Cruising Club will make an enormous difference to how each operate, and Yachting New Zealand is pleased to have been able to assist with club funding applications made possible through affiliation to the National Body. Over \$3million went from community trusts into our sport this past year.

It is really the incredible work done by so many volunteers that has bought these enormous construction challenges to life and Yachting New Zealand thanks and congratulates all clubs.

The Regional Support Officers have a very clear role to play in helping club capability and being the conduit between the club and Yachting New Zealand. Their assistance in helping facilitate the MOSS exemptions for club boats as well as assisting with race official and coach training in the regions is invaluable and David thanked Andrew and his team of Raynor, Ian, Hayden and Wayne for their efforts.

Over the next twelve months Danika Mowlem will be evaluating the value of the Sailing Have a Go! programme and club feedback would be very much appreciated. The programme has been running for more than 13 years now, and although it has evolved, it is timely to review its value and performance with the aim of maximising value back to the clubs.

Understanding more about club membership and makeup is crucial in providing Yachting New Zealand with information on how to best support members, and once again Yachting New Zealand would encourage a greater degree of trust and transparency between clubs and itself. Monique de Sousa has been a great addition to the team, and David asked that clubs support her efforts in gather membership information. Yachting New Zealand has provided many clubs with information on how to protect their member privacy and would like to thank the 75 clubs who are working with the organisation in this regard.

Yachting New Zealand see the benefit in identifying and growing young leaders in clubs, and many will have read about the recent BLAKE Inspire programme which was a huge success and something to build upon next year.

Like so many National Sports Organisations, Yachting New Zealand would not be able to function without the support of sponsors, partners, and community trusts. Little has changed financially over the past 8 years and the organisation still need to find approximately 70% of our operating budget from these supporters. What has changed though, is that Yachting New Zealand has lost over \$300K annually from those community trusts and now rely more than ever on Sport New Zealand, sponsorship and donations. Yachting New Zealand still very much value and appreciate the club contribution towards operations and this still sits at about 30%.

David took the opportunity to thank Lawsons dry Hills wines, Aon, Oceanbridge, MAERSK, Sport NZ, Zhik, Lion Foundation, NZCT, Orbit Travel, RailBlaza and HPSNZ and those that contribute through the club card.

David highlighted that what Michael Brown has achieved in promoting and improving the visibility of Yachting and Boating both locally, nationally and internationally has been fantastic.

David thanked Greg and the Board, noting as a sport clubs are indeed fortunate to have the support and expert guidance and governance.

David thanked the Yachting New Zealand team, noting they are an amazingly talented and hard working group, and cannot be thanked enough for the daily contribution they make to supporting member clubs.

6.0 Annual Accounts

Jenny de Lisle spoke to the accounts in the annual report. Jenny explained the restricted funds in the accounts and the change in investment funds amount due to withdrawing funds at the directors' request.

Jenny noted the surplus includes capital grants for the Olympic programme equipment.

Jenny reiterated that no money from clubs is spent on the high performance programme and in fact funding from the high performance programme is able to contribute to the running costs of Yachting New Zealand, meaning less money from clubs is require to fund operating costs.

Colin Mitten (Gulf Harbour Yacht Club) asked about the make up of Yachting New Zealand's investment portfolio, the appropriateness of Yachting New Zealand having at risk investments, the reported deficit in the accounts, the cost of producing the annual report and the length of time that Yachting New Zealand has been using the same auditor.

Greg Knowles, Jenny deLisle and Murray Brown responded that the investment portfolio is a conservative one, with approximately 25% invested in equities and the remainder in Bonds, cash, etc. It is managed by JB Were and there was considerable experience in this area on the Yachting New Zealand board. The investment portfolio has performed very well, and as a matter of prudence the investment gain of around \$400,000 since inception has been withdrawn from the investment portfolio and placed on fixed deposit. The board feel that investment risk is appropriate for the organisation.

The deficit in the accounts was due to depreciation and that the organisation did not budget on a cash deficit, but rather a cash breakeven position for member services. Greg noted that Yachting New Zealand generally outperforms its budgets which are typically conservative.

The cost of producing the Yachting New Zealand annual report was queried. Greg responded that the annual report is produced by Yachting New Zealand in house and is not printed (electronic only).

The term of the Yachting New Zealand external auditor was queried. Greg responded that HLB Mann Judd has been Yachting New Zealand's auditor for many years, however, in that time the partner undertaking the audit has changed and the current partner has been in that role for less than 7 years. Greg also noted that they do a very good job and provide the audit for a very reasonable price.

Matt Nolan (Pigeon Bay Boating Club) asked about Yachting New Zealand's forecasting for the percentage of at-risk funding for member services not from club affiliation fees. David Abercrombie responded that there will always be challenges around sponsor and trust funding and that Yachting New Zealand is constantly managing relationships and ensuring our best chance at maintaining and securing funding. Greg Knowles noted that Yachting New Zealand budgets conservatively around trust funding income.

Sara Poore (Buckland Beach Yacht Club) queried the need for Yachting New Zealand to collect member information and that their club had a concern about protecting members privacy. David responded that it is to ensure Yachting New Zealand can report properly to funders like Sport New Zealand, and that it helps Yachting New Zealand better understand the Sport. Andrew Clouston added that Yachting New Zealand has a clause which has been provided to club, which can be added to membership forms and invoices that ensures that information can be shared with Yachting New Zealand in a way that is compliant with the Privacy Act.

David also explained the ways in which Yachting New Zealand communicates with club members and why this is important. He also reinforced that member information is not passed on to any third party.

Mike Leyland (Young 88 Class Association) asked why the funding landscape was so difficult given the current economy and upcoming opportunities in the sport. David responded that funders are changing their funding priorities, Sport New Zealand is spreading their funds over a greater number of organisations and that corporate sponsorships are very hard to get across the line.

6.1 Appointment of the Auditor – HLB Mann Judd, Chartered Accountants

Moved that HLB Mann Judd be appointed as auditor.

*Grant Cooze/Andrew Aitken
Carried*

7.0 Yachting New Zealand Constitution

Clubs were asked to vote on a motion to make a change to the Constitution proposed by Yachting New Zealand.

Proposed changes;

- Item 4.1c changed,
- 4.1d inserted, and
- A new clause, item 5 inserted.

The motion was passed. (*The updated Constitution is attached*)

8.0 2019-2020 Affiliation Fees

Greg Knowles recapped the history of the change from the SEM affiliation levy system to the 'per individual member' system.

Greg outlined that Yachting New Zealand had until recently been able to fund the salary component of the regional support officer programme from trust funding. However, this year the organisation had an application for \$70K from Foundation North turned down, leaving a significant funding gap in that programme. He noted the board considered the implications of this at some length, especially since the members kindly agreed a fee increase at the last AGM. However, given the 12 month lag for affiliation fee increases to come through, the board concluded it was most responsible to bring this to the AGM for consideration to have a proposed an increase to the member affiliation fee, sufficient to cover a portion of the decline and maintain the current level of service.

Matt Nolan (Pigeon Bay Boating Club) mentioned that higher fees were counterproductive to attracting new members in the door of clubs. This was seconded by Sara Poole (Buckland's Beach Yacht Club).

Lynda Luca (Pine Harbour Cruising Club) commented that her club would have preferred a 5% increase and that the club are very appreciative of the support that they receive from Yachting New Zealand.

Matt Nolan (Pigeon Bay Boating Club) added that the clubs and Yachting New Zealand are one and should be working together, he noted that clubs are the members of Yachting New Zealand and that the Yachting New Zealand board are also the club's board and that by working together and openly that we can all make the sport stronger.

Grant Cooze (Onerahi Yacht Club) said that his club felt the request was reasonable and that clubs should be able to explain the justification for the increase to their own members.

Blair Cliffe (Devonport Yacht Club) queried the system and how fair it was that associate members and other non-sailing members were included in the levy calculation the same way as sailing members. He noted his club has a large number of associate members. This comment was seconded by Lynette Smith (Sandspit Yacht Club) who noted the club executive find it hard to sell the levy to their non-sailing membership. Dorothee Lampe (Ponsonby Cruising Club) queried, whether it was possible to have a tiered system bases on member activity. Greg Knowles responded that this had been looked at the time the levy was last reviewed and that clubs voted in favour of the current system which is intended to spread the levy over a broad base of membership.

Matt Nolan (Pigeon Bay Boating Club) added that their club included the YNZ levy in the overall membership subscription amount and does not itemise it. He noted that since this

has occurred, almost any discussion of the levy of questions about paying it have ceased and encouraged other clubs to take this approach.

Andrew Aitken noted that Yachting New Zealand do a very good job.

Following the discussion, clubs were directed to vote on the proposed fees.

Moved that the Affiliation Fees for 2020-2021 will be as follows:

Club Affiliation Fee - for the 2020/21 \$26.60 plus GST for every club individual person.

- for the 2020/21 \$66.00 plus GST for three or more members in a family.

Other Affiliation Fees

Class Association Fee - \$135.00 plus GST

Non-Commercial Maritime Fee - \$135.00 plus GST

Commercial Maritime Fee - \$400.00 plus GST

Individual Member Fee - \$70.00 plus GST

The motion was passed.

9.0 General Business

Andrew Clouston gave an update to the meeting on the advocacy work Yachting New Zealand is currently engaged in in Northland, regarding the Northland Regional Plan. Yachting New Zealand is looking to protect access and rights of boaties in the areas of marine pest management, sewage disposal, anchorage, in-water hull cleaning and safe navigation passages.

Meeting closed at 12.02pm



Yachting New Zealand

Constitution

Table of Contents

1.0 NAME.....	2
2.0 DEFINITIONS	2
3.0 OBJECTS	3
4.0 POWERS	4
5.0 ANTI-DOPING	5
6.0 MEMBERSHIP	6
7.0 MEMBER CLUBS.....	6
8.0 REGIONAL ASSOCIATIONS.....	7
9.0 INDIVIDUAL, CLASS ASSOCIATIONS AND MARITIME MEMBERS	7
10.0 LIFE MEMBER	8
11.0 MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS	8
12.0 DURATION OF MEMBERSHIP.....	8
13.0 MEMBERSHIP FEES	9
14.0 GENERAL MEETINGS.....	9
15.0 BOARD	11
16.0 CHIEF EXECUTIVE	14
17.0 FINANCES.....	14
18.0 COMMON SEAL.....	14
19.0 REGULATIONS AND CODES OF CONDUCT	15
20.0 ALTERATIONS OF RULES	15
21.0 PROHIBITION ON PERSONAL BENEFITS	15
22.0 WINDING UP	15
23.0 INDEMNITY	15
24.0 SAVING PROVISION	16

1.0 NAME

- 1.1** The name of the organisation shall be Yachting New Zealand Incorporated (“**YNZ**”).
- 1.2** The registered office of YNZ shall be as determined by the Board and advised to the Registrar of Incorporated Societies from time to time.

2.0 DEFINITIONS

In this Constitution:

AGM means the Annual General Meeting

Appointed Board Member means a director appointed under Rule 15.3

Board means the Board of directors of YNZ

Board Member means a member of the Board including Elected Board Members and Appointed Board Members

Chief Executive means the Chief Executive appointed by the Board

Class Association means an association representing a class of yacht or boat.

Committee is defined in Rule 15.25

Code of Conduct means the Code of Conduct that may be adopted by the Board and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all athletes, coaches, officials, Member Clubs and other Members.

Constitution means this Constitution which records the Rules of YNZ

Delegate means a proxy appointed to represent a Member Club at a General Meeting of YNZ pursuant to Rule 14.13

Elected Board Member means a director elected under Rule 15.3

General Meeting means any Annual or Special General Meeting of YNZ

HPSNZ means High Performance Sport New Zealand

Individual Club Member is a natural person who is deemed to be a member of a Member Club in accordance with its Constitution.

Maritime Member means an entity whose objects are consistent with those of YNZ

Member Club means a club which complies with the requirements of membership and which has been approved by the Board

Member means a Member Club, entity or individual which has been admitted within the rules of this Constitution and which has fulfilled the conditions of membership

Notice means notice given personally, by mail, email or facsimile to the Member's last known address.

PNZ means Paralympics New Zealand

President means the person elected as President in accordance with Rule 15.3.

Regional Association means those associations specified in Rule 8.0.

Regulations means any regulations, by-laws, directives, codes, policies or procedures adopted by YNZ either in General Meeting or by the Board pursuant to these Rules.

Rules means this Constitution and Rule shall have a corresponding meaning.

SGM means a Special General Meeting

Special Resolution means a resolution passed by two thirds of the votes cast.

SNZ means Sport New Zealand, the Crown agency established under the Sport and Recreation Act 2002.

Sports Anti-Doping Rules means the rules made under the Sports Anti-Doping Act 2006.

SDT means the Sports Disputes Tribunal of New Zealand, established by Sport New Zealand and continued under the Sports Anti-Doping Act 2006.

Voting Member means a Member Club that is entitled to vote at a General Meeting.

World Sailing means sailing's international governing body.

YNZ means Yachting New Zealand

2.1 Interpretation.

In this Constitution unless the context otherwise requires:

- a) Expressions defined in Rule 2 shall have the defined meaning in the whole of this Constitution;
- b) Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- c) Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- d) Words importing the singular number will include the plural and vice versa;
- e) References to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- f) References to any gender include all genders.

3.0 OBJECTS

The objects of Yachting New Zealand are:

- 3.1** To help New Zealanders access, enjoy and succeed on the water for life and in particular:
 - a) Competitive yachting and recreational yachting and boating;

- b) International and national competition and the participation by New Zealand sailors;
 - c) High performance programmes for sailors who aspire to participate in international competition;
 - d) Development programmes promoted by YNZ and its Member Clubs;
 - e) Recruitment, training, qualification and registration of race officials to the standards required for the implementation of both YNZ's and World Sailing's Racing Rules of Sailing;
 - f) Recruitment, training, qualification and registration of coaches to serve at school, club and national levels of the sport.
- 3.2** To ensure the sport of yachting is conducted in an environment free from the use of any performance enhancing substances or methods which are prohibited by the International Olympic Committee, the New Zealand Sports Drug Agency, YNZ or World Sailing;
- 3.3** To represent and promote the interests of its Members;
- 3.4** To advocate for free access to coastal and inland waters for yachting and boating;
- 3.5** To maintain membership of World Sailing;
- 3.6** To maintain membership of the New Zealand Olympic Committee;
- 3.7** To foster and promote the relationship between YNZ and SNZ, HPSNZ, PNZ and the New Zealand Olympic Committee;
- 3.8** To establish Codes of Conduct applicable to Members:
- 3.9** To formulate, adopt and implement such Rules and Regulations as may be deemed appropriate for the governance, management and operation of yachting and boating in New Zealand including but not limited to:
- Racing Rules of Sailing;
 - Regulations for regattas;
 - Directives for race officials and coaches;
 - Anti-doping;
 - Safety and Health;
 - National selection;
 - Anti-Match Fixing and Sports Betting;

4.0 POWERS

- 4.1** YNZ has the power to:
- a) Make, alter, rescind and enforce the Constitution, regulations, policies and procedures for the governance, management and operation of YNZ;

- b) Determine who are its Members including admitting, suspending and terminating Members;
- c) Determine, implement and enforce disciplinary, dispute and appeal rules, policies and procedures including sanctions and penalties and other rules, policies and procedures applicable to its members.
- d) Promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and any amendments to or replacements of those Rules.
- e) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose employ such people as may be appropriate;
- f) Purchase, lease, or otherwise acquire, exchange, sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may be appropriate;
- g) Enter into contractual relationships with sailors, representative team members, employees, contractors, sponsors or any other such persons or bodies as may be appropriate;
- h) Refer appropriate matters to the SDT for determination;
- i) Carry on any other business in connection with the promotion and fostering of yachting and boating in New Zealand;
- j) Control and raise money including borrowing or raising money by debenture, bonds, mortgage or other means, with or without security;
- k) Apply for, purchase, or otherwise acquire any intellectual property rights for any of the purposes of YNZ, and use, exercise, develop, or grant licenses in respect thereof;
- l) Invest funds in bonds, debentures or other securities in any company or other entity and to sell or dispose of such interests;
- m) Lend and advance money or give credit to any person and to give guarantees and/or indemnities for the payment in money or the performance of contracts or obligations by any person;
- n) Delegate to any person, Board, committee or sub-committee the powers of YNZ;
- o) Determine disputes and appeals on matters relating to YNZ and yachting and boating;
- p) Indemnify its directors, and employees against any liability incurred in carrying out the objectives of YNZ specified in the Constitution except where such liabilities have been incurred as a consequence of the wilful breach of these Rules or other wilful neglect by the person concerned;
- q) Do all such things as are incidental or conducive to the attainment of its objects;

5.0 ANTI-DOPING

- 5.1** YNZ adopts the Sports Anti-Doping Rules ("SADR") made by Drug Free Sport New Zealand pursuant to the Sports Anti-Doping Act 2006, and any amendments to or replacements of those Rules, as its Anti-Doping Policy.
- 5.2** YNZ agrees to be bound by the SADR and any amendments to or replacements of

those Rules. All members of affiliated Clubs of YNZ agree to be bound to the SADR through their club's membership of YNZ.

6.0 MEMBERSHIP

6.1 The membership of YNZ shall consist of:

- a)** Member Clubs
- b)** Regional Associations.
- c)** Individual Members.
- d)** Commercial and Non-Commercial Maritime Members.
- e)** Class Associations.
- f)** Life Members

7.0 MEMBER CLUBS

7.1 A club wishing to be a Member Club shall apply to the Board for membership. Such application shall be determined by the Board in accordance with the Regulations.

7.2 Each Member Club shall, on request, provide to YNZ a copy of its Constitution and any proposed amendments to it. The Board may require a Member Club to amend its Constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of YNZ.

7.3 Each Member Club shall be a member of a Regional Association if a Regional Association exists in the Member Club's principal location.

7.4 Each Member Club shall maintain a register of its members. Each Member Club shall provide its register of members and all details contained within it, to YNZ as requested from time to time.

7.5 In addition to the obligations as a Member, each Member Club must:

- a)** Administer, promote and develop yachting and boating in the Club in accordance with the objects of YNZ;
- b)** Be an incorporated society under the Incorporated Societies Act 1908;
- c)** Appoint a Delegate to represent the Member Club at Regional Association meetings;
- d)** Have rules which are consistent with these Rules;
- e)** Act in good faith and loyally with YNZ, its Regional Association and its members to ensure the maintenance and enhancement of yachting and boating for the collective and mutual benefit of YNZ, its Regional Association, the Member Club and their respective members;
- f)** Promote mutual trust and confidence between YNZ, the Regional Association and the Member Club and their respective Members and at all times act on behalf of, and in the interests of, its members.

8.0 REGIONAL ASSOCIATIONS

8.1 The Members shall include the Regional Associations as at the date this Constitution comes into force. The Regional Associations are:

- a) Northland Yachting Association;
- b) Auckland Yachting and Boating Association;
- c) Waikato/Thames Yachting Association;
- d) West Coast North Island Yachting Association;
- e) Wellington Yachting Association;
- f) Canterbury Yachting Association;
- g) Otago Yachting Association;
- h) Southland Yachting Association.

8.2 Boundaries for the Regional Associations shall be delineated on an appropriately detailed map of New Zealand which shall be held by the Chief Executive and available for inspection upon reasonable request.

8.3 Each Regional Association must:

- a) At all times act for and on behalf of the interests of YNZ, the Member Clubs and yachting and boating;
- b) Comply with all reasonable directions of the Board;
- c) Do all that is reasonably necessary to enable the objects to be achieved;
- d) Act in good faith and loyally to ensure the maintenance and enhancement of YNZ and yachting and boating, its standards, quality and reputation for the collective and mutual benefit of the Member Clubs and yachting and boating;
- e) Make full and proper disclosure to the Board of all matters of importance to the Regional Association, YNZ and yachting and boating;
- f) Not acquire a private advantage at the expense of any of YNZ or other Regional Association or yachting and boating;
- g) Operate with mutual trust and confidence in pursuit of the objects;
- h) Act as a channel for communications between Clubs or members of Clubs within its region and YNZ;
- i) Ensure that any rules it may make in governing local affairs do not conflict with the Rules and the Regulations of Yachting New Zealand.

9.0 INDIVIDUAL, CLASS ASSOCIATIONS AND MARITIME MEMBER

9.1 An individual, Class Association or Maritime Member wishing to be a Member shall apply to the Board. Such application shall be determined by the Board in accordance with the Regulations.

- 9.2** Each Class Association or Maritime Member shall, on request, provide to YNZ a copy of its Constitution and any proposed amendments to it. The Board may require a Class Association or Maritime Member to amend its Constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or Regulations, by-laws or policies of YNZ.

10.0 LIFE MEMBER

- 10.1** Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of YNZ. Any person may be nominated for life membership of YNZ. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board must then determine in its discretion as to whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

11.0 MEMBER APPLICATIONS, ENTITLEMENTS AND REQUIREMENTS

- 11.1** All Members are bound by these Rules, the Regulations, by-laws, policies and procedures of YNZ.
- 11.2** In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Board including payment of any membership or other fees within a required time period.
- 11.3** The failure by a Member to comply with Rule 11.2 may result in withdrawal of membership entitlements as determined by the Board but shall not excuse such Member from being bound by these Rules.
- 11.4** Member Clubs are entitled to:
- a)** Participate in YNZ's and their Regional Association's activities subject at all times to being eligible for, and complying with, the terms and conditions of such activities;
 - b)** Receive notices and papers and be able to attend (at their cost), speak and vote at General Meetings via a Delegate and in accordance with the Regulations.
- 11.5** Individual, Class Associations and Maritime Members are entitled to receive notices and papers and authorised representatives are able to attend (at their cost) and speak at General Meetings but are not entitled to vote.
- 11.6** Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Board. Life Members may attend and speak at General Meetings but are not entitled to vote.

12.0 DURATION OF MEMBERSHIP

- 12.1** A Member may resign by written notice to YNZ. The resignation shall take effect from the end of the current financial year of YNZ, and the Member shall remain liable to pay all subscriptions, levies and any other applicable fees for the current year.
- 12.2** Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with these Rules including any Codes of Conduct or

requirements set out in Regulations, by-laws, policies or procedures of YNZ or if a Member acts in a manner which is considered by the Board to be harmful to YNZ or inconsistent with the standards of behaviour expected of a Member.

- 12.3** A Member whose membership is withdrawn, suspended or terminated by the Board shall not be entitled to any right or privilege of a Member, but this shall not excuse the Member from being bound by these Rules. Any such Member may apply for the matter to be reviewed by such process as may be specified in any Regulations, by-laws, policies or procedures of YNZ.
- 12.4** Any former Member may apply for re-admission in the manner prescribed for admissions and may be re-admitted by decision of the Board.
- 12.5** The Board shall keep a register of its Members.

13.0 MEMBERSHIP FEES

- 13.1** The membership and other fees payable by Members shall be determined at the AGM. The membership fees shall be effective for the year commencing July 1 following the AGM in any year.
- 13.2** The levy for each Member Club shall be calculated on an amount payable for each Individual Club Member of the Member Club.
- 13.3** Any Member which has not paid its subscriptions or levy due to YNZ in full by 30 September shall be deemed to be suspended until the subscription or levy has been paid in full.
- 13.4** A Member Club under such suspension shall not be entitled to be represented or vote at any General Meeting.

14.0 GENERAL MEETINGS

- 14.1** YNZ must hold an AGM once every year at such place, time and date as the Board determines but not more than 15 months after the last AGM.
- 14.2** Members must be given at least 30 days' written notice of General Meetings. The notice can be given by such methods as the Board may determine including by email, facsimile, post or other written communication.
- 14.3** All Members shall be entitled to attend a General Meeting but only Member Clubs, through their Delegate may vote.
- 14.4** Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 14.5** Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice as specified in Rule 14.2 and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
 - a)** The chair in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; or
 - b)** A motion to proceed is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion.

Purpose of AGM

- 14.6** The AGM shall be called for the following purposes:
- a) To receive from the Board a report and audited statement of financial position and statement of financial performance for the preceding year;
 - b) To elect the Elected Board Members of YNZ;
 - c) To elect an auditor;
 - d) To determine the membership and other fees;
 - e) To elect Life Members;
 - f) To decide on any motion which has been properly submitted to the Board for consideration at the AGM.
- 14.7** Except where these Rules otherwise provide no business shall be considered at a General Meeting unless notice in writing has been sent to the Board not less than 40 days before the date of the General Meeting. The Board may consider and provide recommendations on all such notices.

Special General Meetings

- 14.8** The Board must call a Special General Meeting (SGM) upon a written request from:
- a) The Board itself; or
 - b) 10 or more Member Clubs.
- 14.9** The written request for an SGM must state the purpose for which the SGM is requested.
- 14.10** The SGM must only deal with the business for which the SGM is requested.
- 14.11** The notice requirements for the SGM are the same as for General Meetings unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice may be given.

Quorum

- 14.12** Delegates representing not less than ten Member Clubs, present personally or by proxy, shall constitute a quorum at a General Meeting.

Control of meetings and voting

- 14.13** The President shall be the chair at a General Meeting. In the absence of the President, a member of the Board shall be chair.
- 14.14** Each Member Club shall be entitled to appoint a Delegate to a General Meeting.
- 14.15** A Delegate shall be deemed to have been duly appointed when written notice, in the form prescribed by the Board, has been received by the Chief Executive, 48 hours prior to the commencement of the meeting.
- 14.16** Delegate appointments will be required for each General Meeting, and the appointment will be effective for that meeting and any adjournment or continuation of that meeting.
- 14.17** Unless otherwise required by this Constitution:

- a) An Ordinary Resolution shall be sufficient to pass a resolution;
- b) Voting may be conducted on the voices, by show of hands, or by poll at the request of the chair or any Delegate.

14.18 Each Member Club shall have the number of votes calculated by reference to the number of Individual Club Members in the year prior to the General Meeting. The number of votes allocated to each Member Club is determined on the following scale of Individual Club Members in that Member Club:

Individual Club Members	Votes
1 to 100	1
101 to 300	2
301 to 600	3
601 to 1000	4
For each 400 or part thereof in excess of 1000	1 additional vote

14.19 The chair shall have a casting vote in the event of an equality of votes.

15.0 BOARD

Role of the Board

15.1 The governance and management of YNZ shall be vested in the Board which may exercise all the powers of YNZ and do all things which are not expressly required to be undertaken by YNZ at a General Meeting.

Membership of the Board

15.2 Members of the Board shall be:

- a) Up to five persons, including the President, elected by the AGM under Rule 15.3 a (Elected Board Members);
- b) Up to four persons appointed under Rule 15.3 d (Appointed Board Members).

Election/Appointment of the Board

15.3 Members of the Board shall be elected or appointed as follows:

- a) The Elected Board Members, including the President shall be elected by a majority of persons entitled to vote at an AGM. Where there are more candidates than positions for Elected Board Members the election shall be determined by the order in which candidates receive the largest number of votes from the Member Clubs entitled to vote. Those candidates with the least number of votes in relation to the number of positions for Elected Board Members shall fail to be elected.
- b) Elected Board Members including the President shall be nominated by at least two Member Clubs in the form approved by the Board and shall be received at the registered office of YNZ not less than 40 days before the date set for the AGM.

- c) Two Board Members shall have their primary place of residence outside the Auckland Council region. In the event of any doubt, the primary place of residence will be determined by the Board.
- d) The Appointed Board Members shall be appointed by the Board on the recommendation of the Board Appointments Committee.

15.4 The Board shall establish an independent Board Appointments Committee for the purpose of assessing potential candidates for the position of appointed Board Member and for making appropriate recommendations to the Board for all such appointments.

Term of Office of Board Members

15.5 The term of office for all Board Members shall be three years, expiring on the anniversary of their appointment. A Board Member may be re-elected or reappointed to the Board for a maximum of two subsequent and consecutive terms of office (being a total of nine years).

In calculating the maximum term of office of any Board Member it shall include any term of office that Board Members may have had prior to the adoption of this Constitution.

15.6 A Board Member who has served the maximum number of terms or years may be eligible for election or appointment after a minimum stand down period of twelve months.

15.7 All existing Directors at the time such new Constitution is adopted will continue to hold office for their current term of office.

Vacancies on the Board

15.8 In the event that there is a vacancy in the Elected Board Members, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM.

15.9 The term of office for a person appointed as an Elected Board Member to fill a vacancy under Rule 15.8 shall expire at the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with these Rules.

Removal of Board Member

15.10 The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office.

15.11 Where that removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 15.8. Where that removed Board Member was an Appointed Board member the vacancy shall be filled in accordance with Rule 15.3.

15.12 Upon the Chief Executive receiving a request for an SGM for the purpose of removing a Board Member, the Chief Executive shall send the notice to the Board Member concerned and the Members.

15.13 Following notice and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the persons entitled to be present at the General Meeting about the proposed resolution.

Board Meetings and Duties of the Board

15.14 At its first meeting following the AGM, the Board must elect a chair and deputy chair.

15.15 The role of a chair is to chair meetings of the Board and General Meetings of

Members and to represent the Board. In the event of the unavailability of a chair for any reason, then the deputy chair shall undertake the chair's role during the period of unavailability.

- 15.16** The duty of each Board Member is to pursue the objects of YNZ and to exercise the powers of YNZ for fulfilment of the objects and in so doing a Board Member must:
- a)** Regularly attend Board meetings and General Meetings of YNZ;
 - b)** Provide good governance for YNZ;
 - c)** Regularly monitor and review the performance of YNZ;
 - d)** Act in the best interests of YNZ at all times;
 - e)** Formulate such by-laws, Regulations, policies and procedures as are appropriate for YNZ;
 - f)** Where appropriate, engage in activities to promote, market, represent and fundraise for YNZ;
 - g)** Do such other things within these Rules as the Board agrees to promote the objects of YNZ.
- 15.17** Board meetings may be called at any time by the chair but generally the Board shall meet at regular intervals agreed by the Board.
- 15.18** Except to the extent specified in these Rules the Board shall regulate its own procedure.
- 15.19** The quorum for a Board meeting shall be two-thirds of the Members of the Board.
- 15.20** Each Board Member shall have one vote at Board meetings. In the event of a deadlock, the chair shall have an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot.
- 15.21** A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more of the Board.
- 15.22** Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 15.23** The Board may, by majority vote, reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of YNZ's business in accordance with the Board policy for reimbursement.

- 15.24** If any situation arises which, in the opinion of the Board, is not provided for in the Rules, Regulations, by-laws or policies of YNZ, the matter will be determined by the Board.

Board Committees

- 15.25** The Board may be supported by Committees to assist in carrying out its functions.
- 15.26** The Board may appoint a Board Member as liaison for each Committee.
- 15.27** Members of each Committee shall be appointed on an annual basis by the Board in consultation with the respective chair of each Committee.
- 15.28** The President, Chief Executive and/or a member of the senior management team shall ex-officio be members of each Committee.
- 15.29** The Board shall prescribe the terms of reference and delegations for each Committee.
- 15.30** The Board shall ensure that the actions of each Committee are consistent with the Constitution, Regulations, strategic and other plans and the policies of YNZ.

16.0 CHIEF EXECUTIVE

- 16.1** There shall be a Chief Executive of YNZ who shall be employed for such term and on such conditions as the Board may determine.
- 16.2** The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of YNZ in accordance with the Rules, Regulations, by-laws, policies and procedures of YNZ and within such constraints as may be imposed by the Board.
- 16.3** The Chief Executive may attend Board meetings as and when required by the Board but will have no voting rights.

17.0 FINANCES

- 17.1** Unless otherwise determined by the Board the financial year of YNZ shall end on the 30th day of June each year.
- 17.2** The financial accounts shall be prepared and shall be audited each year. The audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.
- 17.3** All funds of YNZ shall be paid to a bank account in the name of YNZ and the bank account must be operated in accordance with the policy determined by the Board.
- 17.4** The Board must ensure correct accounting records are kept. The accounting records of YNZ must be kept at the office of YNZ or at such place as the Board may determine and must be open to inspection by Members at such reasonable times as agreed by the Board.

18.0 COMMON SEAL

- 18.1** The common seal of YNZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the

accompanying signatures of two Board Members.

19.0 REGULATIONS AND CODES OF CONDUCT

- 19.1** Regulations and Codes of Conduct for the better governance, conduct and control of the sport may be developed by a Committee, and shall thereafter form part of the Regulations of YNZ, provided that:
- a)** They are not inconsistent with the provisions of this Constitution;
 - b)** They are adopted by the Board;
 - c)** Such Rules, Regulations and Codes, and any amendments thereto shall be circulated promptly to all Member Clubs and reproduced as appropriate on the YNZ website and in YNZ publications.

20.0 ALTERATIONS OF CONSTITUTION

- 20.1** The Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.
- 20.2** No alteration, addition to or revision of the Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of YNZ. This Rule 20.2 must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.

21.0 PROHIBITION ON PERSONAL BENEFIT

- 21.1** No Member or person associated with a Member may participate in or materially influence any decisions by YNZ in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 21.2** Any such income paid, or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from these Rules and must be included in any alteration of, addition to or revision to these Rules.

22.0 WINDING UP

- 22.1** YNZ must be wound up if YNZ, at a General Meeting of its Members, passes a Special Resolution requiring YNZ to be wound up and the resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- 22.2** If upon the winding-up or dissolution of YNZ there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of YNZ but shall be given or transferred to some other organisation or body having objects similar to the objects of YNZ, or to some other charitable organisation or purpose within New Zealand.

23.0 INDEMNITY

- 23.1** YNZ shall indemnify Board Members, the Chief Executive and other officers and

employees of YNZ in respect of all liability arising from the proper performance of their functions connected with YNZ.

24.0 SAVING PROVISION

- 24.1 If any matter should occur, which in the opinion of the Board is not provided for in the Constitution, such matter shall be determined by the Board in accordance either with the Rules and Regulations of YNZ or World Sailing or in such manner as it may deem appropriate.

This amended Constitution was adopted by Resolution of the General Meeting of Yachting New Zealand Incorporated held in Auckland on 12 October 2019 and is effective from the close of that meeting.



Greg Knowles

Chairman



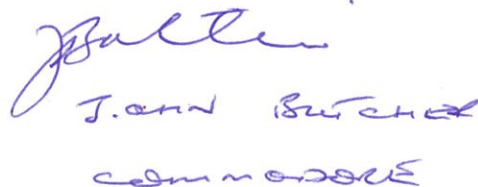
David Abercrombie

Chief Executive Officer

COMMODORE PINE HARBOUR
LYNDA LUCAS



TIM NICHOLS
HONICK SAILING CLUB
COMMODORE



JENN BUTCHER
COMMODORE

CULF HARBOUR YACHT CLUB