

Constitution

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1. NAME

1.1 The name of the organisation is Yachting New Zealand Incorporated (**YNZ**).

1.2 The registered office of YNZ will be as determined by the Board and advised to the Registrar of Incorporated Societies.

2. DEFINITIONS

2.1 In this Constitution unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 and any regulations made under that Act.

AGM means the annual general meeting of YNZ.

Appointed Board Member means a board member appointed under clause 14.6.

Board means the board of directors of YNZ.

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

Chair means the Board Member elected as Chair of YNZ under this Constitution.

Chief Executive means the Chief Executive appointed by the Board.

Class Association means an association representing a class of yacht or boat which complies with the requirements of membership and which has been approved by the Board.

Commercial Maritime Member means an entity whose purposes are consistent with those of YNZ, which complies with the requirements of membership and which has been approved by the Board.

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

Constitution means this Constitution.

Contact Details means: (a) a physical or electronic address; and (b) a telephone number.

Contact Person means a person holding the position of contact person for YNZ being the person whom the Registrar of Incorporated Societies can contact when needed.

Delegate means a proxy appointed to represent a Member Club at a General Meeting under clause 13.18.

Elected Board Member means a board member elected under clause 14.3.

General Meeting means any AGM or SGM.

Governance and Remuneration Committee means the committee established by the Board under clause 14.7.

Individual Club Member is a natural person who is, and has consented to be, a member of a Member Club in accordance with its constitution.

Individual Member means an individual who complies with the requirements of membership and who has been approved by the Board.

Matters means:

(a) YNZ's performance of its activities or exercise of its powers; or

(b) an arrangement, an agreement or a contract made or entered, or proposed to be made or entered, into by YNZ.

Maritime Members means Commercial Maritime Members and Non-Commercial Maritime Members.

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

Member means an entity or individual who has fulfilled the conditions of membership set out in this Constitution.

Non-Commercial Maritime Member means an entity whose purposes are consistent with those of YNZ which complies with the requirements of membership and which has been approved by the Board.

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

Officers has the meaning set out in the Act.

Ordinary Resolution means a resolution passed by a majority of the votes cast.

Regional Association means those associations specified in clause 7.

Regulations means any regulations, by-laws, directives, codes, policies or procedures adopted by YNZ either in General Meeting or by the Board under this Constitution.

SGM means a special general meeting of YNZ.

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

Sports Anti-Doping Rules means the rules made 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.

2.2 In this Constitution unless the context otherwise requires:

(a) Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;

(b) Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;

(c) Words importing the singular number will include the plural and vice versa;

(d) 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 a separate legal personality;

(e) References to any gender include all genders;

(f) References to statutory provisions are references to those provisions as amended or re-enacted.

3. PURPOSES

The purposes of Yachting New Zealand are:

3.1 To deliver high-quality experiences and opportunities for participants of all levels and backgrounds that fosters a lifelong passion for sailing, boating and the environment including:

(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, Drug Free Sport New Zealand (or its successor), 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 Sport New Zealand, High Performance Sport New Zealand, Paralympics New Zealand and the New Zealand Olympic Committee;

3.8 To establish Codes of Conduct applicable to Members:

3.9 To formulate, adopt and implement such Regulations as may be deemed appropriate for the governance, management and operation of yachting and boating in New Zealand including but not limited to:

(a) Racing Rules of Sailing;

(b) Regulations for regattas;

(c) Directives for race officials and coaches;

(d) Anti-Doping;

(e) Safety and Health;

(f) National selection;

(g) Anti-Match Fixing and Sports Betting;

(h) Integrity.

4. ANTI-DOPING

4.1 YNZ adopts the Sports Anti-Doping Rules (**SADR**) made by Drug Free Sport New Zealand, and any amendments to or replacements of SADR, as its Anti-Doping Policy.

4.2 YNZ agrees to be bound by the SADR and any amendments to or replacements of the SADR. All Members agree to be bound by the SADR and all Member must include in their constitution a requirement that their members agree to be bound by the SADR.

5. MEMBERSHIP

5.1 The membership of YNZ will consist of:

(a) Member Clubs;

(b) Regional Associations;

(c) Individual Members;

(d) Commercial Maritime Members;

(e) Non-Commercial Maritime Members;

(f) Class Associations;

(g) Life Members.

6. MEMBER CLUBS

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

6.2 A club consents to becoming a Member Club by paying the membership fee.

6.3 Each Member Club will, 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 this Constitution or the Regulations.

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

6.5 Each Member Club must maintain a register of its members. Each Member Club will provide its register of members and all details contained within it to YNZ on request.

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

(a) Administer, promote and develop yachting and boating in the Member Club in accordance with the purposes of YNZ;

(b) Be an incorporated society under the Incorporated Societies Act 1908 or the Act;

(c) Appoint a Delegate to represent the Member Club at Regional Association meetings;

(d) Have a constitution which is consistent with this Constitution;

(e) Act in good faith and loyally with YNZ, its Regional Association and its other 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, their members.

7. REGIONAL ASSOCIATIONS

7.1 The Regional Associations as at the date this Constitution comes into force are:

(a) Northland Yachting Association;

(b) Auckland Yacht 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.

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

7.3 An entity becomes, and consents to becoming, a Regional Association by accepting an invitation from the Board to become one.

7.4 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) On request, provide to YNZ a copy of its constitution and any proposed amendments to it. The Board may require a Regional Association to amend its constitution if it, or any proposed amendment to it, is inconsistent or in conflict with this Constitution or the Regulations;

(d) Do all that is reasonably necessary to enable the Purposes to be achieved;

(e) 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;

(f) Make full and proper disclosure to the Board of all matters of importance to the Regional Association, YNZ and yachting and boating;

(g) Not acquire a private advantage at the expense of any of YNZ or other Regional Association or yachting and boating;

(h) Operate with mutual trust and confidence in pursuit of the Purposes;

(i) Act as a channel for communications between Members Clubs or Individual Club Members of Member Clubs within its region and YNZ;

(j) Ensure that any rules it may make in governing local affairs do not conflict with this Constitution and the Regulations.

8. INDIVIDUAL, CLASS ASSOCIATION AND MARITIME MEMBER

8.1 An individual or entity wishing to be an Individual Member, Class Association or Maritime Member may apply to the Board for membership. Such application will be determined by the Board in accordance with the Regulations.

8.2 Except in the case set out in clause 8.3, an individual or entity specified in clause 8.1 consents to becoming a Member by signing the applicable application form.

8.3 As a condition of an individual's appointment or election as a Board Member, an individual consents to becoming an Individual Member as part of the nomination for election or their application for appointment as a Board Member.

8.4 Each Class Association or Maritime Member must, on request, provide to YNZ a copy of its constitution and any proposed amendments to it. The Board may require a Class Association or a Maritime Member to amend its constitution if it, or any proposed clause within it, is inconsistent or in conflict with this Constitution or the Regulations.

9. LIFE MEMBER

9.1 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 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 a General Meeting.

9.2 A nominee consents to becoming a Life Member upon acceptance of their life membership.

10. MEMBER ENTITLEMENTS AND REQUIREMENTS

10.1 All Members are bound by this Constitution and the Regulations.

10.2 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board including payment of any membership or other fees within a required time period.

10.3 The failure by a Member to comply with clause 10.2 may result in withdrawal of membership entitlements as determined by the Board, but does not excuse such Member from being bound by this Constitution.

10.4 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 attend (at their cost), speak and vote at General Meetings via a Delegate and in accordance with the Regulations.

10.5 Individual Members, Class Associations and Maritime Members are entitled to receive notices and papers and authorised representatives may attend (at their cost) and speak at General Meetings, but are not entitled to vote.

10.6 Life Members are not required to pay any membership fee and they are 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.

11. DURATION OF MEMBERSHIP

11.1 A Member may resign by written notice to YNZ. The resignation takes effect from the end of the current financial year of YNZ, and the Member remains liable to pay all subscriptions, levies and any other applicable fees for the current financial year.

11.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution or any Regulations 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, provided that:

(a) if the matter that the withdrawal, suspension or termination is about has not been the subject of a process either under clause 20 or under another process allowed by clause 20, then the matter must be dealt with in accordance with the dispute resolution process under clause 20; and

(b) paragraph (a) does not limit the Board from imposing an interim suspension and taking any other action pending the outcome of a dispute resolution process.

11.3 A Member whose membership is withdrawn, suspended or terminated by the Board is not entitled to any right or privilege of a Member, but this does not excuse the Member from being bound by this Constitution.

11.4 The Board must keep and maintain a register of its Members in accordance with the Act and the Regulations.

12. MEMBERSHIP FEES

12.1 The membership and other fees payable by Members will be determined at the AGM. The membership fees will be effective for the year commencing 1 July following the AGM in any year.

12.2 Member Clubs will be assigned a Membership Band that will be determined using an adjusted membership number, and the Member Club's revenue if it exceeds $200,000 per annum, in line with formulae and information to be published on the Yachting New Zealand website. The levy payable by each Member Club will be as per the amount assigned to their Membership Band.

12.3 Any Member which has not paid its subscriptions or levy due to YNZ in full by 30 September is deemed to be suspended until the subscription or levy has been paid in full.

12.4 A Member Club under such suspension is not entitled to be represented or vote at any General Meeting until the suspension has ended.

13. GENERAL MEETINGS

13.1 YNZ must hold an AGM once every year at such place, time and date as the Board determines, but not more than 6 months after the end of the financial year and not more than 15 months after the previous AGM.

13.2 Members must be given at least 60 days' written notice of the date of the AGM. The notice can be given by such methods as the Board may determine including by email, post or other written communication.

13.3 Except where this Constitution provides otherwise, no business will be considered at a General Meeting unless written notice from a Member has been sent to the Board at least 40 days before the date of the General Meeting. The Board may consider and provide recommendations on all such notices.

13.4 An agenda containing the business to be discussed at the AGM will be sent by the Board to the Members at least 30 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

13.5 All Members are entitled to attend a General Meeting but only Member Clubs through their Delegate may vote.

13.6 Full minutes must be kept of all General Meetings and made available on request by Members.

13.7 An accidental omission to give notice of a General Meeting to, or a failure to receive notice of a General Meeting by, a Member does not invalidate the proceedings at that General Meeting.

13.8 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 clause 13.2 and any other error in the organisation of the General

Meeting will not invalidate the meeting nor prevent the General Meeting from considering the business of the General Meeting provided that:

(a) The Chair in their 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 General Meeting and a majority of two-thirds of votes cast is obtained in favour of the motion.

Purpose of AGM

13.9 The AGM will be called for the following purposes:

(a) To receive from the Board a report and audited financial statements for the preceding year;

(b) To receive from the Board an annual report on the operations and affairs of YNZ for the preceding year;

(c) To receive from the Board notice of any disclosures of conflicts of interest made by Board Members during the preceding year, including a brief summary of the Matters, or types of Matters, to which those disclosures all relate;

(d) To elect the Elected Board Members of YNZ;

(e) To elect an auditor;

(f) To determine the membership and other fees;

(g) To elect Life Members;

(h) To decide on any motion which has been properly submitted to the Board for consideration at the AGM.

Special General Meetings

13.10 The Board must call a SGM upon a written request from:

(a) The Board itself; or

(b) 10 or more Member Clubs.

13.11 The written request for an SGM must state the purpose for which the SGM is requested.

13.12 The SGM must only deal with the business for which the SGM is requested.

13.13 The Board must give Members at least 20 days of the SGM, 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

13.14 A General Meeting must be held by a quorum of persons:

(a) being assembled together at the time and place appointed for the meeting; or

(b) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or

(c) by a combination of both of the methods described in paragraphs (a) and (b).

13.15 Delegates representing not less than ten Member Clubs, present in person or through audio, audio visual link or other electronic communication or by proxy, will constitute a quorum at a General Meeting. The quorum must be present at all times during the meeting.

13.16 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM will be adjourned to a day, time and place determined by the Chair. If no quorum is achieved at the further AGM, the Delegates present in person or through audio, audio visual link or other electronic communication or by proxy, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

13.17 If a quorum is not reached within 30 minutes of the scheduled start time of an SGM, the SGM is cancelled.

Control of meetings and voting

13.18 The Chair will be the chair at a General Meeting. In the absence of the Chair, the Board will appoint a Board Member to be the chair.

13.19 Each Member Club will be entitled to appoint a Delegate to a General Meeting.

13.20 A Delegate will be deemed to have been duly appointed when written notice in the form approved by the Board has been received by the Chief Executive 48 hours prior to the commencement of the General Meeting.

13.21 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.

13.22 Unless otherwise required by this Constitution:

(a) An Ordinary Resolution is 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.

13.23 Each Member Club has the number of votes calculated by reference to the number of Individual Club Members in their Member Club 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 1,000	4
For each 400 or part thereof in excess of 1,000	1 additional vote

13.24 The Chair will have a casting vote in the event of an equality of votes.

14. BOARD

Role of the Board

14.1 Subject to the Act and this Constitution, the Board has all the powers necessary for governing, managing, and for directing and supervising the management of, the operations and affairs of YNZ.

Membership of the Board

14.2 The Board will comprise of:

(a) Five Elected Board Members;

(b) Up to four Appointed Board Members.

Election/Appointment of the Board

Board Members will be elected or appointed as follows:

14.3 Elected Board Members will be elected by Ordinary Resolution at an AGM. Where there are more candidates than positions for Elected Board Members, the election will 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 will fail to be elected.

14.4 Elected Board Members must be nominated by at least two Member Clubs in the form approved by the Board and received at the registered office of YNZ at least 40 days before the date set for the AGM.

14.5 Two Board Members must 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.

14.6 Appointed Board Members will be appointed by the Board on the recommendation of the Governance and Remuneration Committee.

14.7 The Board will establish a Governance and Remuneration Committee, which will have as one of its purposes assessing potential candidates for the position of an Appointed Board Member and making appropriate recommendations to the Board for all such appointments.

Term of Office of Board Members

14.8 The term of office for all Board Members will 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).

14.9 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.

Vacancies on the Board

14.10 If 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 leave the vacancy unfilled until the next AGM.

14.11 The term of office for a person appointed as an Elected Board Member to fill a vacancy under clause 14.10 will expire at the AGM following their appointment.

14.12 If there is a vacancy in the Appointed Board Members, the remaining Board Members may at any time fill the vacancy under clause 14.6.

Removal of Board Member

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

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

14.15 Following notice and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution must 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.

14.16 The Board may, by Special Resolution, remove any Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached duties under this Constitution or the Act or is no longer suitable to be a Board Member. The Board Member who is the subject of the motion will be counted for the purpose of reaching a quorum, but will not participate in the vote on the motion.

14.17 Before considering a motion for removal, the Board Member affected by the motion must be given:

(a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member; and

(b) adequate time to prepare a response; and

(c) the opportunity prior to the Board Meeting to make written submissions; and

(d) the opportunity to be heard at the Board Meeting.

14.18 A person ceases to be a Board Member if the person:

(a) resigns by delivering a signed notice of resignation to the Board;

(b) is removed from office under this Constitution;

(c) becomes disqualified from being an officer under section 47(3) of the Act; or

(d) dies.

Board Meetings

14.19 At its first meeting following the AGM the Board must elect a Chair and deputy chair from among the Board Members.

14.20 The role of the Chair is to chair Board meetings and General Meetings and to represent the Board. In the event of the unavailability of the Chair for any reason, then the deputy chair will undertake the Chair's role during the period of unavailability.

14.21 Board meetings may be called at any time by the Chair but generally the Board will meet at regular intervals agreed by the Board.

14.22 Except to the extent specified in this Constitution, the Board may regulate its own procedure.

14.23 The quorum for a Board meeting will be two-thirds of Board Members.

14.24 Each Board Member has one vote at Board meetings. In the event of a deadlock, the Chair has an additional casting vote. Voting will be by voices or, upon request of any Board Member, by a show of hands or by a ballot.

14.25 A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by a majority of the Board will be valid as if it had been passed at a Board meeting. Any such resolution may consist of several documents in the same form each signed by one or more Board Members.

14.26 Any Board Member may participate in any Board meeting and vote on any proposed resolution at a Board meeting 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 will constitute the presence of that Board Member at that meeting.

14.27 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.

Officers' Duties

14.28 An Officer:

(a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of YNZ;

(b) must exercise a power as an Officer for a proper purpose;

(c) must not act, or agree to YNZ acting, in a manner that contravenes the Act or this Constitution;

(d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of YNZ, the nature of the decision, the position of the Officer and the nature of the responsibilities undertaken by them;

(e) must not agree to the activities of YNZ being carried on in a manner likely to create a substantial risk of serious loss to YNZ's creditors or cause or allow the activities of YNZ to be carried on in a manner likely to create a substantial risk of serious loss to YNZ's creditors;

(f) must not agree to YNZ incurring an obligation unless the Officer believes at that time on reasonable grounds that YNZ will be able to perform the obligation when it is required to do so; and

(g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by:

(i) an employee of YNZ whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or

(iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer acts in good faith and makes proper inquiry where the need for inquiry is indicated by the circumstances, and the Officer has no knowledge that the reliance is unwarranted.

Board Committees

14.29 The Board may be supported by Sub-Committees to assist in carrying out its functions.

14.30 The Board may appoint a Board Member as liaison for each Sub-Committee.

14.31 Members of each Sub-Committee will be appointed on an annual basis by the Board in consultation with the respective chair of each Sub-Committee.

14.32 The Chair, Chief Executive and/or a member of the YNZ senior management team will ex-officio be members of each Sub-Committee.

14.33 The Board will prescribe the terms of reference and delegations for each Sub-Committee.

14.34 The Board will ensure that the actions of each Sub-Committee are consistent with this Constitution, the Regulations and strategic and other plans of YNZ.

15. CHIEF EXECUTIVE

15.1 There will be a Chief Executive of YNZ who will be employed for such term and on such conditions as the Board may determine.

15.2 The Chief Executive will be under the direction of the Board and will be responsible for the day-to-day management of the affairs of YNZ in accordance with this Constitution and the Regulations and within such constraints as may be imposed by the Board.

15.3 The Chief Executive may attend Board meetings as and when required by the Board, but will have no voting rights.

16. CONTACT PERSON

16.1 The Board must appoint at least one, and a maximum of three, persons to be YNZ's Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

17. FINANCES

17.1 Unless otherwise determined by the Board, the financial year of YNZ will end on 30 June each year.

17.2 The financial statements will be prepared and audited each year. The audited financial statements must be submitted to the AGM. The auditors will be appointed at each AGM.

17.3 The financial statements of YNZ must be filed with the Registrar of Incorporated Societies within 6 months of the end of its financial year.

17.4 All funds of YNZ will 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.

17.5 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. COMMON SEAL

18.1 The common seal of YNZ will 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. 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 and form part of the Regulations of YNZ, provided that:

(a) They are not inconsistent with this Constitution;

(b) They are adopted by the Board.

19.2 Such Regulations and Codes of Conduct and any amendments to them will be circulated promptly to all Members and published as appropriate on the YNZ website and in YNZ publications.

20. DISPUTE RESOLUTION

20.1 YNZ may consider, resolve, and/or decide disputes between and among any one or more Members acting in their capacity as Members, any one or more Officers acting in their capacity as Officers and YNZ, that relate to an allegation that:

(a) a Member or an Officer has engaged in misconduct; or

(b) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

(c) YNZ has breached, or is likely to breach, a duty under this Constitution or the Act; or

(d) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged.

20.2 A Member or an Officer may make a complaint by giving written notice to the Board, or any subcommittee established for this purpose, that:

(a) states that the Member or Officer is starting a procedure for resolving a dispute under this Constitution;

(b) sets out the allegation to which the dispute relates and who the allegation is against; and

(c) sets out any other information reasonably required by YNZ.

20.3 YNZ may make a complaint involving an allegation against a Member or an Officer by giving Notice to the person concerned that:

(a) states that YNZ is starting a procedure for resolving a dispute under this Constitution; and

(b) sets out the allegation to which the dispute relates.

20.4 Unless YNZ decides not to proceed, the Member has a right to be heard before the complaint is resolved or any outcome is determined. A Member must be taken to have been given the right if:

(a) the Member has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing, if any, is held before the decision maker; and

(d) the Member's written statement or submissions, if any, are considered by the decision maker.

20.5 If YNZ makes a complaint, it has a right to be heard before the complaint is resolved or any outcome is determined and a Board Member may exercise that right on behalf of YNZ. YNZ must be taken to have been given the right if:

(a) they have a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing, if any, is held before the decision maker; and

(d) its written statement or submissions, if any, are considered by the decision maker.

20.6 The Member or Officer who, or YNZ which, is the subject of the complaint (**Respondent**) has a right to be heard before the complaint is resolved or any outcome is determined. If the Respondent is YNZ, a Board Member may exercise the right on behalf of YNZ.

20.7 A Respondent must be taken to have been given the right if:

(a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and

(b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing, if any, is held before the decision maker; and

(e) the Respondent's written statement or submissions, if any, are considered by the decision maker.

20.8 YNZ must as soon as is reasonably practicable after receiving a complaint or grievance, investigate and determine the complaint or grievance in a fair, efficient, and effective manner.

20.9 Despite the content of this clause and any other clause in this Constitution or in the Regulations, YNZ may decide not to proceed with a matter if:

(a) the complaint is trivial; or

(b) the complaint does not appear to disclose or involve any allegation of the following kind:

(i) any material misconduct; or

(ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

(iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or

(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the complaint; or

(g) another process applies to the nature of the conduct, incident, event, or issue giving rise to the complaint.

20.10 YNZ may refer a complaint to:

(a) a subcommittee or an external person to investigate and report; or

(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision; or

(c) with the consent of all parties to the complaint, to any type of consensual dispute resolution such as mediation or facilitation.

20.11 An individual may not act as a decision maker in relation to a complaint if two or more members of the decision-making body (whether it is the Board or a complaints subcommittee, tribunal, or other) consider that there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

20.12 The dispute resolution procedure set out above does not apply to the process set out in clauses 14.13 to 14.17 (Removal of Board Member) or to the processes set out in the Racing Rules of Sailing.

21. ALTERATIONS OF CONSTITUTION

21.1 The Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.

21.2 No alteration, addition to or revision of this Constitution may be approved if it affects the purposes set out in clause 3, personal benefit prohibition in clause 22 or the liquidation or removal from the Register of Incorporated Societies of YNZ under clause 23. This clause 21.2 must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.

22. PROHIBITION ON PERSONAL BENEFIT

22.1 No Member, person associated with a Member or Board Member may participate in or materially influence any decisions by YNZ in respect of payment to or on behalf of that Member, associated person or Board Member of any income, benefit or advantage.

22.2 Any payments made to a Member, person associated with a Member or Board Member must be for goods or services that advance the purposes of YNZ and must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value).

This clause 22 and its effect must not be removed from this Constitution and must be included in any alteration of, addition to or revision to this Constitution.

23. LIQUIDATION OR REMOVAL FROM REGISTER

23.1 A liquidator will not be appointed to YNZ and no Member may be authorised to request that YNZ is removed from the Register of Incorporated Societies except if at a General Meeting called in the manner provided in this Constitution, its Members pass a Special Resolution to do so.

23.2 If upon the liquidation or deregistration of YNZ there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the property must not be paid to or distributed among the Members of YNZ unless permitted under the Act, but will be given or transferred to some other not-for-profit entity (as that term is defined in the Act) having purposes similar to the purposes of YNZ, or to some other not-for-profit entity in New Zealand.

24. INDEMNITY

24.1 YNZ may indemnify, and/or with the prior approval of its Board effect insurance for, its Board Members, the Chief Executive and other Officers and employees of YNZ as permitted by sections 94 to 98 of the Act.

25. SAVING PROVISION

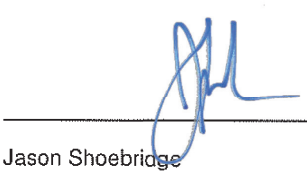
25.1 If any matter should occur, which in the opinion of the Board is not provided for in this Constitution or the Regulations, such matter will be determined by the Board. The Board may determine the matter in accordance with the Rules of World Sailing or in such other manner as it may deem appropriate.

This amended Constitution was adopted by Resolution of the General Meeting of Yachting New Zealand Incorporated held at the Royal NZ Yacht Squadron and online 17th October 2026 and is effective from the close of that meeting.



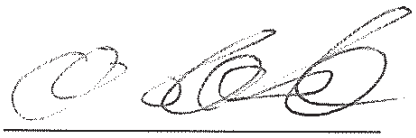
Steve Armitage

Chief Executive Officer



Jason Shoebridge

Board Chair



Andrew Robertson

Commodore – Milford Cruising Club



Ingrid Harder

Commodore – Lowry Bay Yacht Club