

CONSTITUTION

Bay of Islands Amateur Swimming Club Incorporated

Part 1: Definitions

1. Definitions
 - 1.1 **AGM** means an Annual General Meeting of the Club called in accordance with this Constitution.
 - 1.2 **Constitution** means this constitution and all rules or other enactments made pursuant to it that are from time to time applicable.
 - 1.3 **Financial Member** means a Member who is not in arrears with his/her Membership Fees.
 - 1.4 **GM** means a general meeting of the Club whether an AGM or SGM.
 - 1.5 **Clubroom** means The Bay of Islands Amateur Swimming Club Incorporated, situated at the Te Papawai community pool, Kawakawa.
 - 1.6 **Member** means a person or organisation elected as a Member and who has not ceased to be a Member in accordance with this Constitution.
 - 1.7 **Membership Application Form** means such form approved by the Committee from time to time upon which persons may apply for Membership in accordance with this Constitution.
 - 1.8 **Membership Fee** means the annual fee and any other levies required to be paid by a Member to be a Financial Member.
 - 1.9 **Rules** mean all the Rules made by the Committee pursuant to this Constitution.
 - 1.10 **SGM** means a Special General Meeting of the Club called in accordance with this Constitution.
 - 1.11 **Simple Majority Resolution** means a resolution which requires more than fifty per cent of those persons eligible voting in favour of the resolution.
 - 1.12 **SNZ** means Swimming New Zealand Incorporated or such successor organisation responsible for organising the sport of Swimming in New Zealand.
 - 1.13 **Special Majority Resolution** means a resolution which requires more than 75% of those persons eligible voting in favour of the resolution.
 - 1.14 **Unfinancial Member** means a Member who is in arrears with his/her Membership Fees.
 - 1.15 **Voting Member** means those Members eligible to vote at a GM and who are not Unfinancial Members at the time they wish to exercise their vote.

Part 2: About the Club

2. Name

- 2.1 This organisation shall be called Bay of Islands Amateur Swimming Club Incorporated. ("The Club").

3. Club Details

- 3.1 The Club shall be registered in accordance with the Incorporated Societies Act 1908 or any successor Act.
- 3.2 The registered office of the Club shall be the Clubroom or such other place as the Committee shall determine from time to time.
- 3.3 The competing colours of the Club shall be: Royal blue, red & white.

4. Objects

- 4.1 Participate in and promote the sport of swimming for the enjoyment of its Members and the wider community.
- 4.2 To promote and wherever possible, conduct, "learn to swim" programs for the benefit of the wider community.
- 4.3 To promote, foster and encourage water safety and water safety skills, within the club and the greater community.
- 4.4 To arrange for instruction and coaching in the sport of swimming.
- 4.5 To observe the rules, by-laws and directions of FINA, Swimming New Zealand Inc. and Swim Northland.
- 4.6 To promote, organise and/or conduct competitions, carnivals, tournaments and entertainments both related to the sport of swimming and also unrelated to the sport of swimming. (In the latter case for the purpose of furthering, extending, assisting, fostering or providing financial support for the club.)
- 4.7 To affiliate through Swimming Northland, with Swimming New Zealand Inc. and to abide by their rules, regulations and laws.
- 4.8 To promote attitudes and behaviour conducive to good conduct and fair play and sportsmanship.
- 4.9 To do all other things as are incident to or conducive to the attainment of the above objects and the objects of Swimming New Zealand Inc.

5. Affiliation

- 5.1 The Club shall be affiliated to Swimming Northland and SNZ, and its Members shall be subject to the rules of SNZ and Swimming Northland insofar as those rules are applicable.

5.2 Where there is a conflict between the rules of SNZ or Swimming Northland and the Club, the rules of the Club shall prevail.

6. Powers and Functions

- 6.1 Act with Swimming Northland, SNZ, or with other approved representative bodies in the best interests of swimming generally.
- 6.2 Appoint appropriate honorary officials, paid officers, paid coaches or administrators.
- 6.3 Keep proper records of all decisions taken and of matters of importance to and pertaining to the Club.
- 6.4 Make or alter Rules on all matters authorised by or in furtherance of the objects of the Constitution provided that they are not inconsistent with the Constitution.
- 6.5 Set and collect such Membership Fees from the Members, where applicable.
- 6.6 Purchase, lease, hire or otherwise buy land, buildings and other real or personal property which the Club may from time to time deem necessary or expedient, or build, erect, alter or improve or contribute towards the costs of building, erecting or improving any such building or other property provided doing so is consistent with the objects of the Club.
- 6.7 Sell, let or otherwise dispose of the whole or part of the real or personal property of the Club not for the time being required for the purposes of the Club.
- 6.8 Apply the income and property of the Club from wherever it may be derived to the promotion of the objects of the Club and to invest or loan any monies of the Club not immediately required for any of its objects in any matter.
- 6.9 Borrow money, whether by way of bank overdraft or otherwise and to give security for any borrowings and/or procure guarantees.
- 6.10 Employ such professional services as may in the opinion of the Club be expedient to or necessary for carrying out execution of any of the objects of the Club.
- 6.11 Be an incorporated society.
- 6.12 Exploit its name or logo or brand.
- 6.13 Do all things that are conducive to the attainment of all or any of the objects of the Club.

Part 3: Membership of the Club

7. Membership Categories

- 7.1 The membership of the Club shall consist of:
 - (a) Those members who have agreed to be bound by the Constitution and Policies of the Club; and

- (b) Who have paid a financial membership fee as prescribed by the membership in General Meeting, from time to time;
- (c) Parents or guardians of swimmers under the age of 18 years, who are paid up, financial members of the Club, shall be deemed to be members of the Club, provided that only one such parent or guardian per family group, shall have voting rights at any General Meeting.
- (d) Non-swimming persons who wish to be involved as members of the Club, may be appointed on the approval of the committee, and must pay an annual membership fee as prescribed by the membership at a General Meeting, from to time.

8. Consequences of Membership

- 8.1 Membership of the Club shall bind all Members to abide by the provisions of this Constitution, the rules of the Club and SNZ, and the decisions of the Club. Any Member breaching them shall be dealt with in accordance with this Constitution providing always that expulsion shall require a special majority resolution of a General Meeting.
- 8.2 Unless otherwise stated, all persons on first applying for membership must complete a Membership Application Form and upon completion of that form shall abide by the provisions of this Constitution until such time as they cease to become a Member or their application for Membership is rejected.
- 8.3 All membership applications must be approved by the club committee, before the membership becomes valid.

9. Responsibilities of Members

- 9.1 All Members shall:
 - (a) Foster a harmonious, co-operative and collegiate atmosphere within the Club.
 - (b) Preserve the good reputation of the Club amongst the swimming and wider community.
 - (c) Be courteous to other Members.
 - (d) Take all due care to ensure that the Club's equipment and property are not damaged and reimburse the Club any loss it suffers as a result of the Member's negligence or wilful action.
 - (e) Contribute to the efficient running of the Club.

10. Membership Category 1

- 10.1 **Eligibility:** Persons who apply to become members, must be of good character:

10.2 There shall be the following categories of membership:

- (a) Junior members: These shall be young persons involved in areas of swimming, including "learn to swim", "recreational swimming", "competitive sport swimming", "life-saving", and "open water swimming".
- (b) Senior members: These persons shall have attained the age of 18 years and must participate in the activities of the club, either by swimming, or assisting to teach, coach, organise; or to conduct any activity that is beneficial to the club.
- (c) Life members: Shall be persons who pay a one off sum of not less than \$500, or other fee as agreed by members at a General Meeting.
- (d) Honorary Life Members shall be those people who have made an outstanding contribution to the Club. Honorary Life Members shall be appointed, following a vote at a General Meeting.

10.3 Nomination: Membership applications must be completed by the applicant or parent as the case may be; and every application must be duly nominated by an existing club member.

10.4 Election/Appointment of members: The Committee shall consider every membership application and may grant temporary membership, which shall be duly ratified at the next Management Committee meeting.

10.5 Membership Fees: Membership Fees shall be set, from time to time, by members in General Meeting; and shall include:

- (a) Junior membership fees
- (b) Senior membership fees
- (c) Life membership fees

10.6 Payment of Membership & National registration fees: Club membership & National registration fees are required to be paid prior to participation in any carnival or competition.

10.7 Voting Rights: In general terms a member shall have one vote only at any General Meeting.

- (a) In accordance with rule 7 (1)(c) Parents or guardians of swimmers under the age of 18 years, who are paid up, financial members of the Club, shall be deemed to be members of the Club, provided that only one such parent or guardian per family group shall have voting rights at any General Meeting.
- (b) All other members shall have one vote only at any General Meeting.

10.8 **Term of Membership:** With the exception of "Life Members", membership of the Club shall be renewed on an annual basis.

10.9 **Renewal of Membership** on a continuing basis shall not require nomination and approval of the Management Committee, unless the Management Committee has had to issue disciplinary action in respect of that member.

11. Membership Fees

11.1 Annual Membership Fees shall be determined by a General Meeting of members.

11.2 Membership fees shall be payable each year and shall fall due after the Annual General Meeting, but prior to the first swim event at which the club, or members of the club compete.

11.3 Any Member falling into financial arrears with the Club (whether by way of Membership Fees or otherwise) shall be deemed an Unfinancial Member. Unfinancial Members shall not be entitled to vote at a GM and further may have some or all of their membership privileges suspended by the Committee until acceptable arrangements have been made to meet the arrears.

11.4 Any Unfinancial Member who continues to be in arrears or who breaches a direction of Club in relation to those arrears may be expelled from the Club by a Special Majority Resolution of a GM but any obligation to pay such arrears remains.

12. Resignation of Membership

12.1 Any Member who wishes to withdraw from membership of the Club shall give written notice to the Secretary for consideration by the Management Committee. Providing the Member is not in financial arrears to the Club, such resignation shall be accepted subject to the return of any property belonging to the Club.

12.2 In the event that the resigning member refuses or fails to tender his or her resignation in normal written form, such can be accepted by email, provided the email address from which the email is sent, is known to the Secretary, as that member's address.

12.3 If, despite the provisions of rule 12.2, the resigning member still fails to provide his or her resignation in writing, it shall be sufficient that 2 members of the Committee speak to the resigning member and confirm verbally, the member's intention to resign.

12.4 The fact of the resignation and the method, by which that resignation was delivered, shall be recorded in the minutes of the Management Committee meeting. A Member's resignation may be accepted at the discretion of the Management Committee without receipt of any unpaid arrears.

12.5 In the case of a resigning Member transferring to another swimming club, the Executive Committee must, if required and applicable, provide written evidence that the Member has discharged all his obligations to the Club.

13. Misconduct

- 13.1 The Club shall have a Code of Conduct enacted by the Committee. "The Code of Conduct" to which every Member shall comply. A copy of the Code of Conduct shall be made available to all Members and a copy kept on display in the Clubroom.
- 13.2 Any alleged breach of the Code of Conduct shall be dealt with adopting the procedure as set out in the Code of Conduct.
- 13.3 The Club shall also have power to enforce any sanction imposed by SNZ on any Member for any breach of the SNZ Constitution or Rules.
- 13.4 Any person suspended or expelled from the Club under the Code of Conduct may apply to the Management Committee to be reinstated. Reinstatement will be granted upon special majority of the Management Committee.

14. Members Not to Derive Pecuniary Profit

- 14.1 No Member or person associated with a Member shall derive an income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage save where that income, benefit or advantage:
- (a) is derived from professional services to the Club rendered in the course of business including the payment of salaries and wages charged at no greater rate than current market rates
 - (b) is derived from interest on money lent at no greater rates than current market rates
 - (c) is income to which that Member would be equally entitled irrespective of his membership of the Club
- 14.2 In cases where clause 14.1 may apply, the Member or associated person shall, if applicable, declare their interest and in any event shall not participate in any way in any decision or resolution concerning the matter.
- 14.3 It shall be permissible for a member, including a member of the Management Committee of the Club, to provide professional or other services to the Club, in exchange for remuneration, provided those services are provided at no greater than current market rates.
- 14.4 In the event that under the provisions of rule 14.3, there is any conflict of interest, or unfairness perceived, 2 written quotes for the service to be provided, should be obtained.

Part 4: Control of the Club

15. Control of the Club

15.1 Control of the Club is vested in a GM being either an AGM or a SGM, with the right to delegate any powers to the Committee but subject to this Constitution.

16. Voting At All General Meetings

16.1 Subject to clause 17.13, each Voting Member shall receive one vote and must be present at the GM to exercise that vote.

16.2 A declaration by the Chairperson on the result of any voting shall be accepted as final.

17. General Meetings of the Club

17.1 The General Meeting shall have the following powers:

- (a) All decisions of a GM shall be binding on the Management Committee insofar as such decisions do not breach this Constitution.
- (b) The GM has the power to add to, alter or rescind the Constitution.
- (c) The GM has the power to fix by-laws and to add to, alter or rescind such by-laws.
- (d) Except as specified elsewhere in this Constitution, all decisions of the GM shall be made by simple majority decision.
- (e) The GM will delegate governance, stewardship, regulation and policy formulation and implementation to the Management Committee.
- (f) The GM has the power by special majority resolution to rescind or vary a decision of the Management Committee or a Rule made by the Management Committee pursuant to the powers given by this Constitution providing that ten Voting Members give due written notice to reconsider the decision. Once notice is received no further action shall be taken by the Management Committee pursuant to its decision pending the decision of the General Meeting. Action consequential to a Management Committee decision so rescinded or varied is ratified up to that date.
- (g) The GM has power by special majority to remove the Management Committee as one body providing more than 50% of members present and voting give due written notice to exercise that power. Once notice is received no further action shall be taken by the Management Committee pursuant to its decision pending the decision of the General Meeting. Action consequential to a Management Committee decision so rescinded or varied is ratified up to that date.

17.2 The composition of the General Meeting shall be as follows:

- (a) Voting Members
- (b) Officers
- (c) Committee Members

17.3 Any invitee of the Management Committee may attend a GM in the capacity of an observer but shall have no voice (unless invited to speak by the Chairperson) or voting right. The GM may by a simple majority resolution require any observer to leave the GM for the whole or any part of the meeting provided such requirement is considered to be in the best interests of the Club.

17.4 Meetings:

- (a) The AGM shall be held at the Clubroom in the month of May unless otherwise determined by the Management Committee.
- (b) A SGM may be convened by the Management Committee or at the request of 10 Voting Members. Applications must be in writing to the Secretary and set out the business to be transacted.

17.5 Notice of Meetings:

- (a) Notice convening a GM of the Club shall be issued by the Secretary giving 21 clear days notice in writing to each Voting Member at their last known address and shall include the agenda, and any other relevant details that require prior consideration by the Voting Member.
- (b) Failure to give the required notice or circulate relevant details or the non-receipt of the required notice or details shall not invalidate the meeting.
- (c) It shall be permissible for the notice of the convening of any General Meeting to be given to members by email, to the members last known email address. This notice must be given no less than 21 days prior to the proposed meeting.
- (d) Notice of the convening of any General Meeting shall also be displayed on the Club notice board, no less than 21 days prior to the proposed meeting.

17.6 Notices of Motion: A notice of motion may be submitted to a GM by the Management Committee or any Voting Member.

- (a) Where such notice of motion is submitted by the Management Committee, it shall be given in writing at least 21 days prior to the date of the intended General Meeting, and shall be included in the notice of the calling of the meeting.
- (b) Where such notice of motion is proposed by a member (other than a member of the Management committee) and is intended to be moved at an upcoming General Meeting, notice shall be given in writing by the mover to the Secretary at least 14 days prior to the date of such meeting and shall be included in the notice calling that meeting.

- (c) Where any notice of motion is proposed in accordance with Rule 17.6(b) above, a copy of that notice shall be circulated to all members by email; and placed on the Club notice board, at least 7 days prior to the proposed General Meeting.

17.7 Where a notice of motion is submitted by a member, not being a member of the Management Committee; and where the Secretary or the Management Committee, consider the notice of motion requires research or legal advice, the Secretary, in consultation with the Chairperson or Vice Chairperson, shall have the power to cancel the up-coming General Meeting and to set another date for the General Meeting, no longer than 30 days in the future.

- (a) Where the Secretary invokes the provisions of Rule 17.7, above, the notice of motion being proposed, shall be included with the notice of the new General Meeting date.
- (b) The new meeting date shall be notified not less than 21 days prior to the actual date of the meeting

17.8 **Quorum:**

- (a) The quorum for a GM shall be no less than 10 Voting Members.
- (b) If, after thirty minutes from the appointed starting time, a quorum is not present, the meeting shall adjourn and shall reconvene after 7 days and before 14 days have expired, with the quorum at the reconvened meeting to be those Voting Members present. Notice of such meeting shall be posted in the Clubroom, as well as being circulated by email to the last known email addresses of members.

17.9 **Chairperson:** The Chairperson shall be the Chairperson or where the Chairperson is not present the Voting Members shall appoint a Chairperson for the GM. The Chairperson shall have a deliberative and casting vote.

17.10 **Business:** The business of the AGM shall be to:

- (a) Confirm the minutes of the previous AGM
- (b) Receive and approve the accounts and Annual Report
- (c) Approve the Membership Fees for the current financial year
- (d) Elect the Officers/Committee members of the Club
- (e) Where appropriate, elect those positions for which an election is required on the Management Committee or on any sub-committee
 - (i) With the exception of roles such as Treasurer, Secretary, Team Manager, Recording Officer and Membership Secretary, the

Management Committee shall elect its Chairperson, Vice Chairperson and officers for any other committee positions, from those members duly elected to the Management Committee by the members present and voting.

- (f) Consider notices of motion duly submitted
- (g) Consider any other proper business

17.11 The business of a SGM shall be only such business of which due notice has been given.

17.12 Elections:

- (a) Nominations for all elected positions must be made to the Secretary at least 14 days before the commencement date of the AGM, together with the written consent of the nominee and a declaration of any conflicts of interests that may arise by virtue of holding the position for which the person is nominated. Nominations may be initiated by any Voting Member. Advice that nominations must be registered with the Secretary 14 days prior to the AGM must be included in the notice calling the meeting.
- (b) Where no nominations for an elected position are received, the Chairperson may accept nominations from the floor, provided such nomination meets the criteria of the position and the person so nominated declares any potential conflicts of interest. Where there is more than one nomination, a ballot shall be conducted and if no candidate receives a simple majority, the candidate with the lowest vote shall be eliminated and a new ballot taken.
- (c) If no appointment can be made, a casual vacancy exists.

17.13 Postal Ballot:

For decisions which require a decision of a General Meeting and which in the opinion of the Committee it is not practicable or desirable to convene a SGM, the Management Committee shall have the power to authorise the conducting of postal ballots with voting for such ballots to be the same as for a GM and a certificate signed by the Management Committee Chairperson recording the votes based on such postal ballot shall be final. Notice of a postal ballot shall be given to each Voting Member 14 days in advance of the closing date for the ballot together with relevant information outlining the reasons for the decision required.

17.14 Minutes:

- (a) Minutes of the GM will be posted in the clubroom within 30 days of the last day of the GM.

- (b) Minutes signed by the Chairperson of the meeting shall be receivable as prime facie evidence of the matters contained in such Minutes.

Part 5: Management of the Club

18. Officers

18.1 The Club shall elect the following Officers:

- (a) Chairperson
- (b) Vice Chairperson
- (c) Secretary
- (d) Treasurer
- (e) Team Manager
- (f) Recorder
- (g) Membership Secretary
- (h) Seven further Committee Members, the roles and responsibilities of whom are to be determined at the first meeting of the Committee.

18.2 **Eligibility:** any individual who can be expected to provide support to the Club in all its activities and relationships with the community.

18.3 **Election:** Officers shall be elected by simple majority at the GM.

Term of Office: Every Management Committee member shall be elected for a term of two years, with half of the Committee members standing down each year, but being eligible for re-election. Where there are a disproportionate number of officers due to stand down in any year, only half shall stand down and the disproportionate numbers shall be decided by lot. Where any casual vacancy to the Management Committee, is filled during the year preceding the AGM, the person filling that vacancy shall inherit the stand down phase of the person whom they replaced on the Management Committee.

19. Chairperson and Vice Chairperson.

19.1 **Responsibilities:** The Chairperson's responsibilities will form part of a general information package, which will be kept by the secretary.

19.2 The Vice Chairperson shall assume the responsibilities of the Chairperson in their absence.

20. Team Manager

20.1 **Responsibilities:** The Team Manager's responsibilities will form part of a general information package, which will be kept by the secretary.

21. Secretary

21.1 **Responsibilities:** The Secretary's responsibilities will form part of a general information package, which will be kept by the secretary: and will include --

- (a) Convening GMs
- (b) Convening Management Committee Meetings, preparing agendas, taking and circulating minutes, conducting correspondence on behalf of the Club and maintaining records
- (c) Ensuring the Club complies with all statutory and governing body requirements

22. Treasurer

22.1 **Responsibilities:** The Treasurer's responsibilities will form part of a general information package which will be kept by the secretary and will include:

- (a) Preparation of annual forecasts
- (b) Operating the Club's bank accounts
- (c) Banking of subscriptions and other receivables
- (d) Upon Management Committee approval, payment of accounts as and when they become due
- (e) Completing and filing of periodic GST tax returns
- (f) Providing interim financial reports to the Management Committee
- (g) Where the Club has appointed an auditor, preparation of annual financial accounts for audit and liaison with the auditor as required
- (h) Presentation of final annual financial accounts to the AGM

23. Recorder

23.1 **Responsibilities:** The Recorder's responsibilities will form part of a general information package which will be kept by the secretary and will include:

- (a) Maintaining a membership register
- (b) Showing the times of such members for all distances over which such members compete in races and amending such register so it represents a true record of times
- (c) Ensuring the register of times is open for inspection

24. Membership Secretary

24.1 **Responsibilities:** The Membership Secretary's responsibilities will form part of a general information package which will be kept by the secretary.

25. Management Committee

25.1 **Responsibilities:** Without limitation as to any general powers given to the Management Committee, shall:

- (a) Govern, manage and control the affairs of the Club
- (b) Govern the finances of the Club
- (c) If required, appoint up to two additional Members as Management Committee Members to provide specific competencies determined necessary by the Management Committee from time to time, such appointments to be for such period expiring no later than the next AGM and on such terms as the Management Committee may determine
- (d) Develop and regularly review a strategic plan for the Club
- (e) Raise any funds necessary for the purposes of the Club by such means as the Management Committee may from time to time determine
- (f) If required, appoint committees and sub-committees and delegate its authority to such committees or sub-committees in order to carry out the objects of the Club efficiently and advantageously
- (g) Deal with any misconduct issues under the Code of Conduct
- (h) Fill casual vacancies until the next AGM
- (i) Generally carry out the aims, objects and Rules of the Club
- (j) Settle any questions that may arise not specifically provided for in this Constitution
- (k) Appoint and engage such professional or other advisers as the Management Committee considers appropriate and fix or negotiate remuneration for such advisers

25.2 **Composition:** the Management Committee shall consist of the elected Officers of the Club.

25.3 Meetings:

- (a) The Management Committee shall meet as a minimum once every month during the swimming season or such further times as the Management Committee considers necessary for the efficient governance and leadership of the Club

- (b) The Chairperson shall chair Management Committee Meetings and in their absence the Management Committee shall elect a Chair for the meeting
- (c) **Quorum:** The quorum for Management Committee meetings shall be 4

25.4 **Minutes**

- (a) Minutes of Management Committee Meetings will be distributed to each Management Committee Member
- (b) The Management Committee shall keep a Minute Book and shall cause Minutes to be kept of all meetings, resolutions and decisions made by it
- (c) Minutes purporting to be signed by the Chairperson of the Management Committee shall be receivable as prime facie evidence of the matters contained in such Minutes

25.5 **Vacation of Office:** the office of a Management Committee Member shall be vacated if a Management Committee Member:

- (a) Dies; or
- (b) Resigns either in writing or by any other method as contained in the rules; or
- (c) Becomes bankrupt; or
- (d) Becomes of unsound mind or becomes a person the subject of an order under the Protection of Personal and Property Rights Act 1988; or
- (e) Fails to attend two consecutive meetings of the Management Committee without sending an apology
- (f) Does any act which is contrary to or hinders the objects of the Club; or
- (g) Is, in the opinion of a GM, or Management Committee as appropriate, unable to fulfil the duties of an Management Committee Member; or
- (h) Is sentenced to imprisonment for a criminal offence.

25.6 **Invalidity:** An act or decision of the Management Committee shall not be invalid by reason only of:

- (a) A fault, default or irregularity in or in connection with the appointment of a Management Committee Member; or
- (b) A vacancy in the number of Management Committee Members including a vacancy arising because of the failure to appoint a Management Committee Member

25.7 **Vacancy:** in the event of a vacancy occurring on the Management Committee, whether by death, resignation or otherwise the vacancy may be filled by the Management Committee in accordance with 25.1(h).

26. Finance

26.1 **Financial Year:** The financial year of the Club shall end on 31st March in each year so that accounts can be audited prior to AGM.

26.2 Accounts

- (a) The Club shall operate such bank accounts, as the Management Committee shall deem necessary
- (b) Any cheques, drafts or other negotiable instruments shall be signed and counter-signed on behalf of the Club by signatories authorised by the Management Committee
- (c) Any endorsement of any cheques, drafts or other negotiable instruments that may be required shall be endorsed on behalf of the Club by signatories authorised by the Management Committee

26.3 **Transactions:** the Club, by decision of the Management Committee, may:

- (a) Purchase, lease or exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property, rights and privileges
- (b) Construct, build, alter, improve, enlarge, pull down, remove, or replace any buildings or other improvements which may be in, upon and about any of the real or leasehold property of the Club
- (c) Borrow, having first obtained the approval of the General Meeting by special majority resolution, or raise money in such manner as the Club may think fit and secure its repayment by this issue of debentures or mortgage or by charge upon the whole or any part of the property or assets of the Club whether present or future, and purchase or redeem or pay off any such securities

26.4 The Management Committee shall invest and deal with the monies of the Club not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or on purchase of real, leasehold or personal property, or securities or by depositing such monies with any bank at interest rates.

26.5 The Management Committee shall do all or any of the acts previously mentioned or exercise all or any of the powers conferred upon the Club jointly with any person partnership, corporation, company or society and to become jointly and severally liable

with any such person partnership, corporation, company or society (whether incorporated or otherwise) or any contract or obligation in connection therewith.

26.6 **Audit:** The Management Committee must appoint a reviewer or an auditor to audit/review the books of accounts for the Club.

26.7 **Insurance:** The Management Committee shall be empowered to take out any necessary insurance on behalf of the Club.

27. Common Seal

27.1 The Club shall have a Common Seal bearing the words "The Common Seal of Bay of Islands Amateur Swimming Club Incorporated, and it shall be kept in the Clubroom.

27.2 Any document required to be executed under Common Seal for and on behalf of the Club shall be executed by the Chairperson and Secretary.

Part 6: Procedural Matters

28. Irregularity of Procedure

28.1 In case any irregularity shall occur in the convening or holding of any GM or in any election or other proceeding of such a meeting which is not noted or objected to at the time, all proceedings of such meetings shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noted and objected to, the meeting shall decide as to its validity and such decision shall be final and conclusive.

29. Amendment or Alteration to Constitution

29.1 This Constitution or any section of it may be added to altered or rescinded at a GM of the Club provided due notice of motion is forwarded to the Secretary as required by this Constitution and that the motion is approved by a special majority resolution provided that no alterations to the pecuniary profit clause shall be approved without the Inland Revenue Department's approval.

30. Winding Up

30.1 The Club may at any time be wound up by a special majority resolution of Voting Members present and entitled to vote at any GM of the Club, and confirmed by a special majority resolution of members present and entitled to vote at a subsequent GM convened for this purpose and held not earlier than 30 days and not later than 60 days after the date on which the original resolution was passed.

30.2 In the event of such winding-up or in the event of a dissolution of the Club by the Registrar of Incorporated Societies, the property of the Club shall by special majority resolution of Members present at the GM convened pursuant to clause 30.1, subject to payment of its just debts and liabilities, and debts and expenses of winding-up, be vested either in a substitute or successor organisation of the Club or in SNZ for the purpose of promoting the sport of swimming.

This Constitution was approved and adopted by way of amendment to the constitution registered on _____ at an Annual / Special General Meeting held at the Clubroom on _____.

SIGNED

_____CHAIRPERSON

_____SECRETARY

_____TEAM MANAGER