

Constitution of the Young 88 Owners Association of New Zealand (Incorporated)

(This Constitution was established in 1981, re-drafted in 1984, amended in November 2004 and then revised generally in April 2005. This version was approved on 1st April 2005. Ammended after SMG vote on 21 December 2009.)

1 Name

The name of the Association is the Young 88 Owners Association of New Zealand (Incorporated).

2 Objects

The objects of the Association are to:

- (a) Promote, encourage and foster the development and growth of the Young 88 Class of yachts (the Class).
- (b) Further the interests of the Class in all respects.
- (c) Govern the affairs of the Class under a uniform set of rules.
- (d) Organise and conduct racing and other activities for the Class.
- (e) Foster fellowship between owners of Class yachts and others with an interest in the Class through competitive, educational and social activities.
- (f) Ensure that the agreed design as originally shown in the designer's plans lodged with the Association and as modified by the Class Design Rules made from time to time by the Association is complied with by Class yachts for the purposes of Class racing. Those rules as in force from the date of this Constitution are embodied in the schedule hereto.

3 Power

The Association in general meeting shall have the power to do all such acts and things that shall be conducive or incidental to its objects or any of them including, but without prejudice to the generality of the foregoing, the following:

- (a) To make, amend or rescind rules or regulations or bylaws not inconsistent with this Constitution pertaining to the carrying out of all or any of the objects of the Association, including control over matters of design and construction of boats racing in Class races.
- (b) To affiliate with any organisation whose objects are in the opinion of the Association similar to or in sympathy with the objects of the Association or may further those objects, including any organisation whose functions may involve the organisation or control by it of yachting locally, provincially or internationally.

4 Membership

The classes of membership of the Association shall be ordinary, honorary, life and associate.

4.1 Ordinary Members

All owners of Class yachts whether launched and sailing or under construction and all other persons whose interests lie within the objects of the Association and who are acceptable to the Association may become ordinary members upon payment of the current annual subscription and any current nomination fee in the following manner. Any application for ordinary membership shall be placed before the committee at its next meeting following receipt of the application accompanied by the appropriate fee and the committee shall accept or reject the application. The applicant shall then be notified of the committee's decision forthwith by the Secretary/Treasurer.

4.2 Honorary Members

The committee may from time to time grant honorary membership of a stated duration (which may mean one or more years) to persons qualifying as follows:

- (a) any person who has rendered or is rendering any special services to the Association in furtherance of any of its objectives; or
- (b) any person visiting Auckland from another part of New Zealand or from overseas.

The following shall apply to honorary members: (i) they shall be entitled to all the privileges of membership of the Association except that they shall not have the right to vote at any general meeting; and (ii) no subscription shall be payable during the period of such membership.

4.3 Life Members

The committee may from time to time propose for life membership any person who has rendered outstanding service to the Association. Whenever such a proposal is made, it shall be put to the next general meeting of the Association and if approved by three fourths of the members present on voting by show of hands or ballot the person proposed shall become a member for life.

4.4 Associate Members

Persons whose interests lie within the objects of the Association – for example crew members – but who do not wish to seek ordinary membership may seek status as associate members. Application may be made to the committee in the same manner as for ordinary membership and associate membership may be granted upon payment of a nominal fee set by the committee from time to time. Associate members shall be entitled to all the privileges of membership except that they shall not have the right to vote.

5 Termination of Membership

A member may terminate his/her membership by resignation in writing sent to the Secretary/Treasurer and payment of all outstanding subscriptions and dues.

A member whose subscription or dues are unpaid after the last day of March in the financial year in which they fall due may be declared by resolution of the committee to have ceased to be a member of the Association. The committee may upon the written complaint of one or more members of the Association admonish, suspend for a stated period or expel any member for conduct which in the opinion of the committee is injurious to the welfare or character of the Association: PROVIDED however that no member shall be expelled unless he/she shall have been advised of the hearing of any allegation against him/her and of the general nature of the allegation and been invited to be heard at such hearing: AND unless he/she shall have been so heard if he/she desires and unless a minimum of two thirds of the members of the committee then present vote in favour of his/her expulsion. A member expelled upon such a vote may appeal to the next general meeting of members of the Association with or without notice of his/her intention to do so. Voting on the appeal at that hearing shall be by simple majority of those present.

6 Officers and Administration

The general affairs of the Association shall be administered by a committee consisting of the President, Secretary/Treasurer and not less than two or more than seven other members. The committee shall be elected by those members of the Association entitled to vote at any general meeting of the Association, such election normally being carried out at the annual general meeting. The number of committee members may be amended by the Association in general meeting at the time of each election. Members of the committee shall retire at the next succeeding annual general meeting after their election but may be eligible for re-election.

The committee may exercise all powers and do all acts and things that may be done by the Association except those which by this Constitution are required to be exercised or done by the Association in general meeting.

For exercising its powers, the quorum at each committee meeting shall be a minimum of half the committee members including at least one of the nominated officers.

The committee may from time to time appoint any standing or special subcommittee as it thinks fit but the resolutions and actions of such subcommittee shall be subject to the direction or control of the committee.

The committee may co-opt members of the Association to fill casual vacancies until the next election.

7 Subscriptions and Dues

The Association at its annual general meeting shall fix the annual subscription for ordinary members for the ensuing year.

The financial year of the Association commences on 1 January each year. All members' subscriptions fall due immediately following the commencement of the financial year and shall be paid to the Secretary/Treasurer. Any member failing to make payment shall have his/her attention drawn to clause 5 and be notified that if the subscription be not paid by 31 March his/her name may, at the discretion of the committee, be removed from the list of members. The committee may reinstate such member upon payment of such subscription.

A member who is in arrears after 31 March with subscriptions or dues shall not be entitled to vote at any meeting of the Association or compete for any prizes offered by it or enter his/her yacht in any Class race until his/her subscriptions and dues are paid.

8 General Meetings

8.1 Annual General Meeting

The annual general meeting of the Association shall be held each year in April. The quorum at an annual general meeting shall be deemed the Chairman, the Secretary/Treasurer and not less than one other committee member plus one quarter of members entitled to vote.

The annual accounts described elsewhere in this Constitution shall be presented to the meeting in written form and there received and adopted. Members of the committee shall be there elected and any other business as may be specified in the notice convening the meeting shall be transacted. Members may raise matters for general discussion or for recommendation to the newly elected committee.

Any member desiring to bring any special business before an annual general meeting for resolution there shall give notice of the substance of the business in writing to the Secretary/Treasurer no later than one month prior to the meeting.

Notice of an annual general meeting shall be given to each member not less than 14 calendar days before the date appointed for it.

8.2 Special General Meeting

A special General meeting shall be called by the Secretary/Treasurer if directed by the committee or if requested by not less than five ordinary members of the Association in writing.

8.3 Conduct and Voting at General Meetings

The President, or in his absence a financial member of the Association elected by the meeting, shall be chairman. The chairman shall have a deliberate and if necessary a casting vote. Each ordinary member and life member shall have one vote on each item of business with the exception of items proposing changes to the Constitution or Class Design Rules. Resolution shall be by simple majority of those present and entitled to vote unless otherwise required by this Constitution. Each resolution shall be made initially on the voices but, if a poll be demanded, then by a show of hands. A poll shall be held if demanded by not less than one third of ordinary and life members present and suitable scrutineers shall be elected by the meeting. The scrutineers shall conduct the ballot and certify the result to the chairman.

8.4 Alteration to Constitution or Class Design Rules

The Constitution or Class Design Rules may be added to, amended or rescinded only by resolution passed by a two-thirds majority of the votes cast at the annual general meeting or a special general meeting called for such purpose. Notice of any proposed changes signed by at least two members shall be delivered to the Secretary/Treasurer at least 21 days prior to such meeting and the Secretary/Treasurer shall incorporate the same in the notice of meeting. Such notice shall to be given to each member not less than 14 calendar days before the date appointed for it.

For the purposes of this clause a vote may be cast only by:

- (a) A postal vote in accordance with clause 8.5 hereof, or
- (b) Attendance at the meeting and voting by show of hands.

In the case of a proposed change in the Constitution or the Class Design Rules, only financial member owners shall be entitled to vote; and, in the case of multiple owners, the combined owner opinion of each boat shall be counted as one vote.

8.5 Postal Votes for Constitutional or Rule Changes

In each notice to Association members of an annual general meeting, or a special general meeting at which a proposed change to either the Constitution or the Class Design Rules is to be put to the vote, the Secretary/Treasurer shall enclose a postal voting form, the format of which shall be determined by the committee. Any member entitled to vote on the proposed change and unable to attend the meeting may record a postal vote by completing the form and mailing it to the Association's post office box. The Secretary/Treasurer shall cause the box to be cleared on the day of the meeting not earlier than 12 noon. Postal votes received up to that time shall be included by the scrutineers in the final ballot result certified to the chairman. It shall be the responsibility of any member casting a postal vote to ensure that the vote is mailed in time for the Secretary/Treasurer to receive it by the stated time. Postal votes received after the final clearing of the Association's post office box on the day of the meeting will be invalid.

9 Members Bound

Every member shall be deemed to consent to and be bound by the Constitution and any rules and bylaws of the Association and by any resolution duly passed at a general meeting.

10 Accounts

It shall be the duty of the Secretary/Treasurer:

- (a) To receive all monies due to the Association and pay all bills contracted by it when passed for payment by the committee, keeping full and correct account thereof.
- (b) To produce at each annual general meeting a balance sheet of the receipts and disbursements for the immediately preceding financial year and to report generally on the finances of the Association.
- (c) To produce to the committee the Association's books of account whenever requested to do so by the committee or any member of it.
- (d) To have custody of the funds of the Association and to deposit them or otherwise deal with them as directed by the committee from time to time. Any monies received by him/her shall be so deposited or dealt with as soon as practicable and without deduction. Withdrawal slips and cheques shall be signed as decided by the committee from time to time but shall require at all times the signature either of the Secretary/Treasurer or of the President or of not less than two members of the committee.

11 Trustees

All Association property shall be held by the President and the Secretary/Treasurer for the time being who shall be, by virtue of their office, trustees thereof for the Association.

12 Winding Up of the Association

The Association shall be dissolved if the number of financial members shall be reduced to fewer than 15, or in the manner provided by section 24 of the Incorporated Societies Act, 1908 and any amendments thereof or any statutory provisions replacing or further amending that section.

Upon the winding-up all surplus assets after the payment of all costs, debts and liabilities shall, subject to the provisions of section 27 of the Act or any replacing or amending provisions, be disposed of in such a manner as shall be resolved by the majority of members of the Association present and entitled to vote at the general meeting confirming the winding-up (required by section 24 of the Act) either:

- (a) By being transferred to the organisation to which the Association may be affiliated for the time being pursuant to clause 3 hereof as an addition to the funds of that organisation; or
- (b) By being devoted to such public recreational purposes as may be directed subsequent to the winding-up by the national body for yachting in New Zealand – presently Yachting New Zealand Inc.

Schedule

The accompanying schedule entitled '*Class Design Rules*' forms part of this Constitution.