



ROYAL PORT NICHOLSON YACHT CLUB

Established 1883

GENERAL RULES

1. TITLE

1.1 The title of the Club is 'Royal Port Nicholson Yacht Club (Incorporated)' and throughout these rules is hereinafter referred to as 'The Club'.

2. OBJECTS

2.1 The objects of the Club are:

- 2.1.1. To function as a yacht club and generally to encourage yachting under sail or power.
- 2.1.2. To inspire Wellingtonians to embrace an empathy with the sea.
- 2.1.3. To encourage yacht racing by the promotion of regattas and the provision of prizes and by any other means which may from time to time be determined by the Club.
- 2.1.4. To provide and maintain for the Club and its members a Clubhouse and/or Clubhouses and facilities and such gear, equipment and other things and accessories as may be necessary for or may be conveniently used in connection with the affairs of the Club.
- 2.1.5. To foster, cultivate and promote the social welfare of members by organising social activities and generally to promote and forward the interests and welfare of the Club and its members.
- 2.1.6. To encourage and assist in the formation and maintenance of other clubs of any description and to co-operate and associate with any such Clubs by association or otherwise howsoever.
- 2.1.7. To cause the Club to become affiliated with any other yacht club, Association or Federation whether incorporated or not, whose objects are altogether, or in part similar to those of this Club and to secede from any affiliation or to otherwise cooperate with any such Club or Association.
- 2.1.8. To preserve the tangible and intangible assets of the Club for the future through sound management.

3. POWERS

3.1 The control of the affairs of the Club shall be vested in the Board of Governors, which may exercise all the powers and do all acts, matters and things which may be exercised and done by the Club and which are not expressly required to be exercised by the Club in a General Meeting.

3.2 Without limiting the generality of this provision the Board of Governors shall have the power:

- 3.2.1. To use the funds of the Club to pay all costs and expenses properly incurred in carrying out the Objects of the Club.
- 3.2.2. To raise funds for the purposes of furthering the Objects of the Club.
- 3.2.3. To acquire intellectual property rights and use exercise, develop or grant licenses in respect of such rights.

- 3.2.4. To enter into any partnership, joint venture or any other arrangement for the sharing of resources or to carry on any transaction.
- 3.2.5. To purchase, lease, exchange, hire and otherwise acquire and deal with any property and rights.
- 3.2.6. To invest moneys and assets of the Club.
- 3.2.7. To borrow money and give security over any property (including the property of the Club)
- 3.2.8. To give indemnities and obtain insurance's as may be appropriate for the benefit of any current or former Board Member, or employee of the Club.
- 3.2.9. To appoint at any Board meeting Assistants who shall on their appointment be members of the Board of Governors for such term as appointed but shall not exercise a vote.
- 3.2.10. To appoint a Chief Executive who may make other appointments deemed necessary for the proper management of the Club's affairs.
- 3.2.11. To appoint, elect or nominate persons to represent the Club.
- 3.2.12. To delegate the responsibilities of the Board of Governors to any person or committee.
- 3.2.13. To enter into any contract or arrangement on behalf of the Club.
- 3.2.14. To do all such other things as are incidental or conducive to the attainment of the objects of the Club.

4. FLAG OFFICERS

4.1 The Flag Officers of the Club shall consist of the Commodore, Vice Commodore and the Rear Commodore.

5. DUTIES OF FLAG OFFICERS

5.1 Commodore: It shall be the duty of the Commodore to take command of the Club and to preside at all meetings of the Club.

5.2 Vice Commodore: It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of duties and to officiate in the Commodore's absence.

5.3 Rear Commodore: It shall be the duty of the Rear Commodore to assist the Commodore and the Vice Commodore in the discharge of their duties and in their absence to officiate in their stead.

5.4 In addition to specific appointments provided under Rules 6 and 8, the Commodore, Vice Commodore and Rear Commodore, shall be ex officio members of all Club committees and shall have rights to attend and vote at meetings of those committees.

6. BOARD OF GOVERNORS

6.1 The affairs of the Club shall be conducted by a Board of Governors which shall be elected in accordance with Rule 9 and shall consist of the following members: The Commodore, Vice Commodore, Rear Commodore, and four other Board Members.

6.2 The Commodore, Vice Commodore and the Rear Commodore shall hold office until the next Annual General Meeting unless removed by a Special General Meeting of members.

6.3 Board Members shall hold office from the Annual General Meeting when they are elected to the second Annual General Meeting following their election unless removed by a Special General Meeting of members. Two Board Members shall be elected annually for an alternating two year term unless removed by a Special General Meeting of members.

6.4 The Board of Governors shall be responsible for promoting the objects of the club, management of Club finances and assets, and long term planning and development.

6.5 Any member of the Board of Governors failing to attend three consecutive meetings shall cease to be a member thereof unless they shall have first obtained leave of absence for a definite period. In the case of a member of the Board of Governors ceasing to be a member as a result of resignation, being unable to carry out the role of the office or failing to attend three consecutive meetings without obtaining prior leave of absence for a definite period, the Board of Governors shall co-opt a member to fill any vacancy occurring within the year for the remainder of the term of the appointment of the member being replaced.

6.6 The Board of Governors shall meet once each month and at such other times as it shall think fit and it shall be the prerogative of the Commodore to call a meeting of the Board of Governors for such time as required. At meetings of the Board of Governors four members having the right to vote shall form a quorum.

6.7 Any Flag officer or Board Member ceasing to be a member of the Club shall thereby cease to be an office bearer.

6.8 The Board of Governors may at any Board meeting appoint Assistants who shall on their appointment be members of the Board of Governors for such term as appointed, but shall not exercise a vote.

6.9 The Board of Governors shall appoint, assess the performance of and nurture the Chief Executive Officer.

6.10 The Board of Governors shall be empowered to renumber Club General Rules from time to time as appropriate.

7. COMMITTEES/DELEGATIONS OF THE BOARD

7.1 The Board of Governors may set up Committees or Delegations to help carry out its responsibilities and due process

8. SAILING COMMITTEE

8.1 There shall be a Sailing Committee which shall be responsible, subject to Club General Rules, for the organisation and administration of the racing and cruising programme of the Club; for the promulgation and variation of rules and regulations pertaining thereto including but not being restricted to sailing instructions and safety requirements, for the classification and handicapping of yachts for racing purposes; for the awarding of prizes; and for liaising with the Yachting New

Zealand and the Wellington Yachting Association in matters related to yacht racing and cruising.

8.2 The Sailing Committee shall:

- 8.2.1. Consist of the Vice Commodore, the Racing Secretary, and four other members, all of whom shall be elected in accordance with Rule 9, plus additional members appointed as hereafter provided
- 8.2.2. Appoint Race Committees as appropriate
- 8.2.3. Have power to appoint additional committee members with voting rights from within Club membership
- 8.2.4. Have power to delegate such of its functions to Club members or to others, as it may from time to time deem appropriate
- 8.2.5. Recommend to the Board of Governors appropriate person/s to represent the Club at meetings of the Yachting New Zealand Keelboat and Offshore Racing Committee, or any committee or committees in substitution thereof
- 8.2.6. Recommend to the Board of Governors appropriate person/s to represent the Club at meetings of the Wellington Yachting Association

8.2.7. Hold Office until the next Annual General Meeting unless removed by a Special General Meeting of members

8.2.8. Keep a true record of proceedings in a book provided for that purpose.

8.3 Five members shall form a quorum at any meeting of the Sailing Committee.

8.4 A meeting of the Sailing Committee shall be called on the requisition of a Flag Officer or the Racing Secretary or three members of the Sailing Committee.

9. ELECTION OF OFFICERS

9.1 The nomination of any candidate for any office including Board Members (except Patron, President, Vice President, Port Captain and Auditor) shall be made by SENIOR or VETERAN financial members, or LIFE members only. The candidate must be a Senior or Veteran member and shall signify acceptance of such nomination in writing to the Chief Executive Officer. Nominations may include a resume of the candidate.

9.2 Such nominations in writing with evidence of acceptance shall be in the hands of the Chief Executive Officer not later than 28 days before the time fixed for the Annual General Meeting.

9.3 The Chief Executive Officer shall post nominations on the Club Notice Board within 24 hours of the time of closing of such nominations.

9.4 The Chief Executive Officer shall within 7 days of the closing date for nominations send a ballot paper detailing the nominations and enclosing a copy of such resumes as have been received to eligible voting members.

9.5 Members eligible to vote may only exercise their vote by returning the ballot paper to the Chief Executive Officer to be received no later than 7 days prior to the date or at the time fixed for the Annual General Meeting.

9.6 In the case of no nomination being received for any office, such office may be filled either at the Annual General Meeting or, following the Annual General Meeting, by appointment by the Board of Governors .

9.7 Results of the postal ballots shall be announced as election results at the Annual General Meeting.

9.8 Where at the time of closure of nominations no more nominations have been received than are required to fill a committee or individual position, no postal ballot shall be required for such positions. Nominees in such case shall be declared elected at the Annual General Meeting.

10. OTHER OFFICES

10.1 At the Annual General Meeting, without prior nomination, the following shall be elected: Patron, President, such number of Vice Presidents as the Meeting may determine, an Auditor, and Port Captains as representatives of the Club at any ports considered necessary.

11. CHAIR

11.1 The Commodore, if present, shall preside at all meetings of the Club and in the Commodore's absence, the senior Flag Officer. In the event of no Flag Officer being present, the meeting shall elect a chairperson and it shall be obligatory on the member so elected by a majority of the members present to take the chair.

12. ANNUAL GENERAL MEETING

12.1 The Annual General Meeting of the Club shall be held in May or June of each year at such time and place as the Board of Governors shall decide.

13. SPECIAL GENERAL MEETING

13.1 A Special General Meeting may be called at any time by the Board of Governors or by the Commodore or, shall be called, upon a requisition signed by at least ten members. Such business shall be set out in the notice to members and only that business or matters reasonably incidental thereto shall be dealt with at the meeting.

14. NOTICE OF GENERAL MEETING AND QUORUM

14.1 Notice of all General Meetings shall be posted on the Club Notice Board not less than fourteen days before the meeting and given to members by circular addressed to their last known postal address and posted or emailed not less than ten days before the meeting. At any General Meeting, twenty-five shall form a quorum.

15. PROCEDURE AT GENERAL MEETING

15.1 At any General Meeting a resolution in order to be duly carried shall be moved by one and seconded by another member and shall be carried or lost on the voices, or, on a division being called for by any member, on a show of hands, or at the discretion of the Chairperson by ballot. In any case (except where expressly provided otherwise by these rules) a resolution shall be carried by a majority of the members personally present and voting at the meeting. The mode of putting motions and amendments and that of regulating the speakers thereto shall conform to that prescribed by the standing orders for the time being of the House of Representatives.

16. CASTING VOTE

16.1 The Chairperson at any meeting of the Club or of any Committee meeting when there is an equality of votes, shall have a casting vote in addition to their own deliberative vote.

17. ELECTION OF MEMBERS

17.1 A candidate for membership (other than Honorary Membership or Temporary Membership) must be proposed in writing on the Club's forms by one Senior, Veteran or Life financial member and seconded by another such member, to each of whom the candidate must be personally known.

17.2 The nomination shall be posted on the Club's notice board immediately after receipt thereof by the Chief Executive Officer. The nomination shall be exhibited on the notice board for not less than seven days.

17.3 Such candidate shall be elected on the application being accepted and confirmed by a majority of the Board of Governors present at the meeting of the Board of Governors at which such application is considered PROVIDED THAT the Board of Governors may adjourn from time to time the consideration of any such application for the purpose of making enquires concerning the eligibility or desirability of the intending member.

17.4 All members shall be elected by ballot if demanded.

17.5 No person who has been struck off the Membership Roll for non-payment of subscriptions, fees or dues shall be eligible for re-election until such subscriptions, fees or dues have been paid in full. No further entrance fee shall be payable in the case of a member re-elected.

17.6 If not elected, a candidate's nomination fee and subscription shall be REFUNDED.

17.7 A candidate for election to membership of the Club shall at the time of application pay any entrance fee or levy payable at that date together with the then annual subscription.

17.8 A candidate for membership by way of Honorary Membership or Temporary Membership must be proposed in writing on the Club's relevant form by one Senior, Veteran or Life or Family member, to whom the candidate must be personally known and by whom the candidate must be personally recommended.

18. ENTRANCE FEES AND SUBSCRIPTIONS

18.1 Entrance fees (if any) and annual subscriptions shall be at such rates as may be fixed by the Board of Governors. From time to time the Board of Governors may differentiate as to the amount to be paid by each particular class of member and by male and female members within a class. The Board of Governors in office within any financial year shall be empowered to set the annual subscription rates payable at the beginning of the following financial year.

19. PAYMENT OF SUBSCRIPTIONS

19.1 The subscription of any member is due on 1 April each year.

19.2 Any member who shall not have paid his subscription dues or other moneys payable to the Club within 1 calendar month of 1 April shall be deemed to be in arrears, may be disbarred from all the privileges of members of the Club and shall not be entitled to vote at any meeting nor compete for any prizes offered by the Club, nor steer any boat in any Club race until such subscription has been paid.

19.3 The Board of Governors may strike off the Membership Register the name of any member whose subscription is not paid in full within 1 calendar month of 1 April or who fails to pay any levy which may be imposed upon him as hereinafter provided for within 21 days after the imposition of same shall have been notified to him and thereupon, such person shall cease to be a member of the Club. The Board of Governors may, however, reinstate any such person upon receipt of such subscription or levy.

19.4 The Board of Governors shall have power to waive either in whole or in part any entrance fee or subscription but such power shall only be exercised in case of hardship or as a special recognition for services rendered to the Club.

19.5 The Chief Executive Officer shall, as directed by the Board of Governors maintain posted on the Club Notice Board a list of all members who are in arrears under this rule.

19.6 The Board of Governors may provide for payment of subscriptions by installment. In such an event a member shall be deemed financial while complying with the installment plan approved by the Board of Governors.

20. RESIGNATION

20.1 Any member wishing to resign shall give notice in writing to the Chief Executive Officer to that effect, but resignation shall not affect the member's liability for subscriptions accrued or other moneys owing at that date and if the Board of Governors thinks fit, such proportion of the current year's subscription. The Board of Governors may reinstate any member who has ceased to become a member upon such terms, including payment of arrears of subscription, as it may think fit.

21. SENIOR MEMBER

A Senior Member shall be a person who has attained 20 years of age who is entitled to all the privileges of the Club subject to payment of the required subscription.

22. JUNIOR MEMBER

A person under the age of 20 years at the date of commencement of the financial year may belong to the Club as a Junior Member and may enjoy such privileges of the Club as the Board of Governors may from time to time determine subject to payment of the required subscription, except that a Junior Member shall not:

- a) be eligible to vote nor bear office, nor to nominate another member as an Officer of the Club;

- b) be entitled to propose a candidate for membership.

23. FAMILY MEMBER

Family Membership shall be open to two adults, whether married, in a civil union or de facto relationship or a solo parent living together with any of the children under the age of 20 years in the relevant membership year. The Family Members shall be entitled to all the privileges of the Club subject to payment of the required subscription. The two adults shall be eligible to vote and bear office. Children included in the Family Membership shall not be entitled to vote, or bear office, or nominate another member as an Officer of the Club, or propose a candidate for membership.

24. GENERAL MEMBER

A General Member shall be a person 20 years of age at the date of commencement of the financial year who shall be entitled to all the privileges of the Club and be entitled to propose a candidate for membership of the Club subject to payment of the required subscription; except that a General Member shall not:

- a) be eligible to vote nor bear office, nor to nominate another member as an Officer of the Club;
- b) be entitled to participate in RPNYC yacht racing.

A General Member may be a person who is a current financial Senior Member of another Yacht Club in Wellington, and such General Member may participate in not more than 10 Club yacht races during the current financial year at the time of application.

A General Member may also be a person who is not currently a member of the Club and who has completed a Club Sailing Academy Course within two months prior to application for membership as a General Member of the Club, and such person may participate in Club yacht races until the conclusion of the current financial year.

25. VETERAN MEMBER

Any person who has been a Senior Member or General Member or Family Member (or a combination thereof) for a period of not less than 15 years and who has attained the age of 65 years may, by notification to the Chief Executive Officer, become a Veteran Member. Veteran Members shall enjoy all the privileges of the Club.

26. HONORARY LIFE MEMBER

Any person who is nominated by the Board of Governors with good and sufficient cause, may be elected at any general meeting to be an Honorary Life Member of the Club. Such nomination and election shall be by majority. Honorary Life Members shall be entitled to all the privileges of the Club. Honorary Life Members shall pay no further subscriptions.

27. HONORARY MEMBER

Honorary membership (for a term of three months or such longer period as the Board of Governors may from time to time and in each case approve) be granted by the Board of Governors to a person not actively engaged in the sport of yachting in the Wellington region but who is: (i) performing a service for the Club; (ii) a visiting yachtsman from another region or country; (iii) associated with the Club's activities.

Such member shall be entitled to those privileges which the Board of Governors shall from time to time determine except that an Honorary member shall not: (i) be eligible for to vote nor bear office nor to nominate another member as an Officer; (ii) be entitled to propose a candidate for membership.

The Board of Governors shall have the power at any time to revoke the admission of an Honorary member without giving notice to such Honorary member and without assigning any cause.

28. TEMPORARY MEMBER

Any person aged 20 years at the commencement of the financial year current at the time of application may make application to the Club and may at the discretion of the Board of Governors be granted Temporary Membership. A Temporary Member shall be entitled to visit the premises of the Club on no more than three occasions during the current financial year AND shall be entitled to such limited privileges as the Board of Governors may from time to time in its discretion determine EXCEPT that a Temporary Member shall not in any event:

- a) be eligible to vote nor bear office nor to nominate another member as an Officer of the Club;
- b) be entitled to propose a candidate for membership of the Club;
- c) be entitled to participate in Club yacht racing.

The Board of Governors (directly or by its delegates) is entitled at any time to revoke the membership of any Temporary Member without giving notice to such Temporary Member and without assigning any cause.

29. AFFILIATED CLUB MEMBER

- a) The Board of Governors may from time to time approve any club, association or other organisation or group of people as an Affiliated Club member. Such approval shall entitle the members of that Affiliated Club to use such of the Club's facilities and participate in such Club activities as the Board of Governors may determine from time to time, subject to the following provisions.
- b) The Affiliated Club will upon joining the Club and then annually on each anniversary of the joining date, provide the names, addresses and contact details of the Officers of that Club together with the names, addresses and contact details of those members who wish to sail at the Club.
- c) The Affiliated Club shall pay an annual subscription fixed for that Affiliated Club by the Board of Governors in its discretion (if any).
- d) Members of the Affiliated Club shall pay such annual subscription as may be fixed from time to time for that purpose by the Board of Governors.
- e) The membership of the Affiliated Club may be terminated at any time by the Board of Governors by giving written notice to the Officers of the Affiliated Club at their last known address.
- f) The membership of a member of the Affiliated Club as an individual may be terminated at any time by the Board of Governors by giving written notice to such member at his or her last known address.
- g) An Affiliated Club member or any of its members shall not be (i) eligible to vote or to bear office, or to nominate another member as an Officer of the Club; (ii) entitle to propose any candidate for membership of the Club.

29A. CORPORATE MEMBER

Any company or business entity may be elected to Corporate Membership. Such Corporate Membership shall be for such term as the Board of Governors may from time to time determine. A Corporate Member shall be entitled to:

- a) Use of the Club Boardroom for meetings or training purposes for a maximum of 10 days a year on such dates as may from time to time be agreed by the Chief Executive Officer between the hours 8.30am - 5.30pm, Monday to Friday inclusive.
- b) Four approved persons may each become a Senior Member in each year (without payment of an annual subscription). Such free Senior Membership may be allocated to nominated persons who are either owners or employees of the Corporate Member (or spouse of same) and such persons shall be entitled to all the rights and privileges of a Senior Member.
- c) Promotion in such manner as the Club in its discretion may from time to time consider appropriate for an active club and/or yachting supporter.
- d) Corporate Members shall not be entitled to vote at any meetings.

29B. STUDENT MEMBER

A person who is aged over 20 years at the date of commencement of the current financial year and who is a current fulltime student at an approved New Zealand Tertiary Education Institute (which shall be a matter to be determined by the Board of Governors in its absolute discretion) may belong to the Club as a Student Member and may enjoy such privileges of the Club as the Board of Governors may from time to time determine subject to payment of the required subscription, provided that a Student Member shall not:

- a) be eligible to vote or bear office for election or nominate another member as an Officer of the Club;
- b) be entitled to propose any candidate for membership of the Club.

29C. OVERSEAS MEMBER

Any person may be elected a Overseas Member whose principal residence is overseas. An Overseas Member shall be entitled to all the privileges of the Club subject to payment of the required subscription, except that the Overseas Member shall not:

- a) be eligible to vote nor bear office, nor to nominate another member as an Officer of the Club;
- b) be entitled to propose a candidate for membership of the Club.

30. CHANGE OF STATUS AND ADDRESS

30.1 It shall be the duty of any member to forthwith notify the Chief Executive Officer in writing of any change in the status of their membership or of any change of address and unless such notice in writing is given the Club shall be under no liability to such member for non-receipt of any notices. The Board of Governors shall have the power without notice to change the membership status of any person if for any reason by reason of that person's change of circumstances a change of status is required by the Rules.

31. DISCIPLINARY POWERS

31.1 If the Board of Governors becomes aware that any member shall have committed a breach of these Rules or any regulations or by-laws made there under, or shall have been guilty of insubordination or misconduct either in or out of the Club, which in the opinion of the Board of Governors is injurious or prejudicial to the character, welfare or interests of the Club, the Board of Governors may inquire into the matter at a meeting called for that purpose. The member whose conduct is in question shall be given not less than three days notice of the meeting and of the conduct complained of and shall be notified of the right to appear and make such explanation or call such evidence as desired. If the Board of Governors finds that such member shall have

committed a breach of these rules or any regulations or by-laws made there under or if it finds such conduct to have been injurious or prejudicial as aforesaid it may:

- 31.1.1. Admonish such member
- 31.1.2. Suspend such member for a period not exceeding three months during which the member shall not be entitled to such privileges of the Club as the Board of Governors may determine
- 31.1.3. Call on such member to resign and/or
- 31.1.4. Expel such member

31.2 If any member is aggrieved by any such decision of the Board of Governors the member shall within seven days from the date of receipt of the decision of the Board of Governors have the right upon presenting a requisition signed by at least five SENIOR financial members and upon payment of such deposit as the Executive Committee shall determine (but not exceeding \$100) to appeal to a Special General Meeting of the Club. Such meeting shall be called within 21 days of the receipt by the Chief Executive Officer of the requisition and shall have power to confirm, rescind or vary the decision of the Board of Governors. The meeting shall also determine whether the deposit of the member shall be returned or forfeited either in whole or in part.

32. BORROWING POWERS

32.1 The Club shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Club or without any such security and upon such terms as priority and otherwise as the Club or Board of Governors shall think fit but the powers of borrowing or raising money shall not be exercised except by the authority of the members of the Club present and voting at any Annual General Meeting or at a Special General Meeting called for the purpose.

33. LEVIES

33.1 Should the Board of Governors at any time find they have not sufficient funds at their disposal to carry on the affairs of the Club, they shall call a Special General Meeting, by circular to all members, and place the financial position and their suggestions for meeting same before such meeting, and the majority of those present and voting at such meeting shall have the power to make a levy or call on the members equal to the estimated amount of such deficiency, and notice of such levy or call shall immediately be posted to every member.

34. RESERVE FUND

34.1 At each Annual General Meeting an amount may be allocated to a reserve fund and such reserve fund shall not be used for any purpose except by the authority of two-thirds of the members of the Club present and voting at any Annual General Meeting or at a Special General Meeting called for the purpose.

35. YACHT REGISTER

35.1 Each member shall state in writing to the Chief Executive Officer such particulars of their vessel as the Sailing Committee shall require and subject to compliance with this Rule, those particulars shall be entered in the Club Register of Yachts.

35.2 Commercial vessels shall not be entered on the Club Register provided however that where a vessel has dual functions one of which is amateur boating; or a vessel is bona fide hired or chartered to a Club Member. Such a vessel may, at the discretion of the Sailing Committee, be entered on the Club Register of Yachts.

35.3 Vessels jointly owned may be entered on the Club Yacht Register provided that one of the owners is a financial member of the Club.

35.4 It shall be the duty of a member to notify the Chief Executive Officer of any change of ownership of a yacht on the Club Yacht Register.

36. RACING REGULATIONS

36.1 Unless specifically provided by otherwise in the Sailing Instructions, to be eligible to contest any race a yacht must:

36.1.1. Be entered on the Club Yacht Register, and

36.1.2. Have a Club Member as a person in charge.

36.2 All sailing events shall be sailed under the then current rules of the International Sailing Federation Racing Rules of Sailing (RRS) and with Yachting New Zealand Prescriptions and Safety Regulations, as amended by the Sailing Instructions.

37. UNIFORM

37.1 The Club Uniform consists of a double breasted navy blue Royal Navy style jacket with eight Club buttons, blue or white trousers or skirt as appropriate, black tie, blue cap which may be worn with a white top with cap badge, and white shirt. White shoes shall be worn with white trousers and black shoes with blue trousers or skirt as appropriate. The Commodore wears three stripes of gold braid 9.5 mm wide on sleeve, Vice Commodore two stripes and Rear Commodore one stripe.

37.2 The Club blazer shall be navy blue, single or double-breasted, with the Club burgee on the breast pocket and with Club buttons. The Club button shall be a gilt naval button with a "rope" edge, on which are the initials RPNYC under a crown.

37.3 The Club's cap badge shall be a Royal Navy type badge with the Club burgee in the centre. All other badges shall be a replica of the Club burgee. The Club tie shall be navy blue with small replicas of the Club burgee thereon.

37.4 Past Flag Officers who have served not less than one full year in office shall be entitled to wear the Club uniform with the insignia of the highest rank attained and so held, but with the letter "P" 13-mm high embroidered in gold braid above the stripes.

38. CREST

38.1 The Club Crest shall be oval in shape and consist of a garter on which is shown the name of the Club. This surrounds a reproduction of the centre of the Club burgee. The whole is surmounted by a Crown.

39. BURGEE

39.1 The Club Burgee is a white cross with a blue anchor fouled at intersection, upper inner canton black with crown; lower inner canton red; outer canton blue.

40. OFFICERS' FLAGS

40.1 The Commodore's flag shall be a swallowtail of a similar device to the burgee. The Vice Commodore's flag shall be similar to the Commodore's with one white ball in the lower inner canton. The Rear Commodore's flag shall be similar to the Commodore's with two white balls vertically in the lower inner canton. The Port Captain's flag shall be similar to the Commodore's but with two white five pointed stars vertically in the lower inner canton.

41. FLYING FLAGS

41.1 No member shall fly the Club flags from any yacht not on the Club Yacht Register. This rule shall not apply in the case of Flag Officers or a Port Captain.

42. VISITORS

42.1 Members have the privilege of introducing visitors. A member introducing a visitor shall enter their name in the Visitor's Book in the manner therein prescribed and shall be answerable for the conduct of the guest while on the premises. No guest shall be introduced more often than once in each calendar month unless such guest resides within the area as is from time to time prescribed for qualifications for COUNTRY membership and prior approval has been obtained from a Flag Officer in which case such guest may be introduced on not more than three occasions in each calendar month. The member introducing a guest shall be responsible for seeing that such guest does not remain on the Club premises after the member has left the premises unless the guest has been re-introduced by another member on the premises who is answerable for the conduct of the guest.

43. CLUB PROPERTY

43.1 No member shall remove any property of the Club from the Clubhouse except under by-laws made by the Board of Governors. Members shall pay the full cost of replacing any Club property destroyed, damaged or lost by them unless acting under authority.

44. MEMBERS' PROPERTY

44.1 The Club will not be responsible for any property of any member left in the Clubhouse.

45. OBJECTIONABLE BEHAVIOUR

45.1 No gambling, betting or objectionable language or conduct of any kind shall be allowed, nor shall any intoxicating liquor be brought into the Clubhouse except by order and upon the authority of the Chief Executive Officer.

46. NOTICES

46.1 No notices shall be posted in the Clubhouse unless signed and dated by a Flag Officer, Chief Executive Officer, Racing Secretary, or two of the Board of Governors.

47. ANIMALS

47.1 No member shall bring any animal into the Clubhouse except those required by persons who are handicapped or disabled (i.e. guide dogs).

48. ALTERATIONS TO RULES

48.1 These rules or any of them shall not be altered, added to or rescinded except at a General Meeting pursuant to fourteen days notice in writing given by the Chief Executive Officer, of the intention to move such alteration, addition or rescission. The proposed alteration, addition or rescission or new rules shall be set out in a notice of the meeting posted on the Club's Notice Board and shall be stated in the circular to members giving notice of the meeting.

49. COMMON SEAL

49.1 The Club shall have a Common Seal, which shall be held for the Club by the Chief Executive Officer and shall not be affixed to any document except by any two members of the Board of Governors in the presence of the Chief Executive Officer pursuant to a resolution of the Executive Committee. The members of the Board of Governors who shall affix the Common Seal to any document as aforesaid and the Chief Executive Officer shall sign such document on behalf of the Club.

50. LIQUIDATION

50.1 The Club shall be wound up as follows:

- 50.1.1. By a Special Resolution passed at a General Meeting.
- 50.1.2. Confirmation by a further Special Resolution of the first Special Resolution at a second General Meeting to be held not later than 30 days after the date on which the first Special Resolution was passed.
- 50.1.3. Upon liquidation of the Club the surplus assets available after the payment of all liabilities shall be applied to the benefit of any body or organisation which the Board of Governors determines will further the Objects of the Club, but in no circumstances shall the assets be paid to or distributed among the Members.

51. LIMITATION OF LIABILITY AND INDEMNITY

51.1 No current or former Board Member shall have any liabilities to the Club or its Members for any Act or omission in his or her capacity as a Board Member except in the case of his or her own fraud, dishonesty or breach of fiduciary duty. The extent of the Chief Executive Officer's liability shall be determined by the terms of his or her contract.

51.2 Each current or former Board Member is hereby indemnified by and out of the assets of the Club against:

- 51.2.1. Any liability arising out of any act or omission in his or her capacity as a Board Member excluding criminal liability arising out of his or her own fraud, dishonesty or breach of fiduciary duty; and
- 51.2.2. Costs incurred by him or her in any proceeding relating to such liability.
- 51.2.3. For the purposes of the Contracts Privity Act (1982), this Rule is intended to be enforceable by each Member of the Board of Governors.

52. GENERAL

52.1 The decision of the Board of Governors on the interpretation and/or construction of any rules, by-laws or regulations shall be final.

53. BOARD OF GOVERNORS TERMS OF REFERENCE

53.1 The Board of Governors shall prepare a Terms of Reference document which shall be reviewed and amended from time to time for the purpose of defining the governance policy for the Board of Governors and the Sailing Committee and the operational policy of the Club

54. FINANCIAL YEAR

54.1 The financial year of the Club shall commence on the first day of April in each year and end on the thirty-first day of March of the subsequent year.