

RULES OF KARĀPIRO ROWING INCORPORATED

1.0 NAME

1.1 The name of the Society is "Karāpiro Rowing Incorporated" (hereinafter referred to as "KRI").

2.0 OBJECTS

2.1 To manage, maintain and develop the rowing course and regatta facilities at Lake Karāpiro so as to provide:

2.1.1 a national rowing course of a standard which is suitable for staging the New Zealand Rowing Championships and the New Zealand Secondary Schools Rowing Championships;

2.1.2 an international rowing course to comply with the FISA specifications for an international rowing course when required, subject only to variations which are imposed by the specific characteristics of Lake Karāpiro and the Lake Karāpiro Domain or the requirements of those bodies with regulatory authority over the Lake and the Domain;

2.1.3 effective, accurate, safe and reliable course and regatta management facilities;

2.1.4 personnel required for all aspects in the effective staging of regattas and events under KRI management;

2.1.5 regatta organisation and management which is consistent with the Constitution, Rules of Racing and Safety Protocols of the New Zealand Rowing Association (NZRA) and, where applicable, the New Zealand Secondary Schools Rowing Association (NZSSRA).

2.2 To maximise the opportunities for athletes to participate in regattas and events held by KRI.

2.3 To organise, as required, regattas and events at Lake Karāpiro.

2.4 To provide course and regatta management facilities as may be required and on the terms and conditions as agreed to support:

2.4.1 the New Zealand Rowing Association;

2.4.2 the New Zealand Secondary Schools Rowing Association;

2.4.3 member organisations who may hold events or regattas on the lake in general at Lake Karāpiro.

2.4.4 other bodies holding on water regattas and events which are in the interests of KRI to support provided that these events do not conflict with member's wishes.

2.5 To make lake booking applications annually to Environment Waikato and the Waipa District Council for all rowing regattas and events to be held on Lake Karāpiro under the auspices of KRI.

2.6 To secure funding for the operation and maintenance of the facilities and the provision of regatta and event services, by any means including:

2.6.1 entry fees provided however the Board shall endeavour to set entry fees at a minimum level after taking into account funds likely to be generated for the proposed regatta or event with the intent that the entry fees should not be applied to fund capital items;

RULES OF KARĀPIRO ROWING INCORPORATED

- 2.6.2** amenity fees (where appropriate);
 - 2.6.3** sponsorship fees, for regattas or aspects thereof and individual races;
 - 2.6.4** concession fees to operate canteen and catering facilities and other facilities for the sale or advertising of promotional goods and services at the regatta;
 - 2.6.5** contributions from NZRA and NZSSRA towards the staging of regattas and events;
 - 2.6.6** provided however that in relation to regattas staged for the NZSSRA, KRI shall reach agreement with NZSSRA on concessions which may be extended to schools on agreed terms.
- 2.7** To promote the sport of rowing by acting in the best interests of its members in providing and supporting conventional skiff rowing at Lake Karāpiro in the first instance, and further will ensure the management of assets including the use thereof is in the best interests of the members who represent conventional skiff rowing.

3.0 MEMBERSHIP

- 3.1** A Member of KRI means a Member Association or a Life Member.
- 3.2** A Member Association is an incorporated society that is recognised by NZRA as a Local Association (pursuant to Article 35.1 of the NZRA Constitution), is admitted to membership under these Rules, and which has not ceased to be a Member under these Rules.
- 3.3** The membership of KRI as at the date of these Rules shall comprise the following members:
- Auckland Rowing Association Incorporated
 - Bay of Plenty Rowing Association Incorporated
 - East Coast Rowing Association Incorporated
 - Whanganui Rowing Association Incorporated
 - Waikato Rowing Association Incorporated
 - Wellington Rowing Association Incorporated
- 3.4** The membership of KRI may, on the vote of at least two thirds of the votes cast by members at any annual or special general meeting called for that purpose, be extended to include any new or existing rowing association based in the North Island of New Zealand and recognised by NZRA who may make an application in writing to the Board seeking membership.
- 3.5** A Member Association ceases to be a Member:
- 3.5.1** by giving written notice of their intention to resign, signed by two officers of that Member Association; or
 - 3.5.2** when that Member Association is no longer incorporated; or
 - 3.5.3** when that Member Association is no longer recognised by NZRA as a Local Association (pursuant to Article 35.1 of the NZRA Constitution).

RULES OF KARĀPIRO ROWING INCORPORATED

3.6 KRI Life Membership

- 3.6.1** Life membership is a vehicle to formally acknowledge an individual's eminent contribution to the vision and ethos of Karāpiro Rowing Inc. Such an honour may be bestowed upon those involved in rowing management, operations and/or people/persons involved with support activities which form part of KRI's events and associated administration.
- 3.6.2** Each year a sub-committee of three, appointed by the Board, shall deliberate as to the worthiness of members nominated to this membership. One Board member shall chair that sub-committee. The sub-committee may use any and all means of calling for nominations.
- 3.6.3** The results of their deliberations and recommendations shall be presented to a Board meeting prior to the next Annual General Meeting for consideration and decision followed by endorsement at the AGM.
- 3.6.4** A suitable announcement shall be made at the Annual General Meeting

4.0 BOARD AND EXECUTIVE

- 4.1** KRI shall be managed by a Board comprising six persons:
 - 4.1.1** Four persons elected in accordance with clause 4.3.
 - 4.1.2** One person nominated by NZRA on an annual basis and confirmed by the members at the annual general meeting.
 - 4.1.3** One person appointed by the Board for a 3-year term and confirmed by members at the next annual general meeting.
- 4.2** Every Association who does not have a Board member appointed shall be entitled to appoint an observer to attend the Board meetings.
- 4.3** All elected Board members shall be elected by a simple majority vote of members voting in person at an annual general meeting or a special general meeting convened for that purpose for terms of 3 years. At the end of a 3-year term the elected Board member shall retire. A person retiring shall be eligible for re-election for another term but can only fulfil a maximum of 3 consecutive terms. A person retiring after fulfilling the maximum period for re-election may be a candidate for election after standing down for a minimum 1-year period.
- 4.4** The Board shall seek nominations in respect of vacancies arising by reason of retirement of elected Board member/s from member associations or more widely as the Board thinks fit, at least ten weeks before the annual general meeting at which an election will be held.
- 4.5** Nominations shall be received from member associations by the Board not less than six weeks before the annual general meeting at which the election will be held.
- 4.6** At its first meeting of each year the Board shall elect from its members a chairman of the Board.

RULES OF KARĀPIRO ROWING INCORPORATED

4.7 The Board shall appoint a person or persons to act as:

4.7.1 secretary to the Board to record all meetings and conduct any other business as may be decided by the Board; and

4.7.2 treasurer to the Board to prepare all accounting and financial transactions that the Board may approve.

4.7.3 the position of secretary and treasurer may be the same person.

4.8 The Board may also appoint a person or persons to carry out such functions and responsibilities as the Board may define, on a full-time or part-time basis, with or without remuneration at a level to be determined by the Board.

4.9 At all meetings of the Board, four Board members present shall form a quorum.

4.10 Where an extraordinary vacancy on the Board arises in relation to an elected member that vacancy may be filled by an appointment by the Board, provided however that any persons so appointed shall be obliged to present themselves for election at the succeeding General Meeting.

5.0 RESIGNATION AND REMOVAL OF BOARD MEMBERS

5.1 A Board member may resign from office as such at any time by tendering to the secretary a written notice of resignation or by announcing the same at a meeting of the Board. A written resignation shall take effect from the date of its receipt.

5.2 A Board member may be removed from office before the expiration of his or her period of office by a decision of the Members as listed in Clause 3.1, where a majority of those Members are satisfied that the Board member is unfit by reason of personal circumstance such as criminal conviction or bankruptcy to continue in office, or has been seriously negligent in carrying out the duties and responsibilities expected of a Board member.

6.0 REMUNERATION OF BOARD MEMBERS

6.1 No member of the Board or any person associated with a member of the Board, shall participate in, or materially influence any decision made by the Board in respect of the payment to or on behalf of that member of the Board or associated person of any income, benefit or advantage whatsoever.

6.2 Any remuneration for services or payment for goods to any Board member shall be decided by the Board on being satisfied that the level has been established on an arms-length basis.

7.0 GENERAL MEETINGS

7.1 The annual general meeting shall be held no later than 30 September each year at a venue to be decided by the Board in order to:

7.1.1 receive the report of the Board;

7.1.2 adopt the accounts for the previous financial year;

RULES OF KARĀPIRO ROWING INCORPORATED

- 7.1.3** elect members of the Board to fill the vacancies caused by retiring members as per clause 4.0 above;
 - 7.1.4** confirm the appointee nominated by NZRA;
 - 7.1.5** discuss and make recommendations on the proposed dates for regattas and events to be held at Lake Karāpiro under the auspices of KRI in the following seasons;
 - 7.1.6** adopt the proposed programmes of events at regattas for the ensuing season;
 - 7.1.7** adopt the proposed schedule of entry fees, amenity fees and/or any other fees for regattas and events in the ensuing season, except those fees for the New Zealand Rowing Championships and the New Zealand Secondary Schools Rowing Championships which are set by the respective associations;
 - 7.1.8** adopt a financial plan to cover the maintenance and renewal of plant and equipment over the next succeeding years; and
 - 7.1.9** appoint a Chartered Accountant or an Auditor (as may be recommended by the board) to review the Accounts as may be considered necessary for Funding or Reporting purposes.
- 7.2** Notice of the annual general meeting shall be forwarded to all member associations at least ten weeks prior to the date of the meeting calling for any notices of business to be discussed and Board members to be elected as set out in clause 4.0 above, which matters shall be received by the secretary no later than six weeks prior to the date of the meeting.
- 7.3** An agenda detailing all matters to be discussed at the annual general meeting shall be forwarded to all member associations not less than four weeks prior to the date of the meeting.
- 7.4** The Chairman of the Board shall be the Chairman of all general meetings of the members but in the event that the Chairman is not present then the members shall elect one of their number to act as Chairman of the meeting.
- 7.5** A special general meeting may be called by the Board or at the request of two members listed at Article 3.3 to decide on a specific item of business. Notice and agenda for any special general meeting shall be forwarded to all member associations no later than four weeks prior to the date of the meeting.
- 7.6** At all general meetings:
- 7.6.1** Member associations shall be represented by delegates duly appointed by the members and advised to the secretary in writing prior to the commencement of the meeting.
 - 7.6.2** Each member association shall be entitled to appoint up to two delegates to speak and vote on behalf of the member association.
 - 7.6.3** A delegate appointed to speak and vote on behalf of a member association may not represent another member association at the same meeting.

RULES OF KARĀPIRO ROWING INCORPORATED

- 7.6.4** Each member association represented by delegate/s shall have two votes each of which may be exercised by the one delegate or each delegate separately.
- 7.6.5** Except as otherwise provided in these rules, all voting shall be by voices, show of hands or ballot as the meeting may decide, and any such matter shall be decided by the simple majority of the votes cast. In the event of an equal number of votes the chairman of the meeting shall have a casting vote.
- 7.6.6** Delegates present representing five-member associations shall form a quorum.
- 7.6.7** Office holders of clubs or schools who are affiliated to member associations may attend and may be afforded speaking rights but have no vote.

8.0 ACCOUNTS

- 8.1** The financial year for KRI shall commence on 1 May each year.
- 8.2** The Board shall maintain proper accounts and shall present an income and expenditure account and balance sheet, including a statement of mortgages, liabilities and other charges to the annual general meeting for adoption and subsequent filing with Registrar of Incorporated Societies.
- 8.3** Any bank account of KRI shall be operated on by signatories as determined by the Board from time to time.
- 8.4** The Board shall maintain an inventory of all assets under its management and a maintenance and replacement schedule for each.
- 8.5** The Board shall prepare and update each year a rolling five-year financial plan covering the expected costs of maintaining and replacing the assets and the funding proposed to meet these costs.

9.0 COMMON SEAL

- 9.1** The Board shall provide a common seal for the Society and may from time to time replace it with a new one.
- 9.2** The secretary shall have custody of the common seal, which shall only be used by the authority of the Board.
- 9.3** Every document to which the common seal is affixed shall be signed by the Chairman of the Board and countersigned by the secretary or a member of the Board.

10.0 CHANGES TO RULES

- 10.1** No addition, alteration, amendment or revision to these rules shall be made except at an annual general meeting or special general meeting (including a special general meeting conducted by postal or email ballot) called for that purpose.

RULES OF KARĀPIRO ROWING INCORPORATED

- 10.2** Notice of any proposal to change these rules shall be submitted in writing to the secretary not less than six weeks before the meeting at which the proposal is to be considered and shall be circulated by the secretary to all member associations not less than four weeks before the date of the meeting.
- 10.3** A proposal to change these rules shall require not less than two thirds of the votes cast by delegates representing member associations in favour of the proposal to be carried.
- 10.4** No addition to, or alteration of the objects, the personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department's approval.

11.0 POWERS

11.1 Without limiting any general powers vested in it, the Board shall have power to:

- 11.1.1** purchase, take on lease or in exchange, hire, licence, or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which the Board shall think necessary or expedient.
- 11.1.2** purchase, lease, hire or otherwise acquire, construct and maintain and to sell, exchange or otherwise dispose of buildings, fences, machinery, skids, slipways, hauling out sites, roads, paths and other works property or assets whatsoever as may be rendered necessary or expedient for the use of KRI.
- 11.1.3** borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security without security and upon such terms and conditions as the Board may think fit.
- 11.1.4** invest the whole or any part of KRI's funds in such securities or assets and upon such terms as the Board may think fit.
- 11.1.5** employ such persons or seek such professional or technical advice as may be required to achieve or further the objects of KRI

12.0 INDEMNITY

12.1 No action in law or other claim may be taken by members or their executors or administrators against any other member of KRI or committee or officer in pursuance of the provisions of these rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the committee is liable for any loss or expenses of KRI or any member unless it occurs as a result of lawful default.

13.0 LIABILITY OF MEMBERS

13.1 No member is under any liability in respect of any contract, debt or other obligation made or incurred by KRI.

RULES OF KARĀPIRO ROWING INCORPORATED

14.0 WINDING UP

- 14.1** Upon the winding up of KRI pursuant to Section 24 of the Incorporated Societies Act 1908, the Assets of KRI shall, after payment of all liabilities be vested in the Board of the New Zealand Rowing Association Inc., to be held in trust for and delivered to any similar body which may be formed to carry on the objects of KRI as set forth in Section 2, or to carry out objects of a similar nature.