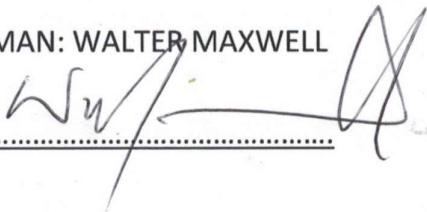


# Ngā Tai Tūātea a Taraika Swimming Club Inc

ATHLETES MATTER  
WINNING IS THE PURSUIT  
ONE BIG WHANAU

CHAIRMAN: WALTER MAXWELL

SIGN: \_\_\_\_\_



KARAKIA

Kotahi te kohao o te ngira

→ Te Ao o Tara

→ Ngā hua

"Ka oha ki te kauae runga

Ka oha ki te kauae raro

Āna

ABSTRACT

**Our Purpose; "to create a positive, fun and inclusive club environment that values the pursuit of excellence".**

Ngā Tai Tūātea a Taraika Swimming Club Inc

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## Part I – Objects and Powers

### 1. Name, acknowledgement, registered office and status

- 1.1 The name of the organisation is Ngā Tai Tūātea a Taraika Swimming Club Incorporated (the **Club**) and our club colours are Black with Gold trim.
- 1.2 The Club would like to acknowledge Te Atiawa Taranaki Whanui and Kura Moeahu, Iwi leader of Te Atiawa and the Chairman of Te Runanganui o Te Ātiawa for the wonderful taonga he bestowed to the Club, the gift being the name of the swim club. This wonderful name carries a tremendous amount of mana, responsibility, support and endorsement from Mana Whenua. The name aligns with the cultural narrative of Te Whanganui a Tara with the translation being the 'Splashing Waters, the Rolling Waves of Tara'.
- 1.3 The registered office of the Club is Level 2/111 Customhouse Quay, Wellington Central, Wellington 6011.
- 1.4 The status is:
  - a. an incorporated society established under the Societies Act 1908; and
  - b. bound by and must observe the rules and decisions of:
    - i. FINA, Swimming NZ and the Regional Association in which it is located.
    - ii. Ngā Tai Tūātea a Tara Aquatic Sports Hub (Aquatic Sports Hub). The Swim Club is an active financial member of the Aquatic Sports Hub and holds the position of Ngaru iti on the board representing the activities that take place within the confines of a swimming pool or open water swimming for the club.

### 2. Values and the Objects

- 2.1 He Whānau Kotahi tātou
  - a. We pride ourselves on acceptance and tolerance.
  - b. We develop and maintain positive, diverse relationships based on inclusion.
  - c. Our interactions with you and each other are meaningful and genuine.
- 2.2 He kaupapa mō te katoa
  - a. Support for our wider whanau (Aquatic Sports Hub & The Swimming Community) is what we stand for.
  - b. Our whānau is unified and focused on your well-being.
  - c. We create an environment of manaaki.
  - d. Our purpose; “to create a positive, fun and inclusive club environment that values the pursuit of excellence”.
  - e. We are inclusive, we have an open-door policy and welcome anybody through our door seeking to belong.
  - f. We believe in the principals of restorative justice promoting healing and preservation of mana which speaks directly to “He kaupapa mō te katoa”. To behold to these values contravenes the workings of the ineligibility rule described in point 11.6 and 11.7 the suspension of Club Committee Member. We are clear, the well-being, the health and safety of our whānau is paramount but under such ruling the practice of Manaakitangi must guide whanau, the club when addressing such matters ensuring the Club remains aligned to the cultural narrative of Whakawhanauatanga.
- 2.3 The objects of the Club are to:
  - a. Promote, develop, enhance and support the growth and performance of Swimming and the Sport of Competitive Swimming as an amateur sport in the region from entry level club swimmers to elite HP swimmers.

- b. To support its object, Ngā Tai Tūātea a Taraika Swimming Club Incorporated will:
  - i. Be a member of Swimming NZ and assist and support the operation of Swim NZ in its Region.
  - ii. Be an active member of the Aquatic Sports Hub to assist and support all operations and events.
  - iii. Support and deliver the Club's strategic Plan in its Region including:
    - Working with Swimming Member Clubs within the Region, Swimming NZ and the Regional Association in which it is located to develop and implement Swimming NZ's strategy;
    - Working with the Member clubs associated to the Aquatic Sports Hub to develop and implement swimming strategies to the member clubs of the Aquatic Sports Hub;
    - Facilitate the delivery of swim programmes for competitive swimming, aquatic sports and learn to swim. The focus is to build swimmer and aquatic capacity by attracting new membership;
    - Minimising as much as practical the administrative complexity of competitive swimming;
    - Complying with the policies and standards set by Swimming NZ and Ngā Tai Tūātea a Taraika Aquatic Sports Hub;
    - Facilitate the delivery of water safety programmes by engaging aquatic user groups, the community, local schools and sports groups building more awareness around water safety.
- c. Have sound governance structures, processes, and policies.
- d. Seek and promote the membership of the Club.
- e. Deliver swimming programmes with opportunities to develop and promote the Sport of Swimming to raise awareness of and interest in swimming. Furthermore, this will enable, encourage and enhance the participation, enjoyment and performance in Swimming and the Sport of Swimming as an activity that promotes the health and safety of all participants, respects the principles of fair play, and is free from doping in the Wellington City Region;
- f. Maintain a strong interest in learn to Swim, intermediate level swimming, competitive programmes and water safety educational activities for the promotion of sport, health and fitness;
- g. Promote and develop opportunities with Water Safety NZ and their educational programmes to enable, encourage and enhance the participation, enjoyment and promotion of water safety in Wellington;
- h. Represent the interests of Club Members at general meetings of Swimming NZ and meetings involving the aquatic sports hub Ngā Tai Tūātea a Taraika;

### **3. Powers and Responsibilities**

3.1 **Powers:** The Club has the power, jurisdiction and authority subject to these Rules, to do the following:

- a. Make, alter, rescind, and enforce these Rules, and any Regulations, policies and procedures for the governance, management and operation of the Club;
- b. Resolve disputes in accordance with whichever of the following rules are relevant, these Rules, and, the rules contained in the Swimming NZ Constitution, the rules of any national association

that exists for the Sport of Swimming and the rules contained in Ngā Tai Tūātea a Taraika Aquatic Sports Hub Constitution;

- c. Determine its membership including suspending or terminating the membership of Club Members;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including generating income streams to support the financial capacity of the club;
- f. Sell, mortgage, charge or otherwise dispose of any property of the Club and grant such rights and privileges over such property as it considers appropriate;
- g. Protect the Intellectual Property of the Club at all times, using its best endeavours to use and protect the Intellectual Property of Swimming NZ, any national associations that exists for the Sport of Swimming and furthermore the IP of Ngā Tai Tūātea a Taraika Aquatic Sports Hub;
- h. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Club Members and other persons and organisations including with Ngā Tai Tūātea a Taraika Aquatic Sports Hub;
- j. Organise and control Swimming competitions, events and programmes administered by the Club in accordance with Swimming NZ rules and regulations for the Sport of Swimming. Enforce the rules as issued by Swimming NZ;
- k. Select Club representative squads, teams, individuals, coaches and judges to participate in Swimming and/or Sport of Swimming events (if any);
- l. Delegate powers of the Club to the Executive Committee or a selected sub-committee;

3.2 **Responsibilities:** The Club is responsible for promoting, developing, enhancing and protecting Swimming and the Sport of Swimming in the Wellington City Region and in particular for:

- a. Developing strategies, policies, programmes and initiatives for the Club;
- b. Delivering Swimming or the Sport of Swimming initiatives to encourage participation and the continual increase in the number of individuals participating in Swimming and the Sport of Swimming;
- c. Seeking and securing revenue, funding, grants, and sponsorship for the delivery of its strategies, programmes and initiatives;
- d. Identifying and developing talent and supporting Club teams and representatives;
- e. To be the representative for Swimming and the Sport of Swimming on the Aquatic Sports Hub board in accordance with Ngā Tai Tūātea a Taraika rules and regulations;

## Part II – Membership

### 4. Club Member

4.1 **Club Members:** The Club shall have as its Club Members, competitive pool swimmers, competitive ocean swimmers, competitive surf lifesaving swimmers, competitive triathletes and adventure racers, learn to swim, officials, and any other members it considers appropriate provided that such membership is consistent with these Rules, the Swimming NZ Constitution and Regulations and the Rules and Regulations of the Aquatic Sports Hub or be consistent with similar constitution requirements (if any) of any national association for the Sport of Swimming. The approval for membership is set by the Club Committee. Club Members are determined by and shall be divided into the following categories of membership:

- a. **Junior Members:** all individuals aged up to 13 years (as at 30 June each year);
- b. **Youth Members:** all individuals aged 13 years to 16 years (as at 30 June each year);
- c. **Senior Members:** all individuals aged 16 years or older (as at 30 June each year);  
→ (Who do, or wish to, or at the discretion of the coaching team participate in or have an interest in Swimming and the Sport of Swimming).
- d. **Associate Members:** all individuals who wish to be associated with the Club but who do not wish to obtain all of the rights and benefits associated with membership of the Club who have been accepted as an Associate Member in accordance with Rule 4.2a;
- b. **Membership:** subject to whether you join as a participant, coach, manager, official or in any other capacity and who have been accepted as a Member of the Club in accordance with Rule 4.2a:

When applicable:

- c. **Life Members:**
- d. **Honorary Member:**

4.2 **Becoming a Club Member:** From the Commencement Date, an individual shall become a Club Member by:

- a. Apply in writing to the Club Committee for membership in accordance with these Rules, pay the applicable Membership Fee(s), and have their application accepted by the Club. The decision of the Club Committee shall be final; or
- b. Being elected to the Club Committee (unless this requirement is waived by the Committee for that particular individual) – Officer
- c. The duration of membership for each Junior, Youth, Senior, and Associate Member is the period commencing on the date that the Club accepts the application for membership and ending on 31<sup>st</sup> March each year.
- d. The duration of membership for Officers is for the period from election to the Club Committee, or appointment to the Club Committee to fill a vacancy in accordance with Rule 12.10 (Vacancies) until the conclusion of the next AGM.
- e. Change to Category of Membership: A Club Member wishing to change their membership category during the year will discuss this with the Head Coach who will determine the time to transfer from junior to youth or youth to a senior or junior to senior whichever the case maybe. If this is approved the Club Member agrees to pay any additional Membership Fee to cover such change.

- f. Continuation of Club Membership: Subject to Rule 8 (Resignation, Suspension, and Termination of membership), on admission as a Club Member, the payment of any applicable Membership Fee or other fees in each subsequent year shall be sufficient to renew membership without the need to be accepted as a Club Member each year.

4.3 **Membership of Swimming NZ:** On becoming a Club Member, members are required to become a member of Swimming NZ unless they are joining for the purpose of Rule 4.4 or join as an associate member;

4.4 **Membership of the Sport of Swimming the National Body:** On becoming a Club Member, Club Members who participate or desires to participate in any one or more Sport of Swimming disciplines, event or activities are required to become a member of the national association for the Sport of Swimming (if any) unless they have selected Rule 4.3 or unless they are associate members.

4.5 **Membership of Ngā Tai Tūātea a Taraika Aquatic Sports Hub:** On becoming a Club Member, (except for Associate or Life or Honorary members), members receive membership of the Aquatic Sports Hub.

## 5. Rights and Privileges of Membership

5.1 **General:** Subject to Rule 8 (Resignation, Suspension, and Termination of Membership), and except for Associate Members, all other Club Members who have paid their Membership Fee (if payable) shall, in accordance with the policies and procedures of the Club and for the period of their membership, be entitled to:

- a. Use the nominated Club facilities and have access to the Aquatic Sports Hub equipment that are approved for use;
- b. Participate in programmes and activities offered by the Club;
- c. Participate in programmes and activities offered by the Hub; and
- d. If selected as a Club representative, compete for the Club in Swimming competitions and/or events which extend to the Sport of Swimming should such opportunities arise.

5.2 **Senior, Youth and Junior Members:** In addition to the entitlements in Rule 6.1, each Senior, Youth & Junior Member who has paid their Membership Fee shall, for the period of their membership, be entitled to:

- a. Receive notices and papers for General Meetings;
- b. Attend, speak, and vote at all General Meetings;
- c. Be elected as an Officer;
- d. Be elected as a member of the Club Committee; and
- e. Be elected or appointed as a Delegate to represent the Club at general meetings of Swimming NZ;

5.3 **Associate Members:** All Associate Members who have paid their Membership Fee shall, for the period of their membership, be entitled to attend functions and events at the Club at the invitation of another Junior, Youth, Senior, Life or Honorary Member.

5.4 **Officers:** All Officers shall have the rights and privileges conferred to Officers in these Rules.

## 6. Membership Fees and Other Fees

6.1 **Membership Fee:** The Club Committee shall determine:

- a. The Membership Fee(s) payable by each of the categories of Club Member of the Club;
- b. The due dates(s) for, and manner of payment of, the Membership Fee(s).

## 7. Member obligations

7.1 **Acknowledgements:** Club Members acknowledge and agree that:

- a. these Rules constitute a contract between each of them and the Club and that they are bound by and will comply with these Rules, the Regulations, and any policies and procedures of the Club where applicable. They shall comply with any determination, resolution or decision which may be made or passed by the Club Committee
- b. If they participate in the Sport of Swimming they are bound by and will comply with the Swimming NZ Regulations, policies and procedures but also the regulations, policies and procedures of any national association governing the Sport of Swimming should this meet Club Committee approval.
- c. If they participate in the Sport of Swimming they are bound by and will comply with the regulations of Ngā Tai Tūātea a Taraika Aquatic Sports Hub and any policies and procedures of the Sports Hub where applicable.
- d. They are subject to the jurisdiction of the Club and if they participate in Swimming they are also subject to the jurisdiction of Swimming NZ.

7.2 **Meet Requirements:** In order to receive or continue to receive the rights and privileges specified in Rule 5, Club Members must meet all requirements of membership set out in these Rules or as otherwise set out by the Club Committee.

## 8. Resignation, Suspension, and Termination of Membership

- a. By written agreement with, or written resignation delivered to the Club
- b. Ceases to be a member upon expulsion from membership
- c. If no longer eligible to be a Member under Clause 4
- d. Default in Fees or failure to pay: A Club Member shall have his/her membership terminated if the Membership Fee or any other fees are due and outstanding to the Club.

8.1 **Discipline:** if the Club Committee considers that a Club Member has:

- a. Breached, failed, refused or neglected to comply with a provision of these Rules or any Regulation, or any other resolution or determination of the Club Committee; or



- b. Acted in a manner unbecoming of a Club Member or prejudicial to the Objects or the interests of the Club, Swimming and/or the Sport of Swimming; or
- c. Brought the Club, any other Club Member or Swimming or the Sports Hub into disrepute.

it may, after consideration and in addition to Rule 8.3 (Suspension):

- i. Make its own enquiries (including appointing a person independent of the Club Committee to undertake such enquires and provide a recommendation to the Club Committee), and impose any sanction that it has the authority to impose under these Rules or any Regulation as long as it ensures “**natural justice**” prevails; or Refer the matter to the Aquatic Sports Hub Board to lead an investigation in conjunction with the Club Committee (unless a Regulation specifies otherwise).

**8.2 Suspension:** If the Club Committee considers a Club Member has or may have engaged in one or more of the circumstances in Rule 8.1 (Discipline) and the Club Committee believe it is in the best interests of the Club to do so, it may suspend the Club Member pending determination of the disciplinary matter in accordance with Rule 8.1 (Discipline). The Club Member shall be given notice of the proposed suspension and the right to be heard by the Club Committee. If a Club Member is suspended, the Club Member concerned shall not be entitled to receive any of the rights and privileges of membership to which s/he would otherwise be entitled including participating in any regatta, competition, activity, event, function, General Meeting or other meeting of the Club until such time as the Club Committee determine the matter, or the Club Members at a General Meeting terminate Club Membership.

**8.3 Termination of Club Membership:** In addition to termination under Rule 8d (Failure to Pay), the Club Members at a General Meeting may terminate membership of any Club Member if the Club Committee or the Judicial Committee makes a recommendation to do so. The motion for termination of Club Membership must be adopted by Special Resolution and shall not be voted on until the Club Member concerned has been given the right to be heard. Any person who ceases to be a Club Member shall forfeit all rights in and claims upon the Club and its property and shall not use any property including its Intellectual Property.

**8.4 Reinstatement:** Membership of the Club that has been suspended or terminated may only be reinstated at the discretion of the Club Members by Special Resolution at a General Meeting.

## **9 Register of Club Members**

The Club shall keep and maintain a Register of Club Members in accordance with the law and, in respect of the Club Members specified in Rule 5.3, the Swimming NZ Constitution.

## **Part III – Officers and the Club Committee**

### **10 Patron**

10.1 There may be a Patron of the Club as determined by the Club Committee. The Patron shall be invited by the Club Committee to hold such position. The Patron shall be entitled to attend and speak at General Meetings but is not an Officer and shall have no right to vote.

### **11 Club Committee**

11.1 **Role of the Club Committee:** The Club Committee shall be responsible for determining strategies, policies and financial arrangements of and for the Club, managing the operation of the Club, and

subject to these Rules, may exercise all the powers of the Club and do all things that are not expressly required to be undertaken by Club Members at a General Meeting.

11.2 **Composition of the Club Committee:** The Club Committee shall comprise the following persons:

- a. Chairman/ President;
- b. Secretary / Treasurer (which roles may be held by one or more Club Committee Members who are appointed to the role(s) by the Club Committee);
- c. Club Captain, appointed by the squad representing swimmers on the committee;
- d. Two other Club Committee Members as elected by the Club Members under Rule 10.4 (Election of Club Committee).

11.3 **Chairman: The Chairman shall be elected annually at the AGM and shall hold office for one (1) year** until the conclusion of the relevant AGM. The Chairman may be re-elected for subsequent and consecutive terms of office. Nominations for Chairman shall be made in the same manner and at the same time as nominations for Club Committee members under Rule 10.4. The Chairman shall attend and chair Club Committee meetings and General Meetings and shall be entitled to a casting vote. The Chairman shall carry out the functions and duties of Club Chairperson:

11.4 **Election of Club Committee Members:** The Club Committee Members shall be elected by a majority of the Club Members present and entitled to vote at an AGM, following nomination by at least two Club Members. Nominations shall be in the approved form and received at the registered office of the Club by not less than 20 days before the date set for the AGM. If any Club Committee Member positions are not filled at the AGM the positions may be filled from the floor in accordance with Rule 12.1, or left vacant until the next AGM.

11.5 **Term of Office:** Subject to removal of Club Committee Member or Rule 10.8 (Vacancies), the term of office for all Club Committee Members shall be one year, commencing at the conclusion of the General Meeting at which they are elected and expiring at the conclusion of the next AGM. A Club Committee Member may be re-elected or re-appointed to the Club Committee.

11.6 **Ineligibility:** Individuals may not serve on the Club Committee if any of the following circumstances apply to them:

- a. **Bankrupt:** a person who has been adjudged bankrupt, and who has not obtained a final order of discharge, or whose order of discharge has been suspended for a term not yet expired, or who is subject to a condition not yet fulfilled, or to any order under the Insolvency Act 2006 (or any equivalent provisions under any previous or replacement legislation);
- b. **Conviction:** a person who has been convicted of any offence punishable by a term of imprisonment of two or more years.
- c. **Imprisonment:** a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
- d. **Disqualified Director:** a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under the Companies Act 1993 or the Charities Act 2005, including any equivalent provisions under any previous or replacement legislation;
- e. **Property Order:** a person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or any equivalent provisions under any previous or replacement legislation;

and, if any of the above circumstances occur to an existing Club Committee Member, they shall be deemed to have vacated their office on notification to them of a finding of such circumstances.

- 11.7 **Suspension of Club Committee Member:** In addition to the requirements in Rule 12.6 (Ineligibility), if any Club Committee Member is alleged to have, or is charged with, or is given notice by the relevant authority of a proposal to make an order or finding against that Club Committee Member of any of the circumstances described in Rule 12.6, the remaining Club Committee Members may, after reasonable enquiry and giving the Club Committee Member concerned the right to be heard, suspend the Club Committee Member from the Club Committee pending the determination of such allegation, notice or charge.
- 11.8 **Vacancies:** Where there is a vacancy on the Club Committee, the remaining Club Committee Members may appoint a person of their choice to fill the vacancy until the next AGM or the Club Committee may leave the vacancy unfilled until the next AGM.
- 11.9 **Duties of Club Committee Member:** The specific duties for each role on the Club Committee are as determined by the Club Committee, and the general duties of each Committee Member are to:
- a. Act in good faith and in the best interests of the Club at all times;
  - b. Exercise the powers of the Club Committee for proper purposes;
  - c. Act, and ensure the Club acts, in accordance with these Rules;
  - d. Not agree to, nor cause or allow, the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
  - e. Not agree to the Club incurring any obligations unless the Club Committee Member believes at that time on reasonable grounds that the Club will be able to perform the obligations when it is required to do so;
  - f. Not disclose information that the Club Committee Member would not otherwise have available to him or her other than in their capacity as a Club Committee Member, to any person, or make use of or act on the information except;
    - i as agreed by the Club Committee for the purposes of the Club; or
    - ii as required by law;
  - g. Regularly attend Club Committee meetings and General Meetings;
  - h. Ensure proper records of all proceedings and meeting(s) of the Club Committee and of every General Meeting are kept;
  - i. Exercise the care, diligence and skill that a reasonable Club Committee Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Club, the nature of the decision and the position of the Club Committee Member and the nature of the responsibilities undertaken by the Club Committee Member; and
  - j. If the Club Committee Member has a financial or material interest in a matter before the Club Committee he or she must disclose the conflict of interest to the Committee, not vote on the matter(s) to which the conflict relates, and (if requested by the Club Committee) abstain from deliberations on the matter.

- 11.10 **Powers of the Club Committee:** Without limiting the generality of the Club Committee's powers to carry out the Objects as it considers necessary, the Club Committee shall have the specific powers to:
- a. Develop and implement strategies, policies and procedures for the administration, promotion and development of the Club, Canoe Racing, and the Sport of Swimming;
  - b. Develop and implement prudent policies to protect and enhance the Club's finances and property;
  - c. Designate and delegate areas of responsibility to each of the Club Committee Members;
  - d. Establish, appoint and determine the composition of any subcommittees or other groups as it considers appropriate to assist it to carry out its responsibilities and to delegate such powers as it considers appropriate to those subcommittees or other groups;
  - e. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Club Committee;
  - f. Appoint a Delegate to represent the Club at general meetings of Swimming NZ or other Swimming organisations or any organisations governing the Sport of Swimming.
  - g. Make, repeal and amend rules for the regulation and control of any Swimming regattas, competitions or events at the Club including condition of entry, while ensuring compliance with all Swimming NZ regulations and rules.
  - h. Control expenditure and raise any money to fulfil the Objects;
  - i. Determine the criteria and procedures to apply in respect of the appointment of swimmers, coaches, selectors, judges, and managers of Club squads and teams;
  - j. Open and operate in the name of the Club such banking accounts as deemed necessary;
  - k. Fill any casual vacancy on the Club Committee as specified in these Rules;
  - l. Call SGM(s);
  - m. Resolve and determine any disputes or matters not provided for in these Rules; and
  - n. Review its own processes and effectiveness.
- 11.11 **Club Committee Meetings:** Club Committee meetings may be called at any time by the Chairman or two Club Committee Members. The Club Committee shall meet at regular intervals agreed by the Club Committee.
- 11.12 **Quorum:** The quorum for a Club Committee shall be four (4) Club Committee Members.
- 11.13 **Voting:** Each Club Committee Member shall have one vote at Club Committee meetings except the Chairman who shall have a casting vote in the event of a deadlock. Except for resolutions passed outside of a Club Committee meeting in accordance with Rule 12.14, voting shall be by voices, or, on request of any Club Committee Member, by a show of hands or by a ballot. Proxy and postal voting is not permitted at Club Committee meetings.

- 11.14 **Resolutions:** A resolution in writing signed or consented to by electronic email (e-mail), facsimile or other forms of visible or other electronic communication by three or more Club Committee Members shall be valid as if it had been passed at a meeting of the Club Committee. Any such resolution may consist of several documents in the same form each signed by one or more of the Club Committee Members.
- 11.15 **Expenses:** The Club Committee may, by majority vote, reimburse its Club Committee Members for their actual and reasonable expenses incurred in the conduct of the Club's business. Prior to doing so the Club Committee must establish a policy to be applied to the reimbursement of any such expenses, which must comply with Rule 21 (Prohibition on Personal Benefits).

## **Part IV – General Meetings**

### **12 Meetings of Club Members**

- 12.1 **AGM:** The Club must hold an AGM once every year at such time, date and place as the Club Committee determines but not more than 15 months after the last AGM.
- 12.2 **SGMs:** Any other General Meetings of Club Members shall be a SGM.
- 12.3 **Notice of AGM:** The Secretary must give at least 30 days written notice of an AGM to all Club Members. The notice shall set out:
- a. The date, time and venue for the AGM; and
  - b. The closing date(s) for nominations for any elections, proposed resolutions and other items of business to be submitted to the Secretary.
- 12.4 **Items of AGM Business:** Not less than 15 days before the date set for the AGM, any nominations for elections, proposed resolutions and other items of business must be received in writing by the Secretary from Club Members and/or the Club Committee.
- 12.5 **Business of AGM:** The following business shall be discussed at each AGM:
- a. The receipt from the Club Committee of the Annual Report (Rule 16);
  - b. The election of the Club Committee;
  - c. The appointment of an independent auditor;
  - d. Any resolution(s) proposing to alter these Rules ; and
  - e. Any other resolutions or matters, including general business, that have been properly submitted for consideration at the AGM.
- 12.6 **AGM Agenda:** An agenda containing the business to be discussed at an AGM (as set out in Rule 13.5) shall be sent by the Secretary to the Club Committee Members and Club Members by no later than 10 days before the date of the AGM. Any additional items of general business may be raised from the floor at the General Meeting.
- 12.7 **SGM:** The Secretary must call a SGM upon a written request from:
- a. The Club Committee; or
  - b. Twenty-five percent or more of the Club Members,

provided that the written request for an SGM must state the purpose for which the SGM is requested including any proposed resolution(s). The SGM must only deal with the business for which the SGM is requested.

- 12.8 **Notice of SGM:** Not less than 20 days written notice must be given by the Secretary to the Club Committee and to other Club Members for a SGM, which notice shall include:
- a. The date, time and venue and/or the manner in which the meeting is to be held; and
  - b. The proposed resolution or resolutions that have been properly submitted for consideration.
- 12.9 **Minutes:** Full minutes shall be kept of all General Meetings and made available upon request by any Club Member.
- 12.10 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be four (4) or more of the Club Members entitled to vote at the General Meeting. The quorum must be present at all times during the meeting. If a quorum is not obtained within 30 minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Club Committee. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum.
- 12.11 **Chairperson:** The President shall preside as Chairperson at all General Meetings. If the Chairperson is unavailable or unwilling to chair a meeting, then another Club Committee Member chosen by the Club Committee shall preside as Chairperson.

### 13 Voting at General Meetings

- 13.1 **Voting:** Unless otherwise required by these Rules:
- a. An Ordinary Resolution shall be sufficient to pass a resolution;
  - b. The following persons are eligible to vote at a General Meeting in accordance with these Rules provided all fees due to the Club are paid:
    - i. Senior Members – one vote each;
    - ii. Life Members – one vote each;
    - iii. Youth Members over 15 years old – (if under 15 years, parent or guardian will vote on their behalf) one vote each;
    - iv. Junior Members (parent or guardian will vote on their behalf) one vote each; and
    - v. The Chairperson - who is to have one vote as a Club Member, and a second, casting vote in the event of a deadlock.
  - c. Voting shall generally be conducted by voice or by show of hands as determined by the Chairperson, unless a secret ballot is requested by the Chairperson or by two Club Members present and entitled to vote at the General Meeting;

- d. Where a vote for a resolution is cast by a show of hands, the Chairperson is to decide the outcome of that vote provided the outcome can be clearly determined;
- e. Elections for Club Committee Members at an AGM may be undertaken by secret ballot if requested by any two Club Members except where;
  - i. There are the same number of nominations as positions available; or
  - ii. There are insufficient nominations and, after calling for further nominations from the floor at the AGM, there are still insufficient or the same number of nominations for positions available,  
in which case those persons who have been nominated shall be declared elected;
- f. In the event of equality of votes at a General Meeting the Chairperson shall have a casting vote; and
- g. Proxy votes are not permitted.

## **Part V – Miscellaneous**

### **14. Finances**

- 14.1 **Financial Year:** Unless otherwise determined by the Club Committee, the financial year of the Club shall end on 31<sup>st</sup> March in each year.
- 14.2 **Banking:** All bank accounts shall be kept in the name of the Club. The Club Committee is responsible for the receipt and banking of all monies received by the Club. All funds of the Club shall be paid to bank account(s) in the name of the Club. The signatures of any two Club Committee Members are required for the making of any withdrawals.
- 14.3 **Records:** The Club Committee must ensure correct accounting records are kept. The accounting records of the Club must be kept at the office of the Club or at such place as the Club Committee may determine and must be open to inspection by Club Members at such reasonable times agreed by the Club Committee.

### **15 Annual Report**

- 15.1 The Club Committee shall prepare an Annual Report for presentation to the AGM setting out a summary of the activities and major decisions of the Club Committee each year. The Annual Report shall include an audited annual financial report for the preceding financial year.

### **16 Common Seal**

- 16.1 The common seal of the Club shall be kept in the control of the Club Committee and shall be affixed to any deed entered into by the Club. In addition it may be affixed to any other document only by resolution of the Club Committee. The common seal must be affixed in the presence of, and with the accompanying signatures of, the Chairperson and/or the Secretary, and in the absence of either of those, then by another Club Committee Member.

## **17 Regulations**

- 17.1 The Club Committee may make, repeal, and amend such Regulations as it thinks appropriate to further the Objects of the Club including Regulations relating to Membership Fees and other fees, race events, regattas, discipline, disputes and appeals, and such other matters as it thinks fit.

## **18 Alterations to these Rules**

- 18.1 **Special Resolution:** Subject to Rule 20.2, these Rules may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with these Rules.
- 18.2 **Alteration:** No alteration, addition to or revision of these Rules shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules of the club.

## **19 Prohibition on Personal Benefits**

- 19.1 No Club Member or person associated with the Club may participate in or materially influence any decisions of the Club in respect of the payment to or on behalf of that person or Club Member of any income, benefit or advantage. Any such income, benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This Rule and its effect must not be removed from these Rules and must be included in any alteration, addition to or revision to or revision to these Rules.

## **20 Liquidation or Dissolution**

- 20.1 **Liquidation:** The Club may be voluntarily liquidated if a Special Resolution is passed at a General Meeting to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than 30 days after the date on which the initial resolution was passed.
- 20.2 **Act:** In addition to Rule 22.1 (Liquidation), the Club may be dissolved or liquidated in accordance with the Act.
- 20.3 **Remaining Property:** If upon the liquidation or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

## **21 Indemnity**

- 21.1 The Club shall indemnify the Club Committee Members and employees against all damages, costs (including legal costs) for which any such Club Committee Member or employee may be or becomes liable as a result of their acts and omissions in performing his or her functions connected with the Club, except occurring as a result of his or her gross negligence, wilful misconduct or fraudulent behaviour.

## **22 Interpretation**

- 22.1 **Definitions:** The words and phrases used in these Rules shall mean as follows:

**Act** means the Incorporated Societies Act 1908, including any amendments to it.

**AGM** means the Annual General Meeting of the Club.



**Annual Report** has the meaning specified in Rule 16.1.

**Associate Member** has the meaning specified in Rule 4.1c and **Associate Membership** has a corresponding meaning.

**Club** has the meaning given to that term in Rule 1.1 and means *Ngā Tai Tūātea a Taraika Swimming Club Inc*

**Club Committee** means the Committee referred to in Rule 12.

**Club Committee Member** means a member of the Club Committee.

**Club Member** means any individual who is granted membership by the Club under Rule 4.

**Commencement Date** means the date these Rules are approved by a majority of Club Members.

**Delegate** means a person chosen to represent the Club at general meetings of Swimming NZ, any national organisation representing the Sport of Swimming or any other meeting approved by the Club Committee to represent the Club.

**Elite HP Swimmer** means a swimmer participating in an elite HP training programme endorsed by the club and Swimming NZ.

**FINA** means the Federation Internationale de Natation, the world governing body of swimming.

**Financial Year** means the financial year of Ngā Tai Tūātea a Taraika Swim Club Incorporated.

**General Meeting** means a GM, AGM or a SGM.

**Governance Role** means membership of a Management Committee or a Board responsible for the governance of a Member Club or Swimming NZ.

**HP** means High Performance

**Honorary Member** has the meaning specified in Rule 4.1e and **Honorary Membership** has a corresponding meaning.

**Intellectual Property** means all rights or goodwill in copyright, names, trademarks (or signs), service marks, devices, logos, designs, patents, and confidential information relating to the Club or any regatta, event, activity or programme of or conducted, promoted or administered by the Club.

**Junior Member** has the meaning specified in Rule 4.1a and **Junior Membership** has a corresponding meaning.

**Life Member** has the meaning specified in Rule 4.1d and **Life Membership** has a corresponding meaning

**Membership Fee** has the meaning specified in Rule 7.1a.

**Objects** has the meaning specified in Rule 2.1.

**Officer** means a member of the Club Committee.

**Ordinary Resolution** means a resolution passed by a simple majority of votes properly cast.

**Register of Club Members** and **Register** means the register in which details of the Club Members are held by the Club as specified in Rule 10.

**Regulations** means any regulations of the Club Committee created in accordance with Rule 19.

**Rules** mean these rules and **Rule** has a corresponding meaning.

**Secretary** means the Secretary of the Club elected under Rule 12.5.

**Senior member** and **Senior** have the meaning specified in Rule 4.1b.

**SGM** means a Special General Meeting.

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

**Sport of Swimming** means competitive swimming.

**Swimming** means the disciplines recognised by Swimming NZ and FINA.

**Swimming NZ** means Swimming New Zealand Incorporated (incorporated society number 215320).

**Swimming NZ Constitution** means the Constitution of Swimming NZ.

**Swimming NZ Regulations** means the regulations of Swimming NZ established in accordance with the Swimming NZ constitution.

**The Aquatic Sports Hub** means Ngā Tai Tūātea a Taraika, the sports hub located at Evans Bay.

**Youth Member** have the meaning specified in Rule 4.1b.

22.2 **Construction:** In this Constitution:

- a. A gender includes all other genders;
- b. The singular includes the plural and vice-versa;
- c. Any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- d. Any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- e. A reference to persons include bodies corporate;
- f. A reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
- g. A reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- h. Headings and the contents page are for reference only and are to be ignored in construing this Constitution;
- i. If, in relation to Swimming, there is any inconsistency between any Rule, and any rule of Swimming NZ and/or FINA then, to the extent of that inconsistency and unless otherwise required by law, the following rules shall take precedence:
  - (a) the rules of Swimming NZ; and
  - (b) The rules of FINA
  - (c) these Rules.
- j. If, in relation to the Sport of Swimming, there is any inconsistency between any Rule and any rule of an international and/or national association governing the Sport of Swimming (if any) then, to the extent of that inconsistency and unless otherwise required by law, the following rules shall take precedence:

- (a) the rules of the international association;
- (b) the rules of the national association;
- (c) these Rules

provided that the relevant rule has been approved by the Club Committee.