

CONSTITUTION AND RULES OF:

BAY OF ISLANDS SWORDFISH CLUB (INCORPORATED)

(Including changes from Annual General Meeting 19th September 2009)

(Including changes from Annual General Meeting 20th September 2014)

(Including changes from Annual General Meeting 14th September 2019)

1. NAME

The name shall be and the Club shall be known as 'Bay of Islands Swordfish Club (Incorporated)' and shall hereinafter be referred to as "the Club".

2. OBJECTS

The objects of the Club are:

- 2:1 To promote, advance, encourage, enjoy and develop by any means whatsoever the sport of fishing.
- 2:2 To propound, formulate, promote and implement or assist in the propounding, formulation, promotion or implementation of regulations, restrictions, by-laws or measures of any kind by means of which the sport of fishing in general and big game fishing in particular may be advanced or bettered.
- 2:3 To collect and collate information of interest and assistance to fishermen and boat owners and disseminate the same to members, arrange opportunities for fishing and tuition for those members able and desirous of enjoying or becoming proficient at the sport.
- 2:4 To assist, promote and encourage by any means whatsoever any movement, idea, project, suggestion or enterprise which is in the opinion of the Committee (hereinafter constituted) for the benefit of the sport of fishing or the promotion of activities beneficial to the Bay of Islands community.
- 2:5 To join with, affiliate to or act in liaison or co-operate with any other body, company, society, person or government department in the furtherance of any of the foregoing objects or in the protection or conservation of any type or fish or any particular fishing ground.
- 2:6 To do all such incidental things as may be necessary or desirable for the proper enjoyment and control of the sport or for the comfort of the participants and to make available equipment and facilities and responsible officers for the accurate weighing, recording and photographing of fish caught, to organise, manage and conduct competitions, award certificates and trophies, assist and entertain visiting anglers and to hold functions for Members and generally do such things as the Committee may consider conducive to the attainment of any of the foregoing objects.
- 2:7 To keep and maintain clubrooms, offices, lounges, restaurants, bars and all or any amenities, facilities and services for the social entertainment, relaxation and enjoyment of Members and authorized visitors.
- 2:8 To acquire, develop and maintain real and personal property of all kinds and to employ the same for the purpose of generating funds (whether by way of leasing, hiring or otherwise) for use in the furtherance of the other objects of the Club.
- 2:9 To provide for Members such services as they may require and the law allows for the better enjoyment and safety of the sport in the way of radio communications, providing, fuelling, watering, ferrying, docking, slipping, maintaining and supervising of boats and all ancillary gear or equipment.
- 2:10 Generally to do all such things as may in the opinion of the Club be incidental or conducive to the attainment of the foregoing objects and in maintaining community of interest among Members in all matters affecting the sport of deep sea fishing in particular or boating and angling in general, that the same may be the better and more safely enjoyed by the participants.

3. REGISTERED OFFICE

The registered Office of the Club shall be at The Strand Russell, Bay of Islands.

4. SUBSCRIPTION AND ENTRANCE FEE

- 4:1 The subscription and entrance fee payable by each class of Member, other than One Week Fishing Members, Day Fishing Members, Tournament Members, Social Members and Corporate Members and the time and manner of payment shall be as fixed from time to time by the Club by special resolution passed after due notice at an Annual General Meeting or a Special General Meeting properly convened for the purpose. Until so varied the amount of subscription and the times and manner of payment shall continue from year to year.
- 4:2 The subscription payable by Day Fishing Members, One Week Fishing Members and Tournament Members, Social Members and Corporate Members and the time and manner of payment shall be fixed from time to time by the Committee.
- 4:3 It shall not be competent for the Club to impose or vary any subscription, entrance fee, levy or other charge inconsistent with these Rules nor which would be contrary to the terms of invitation to any particular class of Member.
- 4:4 Unless otherwise fixed in any specific case subscriptions fixed under Rule 4:1 shall be due on the 1st day of July each year and in the case of New Members at the time of application for membership.
- 4:5 If any person(s) makes application for membership during the course of the financial Club year (July 1st to June 30th) the following schedule of payment will be used to establish fees due for that year. July 1st to Dec. 31st Full years subscription, Jan. 1st to Jun. 30th 150% of the Full years subscription for the period remaining for that year.
- 4:6:2 "New Member" means any person who has not previously been a Member of the Club.

5. MEMBERSHIP

5: 1: 1 Membership of the Club shall be of the following classes:

Provisional Members

Full Members

Family Membership

Foundation Members

Life Members

Honorary Members

Social Members

Corporate Members

Junior Members

One Week Fishing Members

Day Fishing Members

Tournament Members

Half Yearly Members

Day non-Fishing Members

5:1:2 FULL MEMBERS

- (a) Any person over the age of 18 years may become a Full Member of the Club by application as provided in Rule 5:2:2 accompanied by the appropriate entrance fee and annual subscription.
- (b) Upon being elected, a Full Member shall be entitled to all the rights and privileges of the Club and enjoyment of its facilities and amenities in accordance with these Rules and the by-laws made herein under.

5:1:3 FOUNDATION MEMBERS

- (a) From time to time the Club by special resolution in a general meeting may resolve upon a scheme for the lump sum prepayment of subscription for a given number of years ahead.

Any member over the age of 20 years joining such a scheme shall be called a Foundation Member and for the duration of the period covered by the prepayment shall be entitled to the same rights and privileges as a Full Member.

- (b) It shall be competent within the terms of Rule 5:1:3(a) for members to create a category of membership whereby on payment of a lump sum fixed by the authorizing special resolution, a Member shall be entitled to the rights and privileges of Full Member for life without payment of annual subscription. If the authorizing resolution so stipulates such membership may be transferred during the lifetime of that member or transmitted by testamentary bequest. Such membership shall be called Transferable Foundation Membership for life.

5:1:4 LIFE MEMBERS

The Club in Annual General Meeting may if it sees fit appoint as Life Members any person who has rendered special extraordinary service to the Club and to whom the Club wishes to make some gesture of appreciation. It shall not be competent for the Club to make an appointment of Life Membership unless there is a prior recommendation of the Committee, which shall only be made pursuant to a unanimous resolution of the Committee. It shall not be obligatory on the Committee at any time to make a recommendation or on the Members in a General Meeting to accept a recommendation and make the appointment. Subject to Rule 13; Life Members shall hold office during their lifetime and shall be entitled to all the powers and privileges of full Members without being liable for subscription, levies or other charges. The number of Life Members at any time shall not exceed 15.

5:1:5 HONORARY MEMBERS

The Committee may from time to time elect as Honorary Members of the club such person whom they deem worthy of that honour or (as in the case of participating anglers in international tournaments) upon whom the conferment of pro tem membership is a normal convention and courtesy of the sport., Honorary Members shall be entitled to all the powers and privileges of full membership save only the right to vote at meetings of the Club without being liable for subscriptions, levies or other charges. The term honorary membership shall be fixed by the Committee in each specific instance, not however in any event to extend beyond the current financial year.

5:1:6 FAMILY MEMBERSHIP

Any two persons over 18 years of age with the same address may become Full Members of the Club by application as provided in Rule 5:2:2 accompanied by the appropriate entrance fee and annual subscription. Any number of persons who have not attained the age of 18 years residing with the two Full Members at the same address will be entitled to Junior membership at no cost.

5:1:7 JUNIOR MEMBERS

Any person who has not attained the age of 18 years at the time of making application (in the case of New Members) or at the beginning of the financial year (in the case of existing Members) shall be eligible for Junior Membership at the subscription fixed for that class. Junior Members shall not have the right to speak or vote at meetings nor hold any office in the Club nor to the use of any social amenities or facilities of the Club from which they have been precluded by law or by regulation or by-law of the Club. Subject thereto and to any limitations, which the Committee may from time to time impose, Junior Members shall be entitled to all the rights and privileges of the Club and enjoyment of its facilities and amenities.

5:1:8 PROVISIONAL MEMBERS

Any person who has filled in an application form as provided in Rule 5:2:2 and has been nominated and seconded by two financial members and has paid the entrance and subscription fee specified under Rule 4:1 will become a Provisional member or in the case of a Family Membership, Members. Provisional Members will be issued with a Provisional Membership card and will be entitled to the rights and privileges of full membership of the Club other than the right to vote at meetings of the Club. Provisional

Membership will cease once their membership has been approved by the Committee as provided in Rule 5:2:2 and their Club Membership card has been issued. In the event that a membership application is rejected by the Committee as provided in Rule 5:2:2, then the Provisional membership will cease and the entrance and subscription fees will be returned to the applicant and the provisions of Rules 5:2:2 will apply.

5:1:9 DAY FISHING MEMBERS

Any person who has completed a Day Fishing Membership application form set down from time to time by the Committee and paid the appropriate subscription fixed as provided in Rule 4:2 and agrees to abide by the Club Rules and Bylaws may become a Day Member with entitlement to those rights and privileges laid down in the clause. Day Fishing Members shall be entitled to compete for trophies for which they are eligible, pins and other unrestricted tournaments and to the use of the Club's weighing and ancillary services. It does not confer any other rights of membership of the Club other than the right of entry to the Clubhouse during the currency of their Day Membership and subject to their compliance with the Clubs bylaws and (in the case of day Members who win trophies) the right to attend the Clubs Annual Prize Giving Function.

5:1:10 ONE WEEK FISHING MEMBERS

Any person paying the appropriate subscription fixed as provided in Rule 4:2 may become a One Week Fishing Member by application in such form as may from time to time be set by the Committee. The payment of such subscription for the appropriate number of days shall entitle the One Week Member to compete or trophies for which they are eligible, plus pins and other unrestricted tournaments and to use the Clubs' weighing and ancillary services. It does not confer any other rights of membership of the Club other than the right of entry to the Clubhouses during the currency of their Week Membership and subject to their compliance with the Clubs by-laws and (in the case of One Week Members who win trophies) the right to attend the Club's Annual Prize Giving Function. For the purpose of this Rule 5:1:10. One week is defined as any period not exceeding seven days total duration.

5:1:11 HALF YEARLY MEMBERS

Any person may become a Half-Yearly Member by application as provided in rule 5:2:2 accompanied by the appropriate entrance and subscription fees. The payment of such subscription for the appropriate number of days shall entitle the Half Yearly Member to compete for trophies for which they are eligible, pins, and other unrestricted tournaments and the use of the Club's weighing and ancillary services. It does not confer any other rights of membership of the Club other than the right of entry to the Clubhouses during the currency of their Half Yearly Membership and subject to their compliance with the Club's by-laws (in the case of Half Yearly Members who win trophies) the right to attend the Club's Annual Prize Giving function. For the purpose of this Rule 5:1:11 Half Yearly is defined as any continuous period not exceeding six months in total duration. All Half Yearly memberships shall expire on the 30th June each year.

5:1:12 TOURNAMENT MEMBERS

Any person who has paid the appropriate subscription fixed as provided in clause 4:2 may become a Tournament Member by application in such form as may from time to time be set by the Committee. The payment of such subscription for the appropriate number of days shall entitle the Tournament Member to compete for trophies, for which they are eligible, plus pins and the tournament for which they have paid their membership for and to use the Clubs weighing and ancillary services. It does not confer any rights of membership of the Club other than the right of entry to the Clubhouses during the currency of the Tournament Membership and subject to their compliance with the Clubs by-laws and (in the case of Tournament Members who win trophies) the right to attend the Clubs Annual Prize Giving Function. For the purpose of this Rule 5:1:14 the term of membership shall be for the duration of the Tournament for which they have taken out their membership for.

5:1:13 SOCIAL MEMBERS

Any person who has filled in an application form as provided in Rule 5:2:2 and has been nominated and seconded by two financial members with voting rights and has paid the appropriate subscription fixed as provided in Rule 4:2 and agrees to abide by the Club Rules and Bylaws may become a Social Member with entitlements to those rights and privileges laid down in the clause. Social Members shall be entitled to limited use of the clubs facilities. Social Members do not have any fishing rights or voting rights within the Club. Social Members may become Day Fishing Members as per Clause 5:1:9, or One Week Fishing Members as per Clause 5:1:10 or Tournament Members as per Clause 5:1:12

5:1:14 For the avoidance of doubt Day Fishing Members, One Week Fishing Members, Half Yearly Members, Tournament Members, or Social Members shall be non-voting members of the Club, subject to all Rules. Bylaws and Codes of Conduct, whose rights are limited to only those contained within the relevant sub clause of Rule 5:1.

5:1:15 CORPORATE MEMBER

The term "Corporate Member" shall mean any association, business, club or other incorporated body approved for membership by the Executive under rule 5:2 of these rules.

5:1:16 For the purposes of voting, quorum or other count of financial members under these rules a Corporate Member shall be the equivalent of three(3) members of the Club and at all times the annual membership fee payable by a Corporate Member shall be not less than three(3) times the fee payable by Social Members admitted under Rule 5:1:3.

5:1:17 On applying to join a Corporate Member shall supply the Club with a list of corporate Affiliates for the purposes of this membership. It shall at all times keep that list updated and will provide those persons with a method of identifying themselves to the Club that is acceptable to the Club.

5:1:18 Those persons who are on the list of Corporate Affiliates supplied by a Corporate Member and who do not otherwise hold any other membership of the Club shall be deemed to be members of and subject to the rules of the Club with the following limits:-

- The rights of entry to the club premises are restricted to such times as the Corporate Member is using the premises for an agreed purpose.
- They shall at all times carry and provide on request the form of identification agreed by the Corporate Member.
- The voting and speaking rights at the meetings of the Club shall be limited to the rights extended to a Social Member as describe in Rule 5:1:13.
- This membership does not entitle them to hold office in the Club, participate in any reciprocal visiting rights with other clubs, and receive any membership badge of the Club or to represent the Club at any sporting or other fixture.
- All rights of membership shall cease upon the cessation of the Corporate Membership.

5:1:19 The decision of the Executive Committee shall be final and in the event of membership being refused all monies paid by the applicant by way of application fee or subscriptions shall be refunded.

5:2 APPLICATION FOR MEMBERSHIP

5:2:1 Except in the case of Day Fishing Members and One Week Fishing Members, persons wishing immediate entitlement to the fishing privileges of the Club and official recognition of fish caught, must have completed the application for membership and paid the appropriate subscription and entrance fee to the Secretary or other duly appointed representative of the Club prior to commencing fishing for the day.

5:2:2 Application for Membership shall be made upon the appropriate form duly endorsed by a proposer and seconder being members of the Club, accompanied by the appropriate subscription and (if applicable) entrance fee. All membership applications must be approved by the Club Committee. If the committee shall have declined the application and the person refused membership so requests the Secretary shall summon a meeting of Members to deal specifically with such application. The

Rule governing the Calling of Special General Meetings shall not apply to a meeting to deal with a membership application and sufficient notice shall be deemed to have been given by posting the same on the Notice Board of the Club Houses 7 days prior to the date fixed for the meeting. A majority of Members present and voting at such meeting shall decide the issue and unless there is a majority vote in favour of approving the application no further application in respect of that person shall be made within 12 months of the declined membership.

5:3 RESIGNATION

Any Member by giving the Secretary of the Club notice in writing may resign their membership of the Club. Each such resignation shall take effect from the date of the meeting of the Committee, at which such resignation is received and thereupon such person shall cease to be a Member of the Club but the resigning Member shall not thereby be absolved from payment of any outstanding subscriptions, levies or other charges which may be accrued prior to the date of such committee meeting.

5:4 SUBSCRIPTIONS UNPAID

5:4:1 The only persons entitled to attend, speak at and vote at meetings of the club or be eligible for office, shall be those who have paid their current subscription not less than three days prior to the meeting, and have no other outstanding levies or charges.

5:4:2 Except in the case of Day Members and One week Members, the only persons entitled to any privilege of membership (other than as provided in Rule 5:4:1) or to have any fish caught officially recognized shall be those whose current subscription is paid or is in arrears (whether demanded or not) by less than three months from the commencement of the Club's Financial Year or three days prior to the date of the ensuing Annual General Meeting (whichever is earlier) and who have no other outstanding levies or charges.

5:4:3 Those persons whose current subscriptions are in arrears by more than three months or the date of the ensuing Annual General Meeting (whichever is later) or who have on such date any other outstanding levies or charges shall thereupon cease to be Members but shall not thereby be absolved from payment of any outstanding subscriptions, levies or other charges which may have accrued prior to their ceasing to be Members.

5:5 PROPRIETARY RIGHTS AND LIABILITIES OF MEMBERS

5:5:1 Membership of the Club shall not confer on any Member any estate or proprietary right, interest or share in the funds and property of the Club nor shall any Member be personally liable for any of the liabilities of the Club.

5:5:2 No Member shall make any pecuniary gain from membership of the Club save as is permitted by section 5 of the Incorporated Societies Act, 1908.

6. MEETINGS

6:1 ANNUAL GENERAL MEETING

6:1:1 The Annual General Meeting of Members shall be held upon the expiration of the Club's year and not later than the last day of September in each year.

6:1:2 The order of regular business of the Annual General Meeting shall be:

- (a) To record apologies
- (b) To consider and confirm the Minutes of the preceding Annual General meeting and matters arising there from, unless they are to be otherwise addressed later during the Meeting.
- (c) To receive the President's Annual Report.
- (d) To receive the balance sheet and income and expenditure account for the past year both of which shall have been duly certified by the Clubs Auditor.
- (e) To consider Motions set out on the order paper for the Meeting of which due notice has been given in terms of Rule 6:1:3 hereof, provided that if the carrying of any such motion would

materially affect any other items of business then such motion may be dealt with in such order as the Chairman decides.

(f) To consider any general business which may properly be dealt with at an Annual General meeting.

(g) To elect for the following year and in the following order.

(i) A President

(ii) Nine committee Members

(iii) Up to two Club Captains

(iv) A Patron or Patrons (not exceeding three)

(v) Any new Life Members

(vi) An Honorary Solicitor who may or may not be a Member of the Club, but who holds a current practicing certificate.

(vii) An Auditor who may or may not be a Member of the Club, but who shall not hold any other office in the Club.

6:1:3 Notice of time and place of meeting and a copy of the order paper shall be forwarded to each Member who is entitled to vote thereat at least 7 clear days prior to the date of the meeting. Any notice of motion received by the Secretary in due time in accordance with Rule 19:4 shall be included in the order paper so circulated to Members but shall not otherwise be dealt with at the Annual General Meeting.

6:2 SPECIAL GENERAL MEETINGS

6:2:1 Subject to due notice being given in accordance with the next succeeding Rule a Special General Meeting may be called at anytime by the Committee or on notice in writing to the Secretary signed by not less than 50 Members or so many full members together comprising of not less than 5% of the total number of full members of the club at the time such notice is given (whichever is lesser), setting out the objects of such a meeting and such a meeting shall be convened by the Secretary and held within 28 days after receiving a direction from the Committee to do so or a requisition complying with this rule. All such meetings to be held on a Saturday or a Sunday.

6:2:2 Fourteen days notice shall be given by the Secretary to all members entitled to vote thereat stating the business for which the meeting is called.

6:3 PLACE

All meetings shall be held at The Strand Russell, Bay of Islands unless there are special and clearly justifiable reasons for holding them elsewhere.

6:4 All resolutions passed at any meeting of the Club held in substantial conformity with these Rules shall be conclusive and binding on all members whether present at such meeting or not.

7. PROCEEDINGS AT GENERAL MEETINGS

7:1 CHAIRMAN

At all general meetings the President if present shall be the Chairman and in his absence the Chairman of the Committee and in the absence of both of them the Members present shall choose a chairman from amongst those present. A Chairman once having taken the chair shall retain the position throughout the meeting notwithstanding the President or Chairman of Committee may later attend.

7:2 QUORUM

7:2:1 A quorum at all General Meetings shall consist of at least 15 Members personally present and eligible to vote.

7:2:2 In the case of the Annual General Meeting if after a half an hour a quorum shall not be present the Meeting shall stand adjourned to the same time and place the following week and if a quorum is not then present the Members attending shall be deemed to constitute a quorum and the meeting shall proceed with business.

- 7:2:3 In the case of any other General Meeting if after half an hour a quorum shall not be present the meeting shall stand adjourned to the same time and place the following week and if the quorum is not then present the meeting shall lapse.
- 7:2:4 So long as a quorum is present when the meeting is called it may be adjourned from time to time for any period not exceeding one month at one time.

7:3 VOTING

7:3:1 Subject to Rule 7.3.2 at all General Meetings.

- (a) Each Member shall be entitled to one vote.
- (b) Voting on all matters shall be taken on the voices or at the discretion of the Chairman by a show of hands unless a ballot is demanded before the Chairman has declared the result of the vote by five (5) members personally present.

7:3:2 Notwithstanding the Rule 7:3:1 the election of the President, Club Captains and also as many Vice Presidents and other ordinary members of the Committee who are to be elected shall be solely by a postal ballot of all Members and;

- (a) The Secretary Manager shall forward to all Members in addition to the Notice calling for the Annual General Meeting a voting paper in the appropriate form.
- (b) Any member desiring to do so, may complete such voting paper and forward it in a sealed envelope signed by the voter and addressed to the Auditor, at such address as the Auditor approves so that the auditor receives it no later than 5.00pm on the day preceding the date of the Annual General Meeting.
- (c) Such envelope shall be opened by Auditors or such persons authorized by the Auditor and the successful candidates for the aforementioned positions shall be announced to the meeting by the Chairman and the voting papers destroyed.
- (d) In a ballot for election of Ordinary Members of the Committee it shall not be necessary to vote for the full number that are to be elected at the meeting.

7:3:3 In the case of any equality of votes the Chairman of the meeting shall have a second or casting vote.

7:4 CHAIRMAN RULING

The ruling of the Chairman of the meeting on any point of order or procedure shall be final and shall not be subject of any debate or review of any kind what so ever.

7:5 AMENDMENTS FROM THE MEETING

The Chairman of any General Meeting of Members whether annual or special may receive from the floor and put to the vote an amendment to any motion so long as such amendment has been duly proposed and seconded, and does not in the Chairman's opinion constitute a negative of the substantive motion and does not have the effect of directly increasing the financial obligation of the Members or any class of Members beyond the amount specified in the substantive motion of which notice was given to the Members.

8. OFFICERS

8:1 THE COMMITTEE

8:1:1 COMPOSITION

The Committee of the Club shall comprise:

- The President
- The Immediate-Past President
- Nine other Ordinary Members of the Committee.

8:1:2 ELECTION and APPOINTMENT

The President and other Ordinary Committee Members shall be elected annually by the general body of Members at the Annual General Meeting. Nominations for the said offices duly seconded and consented to by the nominee shall be made to the Secretary in writing one month prior to the date of the Annual

General Meeting. If (and only in the event) there are insufficient nominations received in the above manner, nominations, duly seconded and consented to may be made verbally at the Annual General Meeting, If (and only in those events) there are insufficient nominations received in either of the above manners the Committee may (without being obliged to) co-opt Members to the Committee up to the prescribed number.

8:1:3 The Club Captains shall not have the right to vote at but shall have the rights to attend and speak at all committee meetings (other than when the meeting is "in committee") they shall not form part of the quorum.

8:1:4 Notwithstanding any other provisions of these Rules including Rule 8:12 no person shall be eligible for membership of the Committee if and for so long as they are:

- (a) a lessee, sub-lessee, licensee or sub-licensee of premises owned or occupied by the club; or
- (b) a shareholder or director of anybody corporate coming within the descriptions set out in paragraph (a) of this Rule; or
- (c) an employee of the Club.

8:1:5 For the first year only after he or she has ceased to hold office, the outgoing President shall be an additional ex-officio member of the Committee and shall be entitled to attend and vote at its meetings.

8:2 CHAIRMAN AND VICE CHAIRMAN OF COMMITTEE

The Committee shall as soon as reasonably convenient after its election, appoint one of its Members as Chairman of Committee and another as Vice Chairman of Committee and two others as Vice Presidents. The President or a Vice President may also be the Chairman or a Vice Chairman but the Immediate Past President may not.

8:3 MEETINGS

The Committee may meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as Members thereof think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

8:4 PROCEEDINGS AT MEETINGS OF COMMITTEE

8:4:1 CHAIRMAN

The Chairman of Committee and in his absence the Vice Chairman shall take the chair at all meetings of the Committee. In the absence of both the Chairman and Vice Chairman, the Chairman for the meeting, shall be chosen by the Committee Members present. A Chairman once taking the chair shall retain that position during the meeting notwithstanding the Chairman of Committee and or Vice Chairman may afterwards attend.

8:4:2 QUORUM

Five members of the committee personally present shall form a quorum of the Committee, except the Immediate Past President shall not be counted in or form part of the quorum.

8:4:3 MINUTES

The Committee shall keep minutes according to proper usage and any resolution of the Committee properly authenticated by the signatures of the Chairman at the same or a subsequent meeting shall be deemed a valid resolution of the Committee .

8:5 POWERS OF COMMITTEE

- 8:5:1 Subject to the provisions of Rule 9 and any Ruic expressly reserving such power to the Members in General Meetings, the committee shall be entrusted with the full power of management and direction of the business of the Club and the making, altering or repealing from time to time of by-laws for the good government thereof, and the conduct of competitions and awards and the control of the club's amenities and facilities. The Committee may in addition to the exercise of the powers and authorities by these Rules expressly conferred upon it exercise and do all such powers, acts and things as may be exercised or done by the Club and which are not hereby expressly directed or required to be exercised or done by members in General Meeting. Without derogating from the generality of the foregoing the Committee shall have power:
- 8:5:2 To invest, dispose of, and deal with the funds and property of the Club as they think fit for the better carrying out its objects and the promotion and conservation of its interests.
- 8:5:3 To enter into such contracts on behalf of the Club as they may deem desirable including contracts of employment.
- 8.5.4 To purchase and acquire lands, buildings, plant, equipment, furniture, vehicles and boats for the use of the Club, and for such other use or purpose as the Committee may from time to time determine.
- 8:5:5 To improve, manage and develop all or any part of the property of the Club, and to let, sell, exchange lease or otherwise dispose of such part of the Club's property as may not from time to time be required by the club, upon such terms and subject to such other conditions as the Committee may determine.
- 8:5:6 To borrow or raise money for such purposes and upon such terms and in such manner as the Committee may deem necessary in the interests of or for the carrying out of the objects of the Club, upon the security of a mortgage or charge (floating or fixed) or debenture or debenture stock over all or any part of the Club's property and assets both present and future or without security.
- 8:5:7 It shall not be competent for the Committee to sell, lease or dispose or agree to sell, lease or dispose pursuant to the power in Rule 8:5:4 the whole or a significant part of the Russell or Paihia clubhouses or property associated with the operation of them without the prior approval of 75% of the members who voted in a postal ballot, save that this shall not apply to subleasing for short terms minor portions of those Clubhouses which may not at that time be required for Club purposes.

8:6 DELEGATION OF POWER BY COMMITTEE

The Committee shall have power from time to time to appoint Sub-Committees and co-opt persons to deal with any specific part of the Club's activities or undertakings referred to it or them and may invest such Subcommittees with full power to act if the Committee deems it expedient and may generally delegate any of its functions to any person or persons.

8:7 WEIGHMASTERS, PHOTOGRAPHERS AND OTHER SUPPLEMENTARY OFFICERS

The Committee may from time to time appoint such persons as it thinks fit to act as Weigh-masters, Photographers, and fulfil such other function or functions as in the opinion of the Committee may be of assistance or benefit to the Club. The terms of the appointments and the rate of remuneration (if any) and the power of dismissal shall be solely in the hands of the Committee to who such Officers shall at all times be responsible.

8:8 OFFICERS

For the purposes of rule 8:9 to 8:13 "Officers" means the President, Vice President/s, Committee Members, Patron/s, Club Captain/s, Honorary Solicitor and Auditor.

8:9 RETIREMENT

All officers shall retire annually but shall be eligible for re-election.

8: 10 VACANCIES

With the exception of vacancies occurring from the removal of Officers by Special Resolution of Members as herein provided vacancies occurring in any of the offices may be filled by the Committee and its appointee shall hold office until the next Annual General Meeting. Any Member of Committee absenting themselves from 3 consecutive meetings of the committee without leave of absence or without just cause (of which the Committee shall be sole judge) shall forfeit their seat on the Committee and shall not be eligible for re-election until the next Annual General Meeting.

8:11 REMOVAL OF OFFICERS

Any of the aforesaid Officers may be removed from their office or position by a vote of not less than three quarters of Members present and voting at a special General Meeting of Members called for that purpose and any other Member may be elected in lieu by a vote of the majority of Members present at such a meeting.

8: 12 CONTRACTS WITH OFFICERS

Provided it is in the category of permitted interests in accordance with Section 5 of the Incorporated Societies Act, 1908, and subject to Rule 8:1:4, no Officer shall be disqualified from office by contracting with the club nor shall any contract between the Club and an Officer or any contract or arrangement entered into by or on behalf of the club with any company or partnership in which any Officer is a Director, member or otherwise interested be avoided or affected nor shall any Officer so contracting or being such Director, member or so interested be liable to account to the club for any profit realized by such contract or arrangement by reason only of such Officer holding office or of the fiduciary relationship hereby established so long as the nature of their interest is disclosed by them prior to or at the meeting of the committee at which the contract or other arrangement is determined if their interest then exists or in any other case prior to or at the first meeting of the Committee after the acquisition of their interest provided an Officer interested aforesaid who is a Committee Member may not vote upon any question relating to such transaction, neither shall they be included in the quorum for the relevant meeting.

8: 13 OFFICERS TO PERFORM THEIR SERVICES GRATUITOUSLY

Officers shall perform all services incidental to their respective offices gratuitously except that if the Committee so determine they shall be entitled to receive all out of pocket expenses incurred in the performance of such duties and services and (in the case of the Honorary Solicitor and the Auditor) reasonable professional fees for their services.

9. TRUSTEES

- 9: 1 There shall be 3 Trustees (in these rules referred to as "The Trustees") each of whom shall be a Member and shall be elected at an Annual General or Special General Meeting.
Nominations duly seconded and consented to by the nominee shall be made to the Secretary in writing at least one month before the date of the Annual General or Special General Meeting at which the election is to be held.
- 9:2 The election of Trustees shall be conducted by a postal ballot of all Members in the same manner as is set out in Rule 7:3:2, of this constitution.
- 9:3 The Trustees shall be elected for a term of 3 years with the longest standing member standing down at the end of that term but being eligible for re-election.
- 9:4 The only exception to 9:3 shall be for the first term under these revised rules when one Trustee shall be elected for a term of two years and one for a term of 3 years and one Trustee for a term of 4 years.
- 9:5 The role of the Trustees shall be the final control and supervision of all transactions relating any Club owned Real Estate whether freehold or leasehold and to take control of the affairs and day to day running of the Club prior to an election in the event of the resignation or expulsion of the Executive Committee.

- 9:6 Prior to the Executive Committee entering into any sale, lease, disposal or purchase of any real property or any mortgage or loan secured against any real property or agreeing to enter into any sale, lease, disposal or purchase of any real property or any mortgage or loan secured against any real property on behalf of the Club they shall first obtain the consent and approval in writing of a majority of the Trustees.
- 9:7 Notwithstanding 9:1 in the event of the death or resignation of a Trustee the remaining Trustees shall be fully competent to act notwithstanding their number is less than three pending the election of a replacement Trustee at the next following General or Special General Meeting.

10. SECRETARY MANAGER

- 10:1 The Secretary shall be appointed by and be under the control of the Committee in all matters relating to the club and shall be responsible to the Committee.
- 10:2 The terms of employment of the Secretary and the remuneration paid to him or her shall be fixed from time to time by the Committee.
- 10:3 The duties of the Secretary shall be such as are from time to time notified to him or her or he or she is directed to perform by the Committee; he or she shall keep custody of the common Seal and all books and papers belonging to the club; he or she shall investigate all applications for membership and shall keep a register containing the names and addresses and dates of admissions of Members of the Club and shall make all statutory returns in compliance with the law for the time being in force; he or she shall have charge and custody of the funds of the club and shall invest and deal with the same from time to time in such a manner as the committee may direct; he or she shall keep a correct account of all moneys received and paid and shall submit to the Annual General Meeting a statement of his or her account for the past year which shall have been previously audited and certified by the Club's auditor.
- 10:4 Should the Committee at any time decide that the affairs of the Club warrant it, they may appoint a person as Manager either generally or in respect of any specific activity of the Club on such terms and at such remuneration as they may fix.
- 10:5 Should the Committee at any time decide that the person holding office as Secretary should also act as Manager either generally or in respect of any specific activity it shall be competent to combine these two offices and if the appointment is in respect of all the Club's affairs the appointee shall be known as Secretary Manager.

11. ROLES OF THE PRESIDENT AND OTHERS

For the avoidance of doubt the following office holders shall have the following roles:

- 11:1 The President shall be primarily responsible for:
- (a) Acting as Chairman at all General Meetings of the Club.
 - (b) Primary public relations and spokesperson for the club in terms of all non-commercial dealings between the Club and the general public, including but not limited to dealings with the press, with Members of other clubs and organizations, and with the social activities of the Club.
- 11:2 The Vice Presidents shall be primarily responsible for assisting the President and deputizing for the President in carrying out the duties set out in Rule 11: 1 (b)
- 11:3 The Chairman shall be primarily responsible for:
- (a) Acting as chairman at all meetings of the Committee.
 - (b) Representing and speaking for the Committee in the context of furthering and carrying out the functions of the Committee as the primary administrative and management body of the Club.
- 11:4 The Club Captains shall be primarily responsible for:
- (a) Maintaining close and ongoing contact with Members with a view to ascertaining Members concerns and endeavouring to maintain the good health and morale of the Club.
 - (b) Acting as liaison and line of communication between the Members and the Committee

12. ACQUISITION, DISPOSAL AND CONTROL OF REAL AND PERSONAL PROPERTY IN THE FURTHERANCE OF THE OBJECTS OF THE CLUB.

The Club shall have the following powers:

- 12:1 To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold, improve, manage, develop, let or lease, sell, exchange or otherwise dispose of any such property rights and privileges.
- 12:2 To construct, build, alter, improve, enlarge, pull down, remove, or replace any buildings or other improvements which may be in upon or about any of the real or leasehold property of the Club or over which it may have any license or right of occupancy.
- 12:3 To employ Contractors, Managers, Servants, Bar staff, Waiters, Cleaners, Caretakers and or any other employees for any of the purposes aforesaid and from time to time terminate such employment and to appoint other or others in their stead,
- 12:4 To operate, manage and maintain for the use benefit and enjoyment of Members and their authorized guests a clubhouse or clubhouses, all ancillary amenities and consistent with any laws applicable thereto to provide therein meals, snacks, liquor, drinks, entertainment and facilities for the relaxation, enjoyment and benefit of Members.
- 12:5 To provide such services to Members as the law permits and the Committee from time to time decide in the way of radio communications, providing, fuelling, watering, docking, slipping, storing boat maintenance and supervision and otherwise howsoever for the assistance of Members.
- 12:6 To borrow or raise money in any such manner as the club may think fit and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the Club (whether present or future) and to purchase, redeem or pay off any such securities.
- 12:7 To invest and deal with moneys of the Club not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real leasehold or personal property securities or by depositing the same with any bank at interest and to vary such investments from time to time.
- 12:8 To make admission and other charges to persons attending or partaking of any of the functions or activities of the Club.
- 12:9 From time to time to pay, make over, transfer or make disbursements from any money or property of the Club for any cause or purpose which in the opinion of the Committee will further the Club's objects.

13. THE COMMON SEAL

- 13:1 The Common Seal of the Club shall be kept in the control of the Secretary and save as is hereinafter provided shall be affixed to any document or writing only by resolution of the Committee and the affixing of the same shall be attested by any one Member of the Committee and the Secretary jointly.
- 13:2 In the case of angler's record certificates no authorizing resolution shall be required and the affixing of the Seal thereon may be witnessed by the Secretary solely.

14. FINANCE

- 14:1 The financial year of the Club shall be from the 1st day of July to the last day of June each year.
- 14:2 A copy of the audited Balance Sheet and Income and Expenditure Accounts shall be supplied to each Member of the Committee and shall be available for the inspection of all other Members at the office of the Club no later than the day prior to the Annual General Meeting.
- 14:3 The audited Balance Sheet and Statement of Income and Expenditure shall be submitted to the Annual General Meeting.
- 14:4 The funds of the Club shall be derived in whatever manner the Committee shall decide or by donations by persons or corporations interested in furthering the affairs of the Club.
- 14:5 Cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed and endorsed in such manner as the Committee shall from time to time determine.

15. EXPULSION OF MEMBERS

- 15:1 If any Member shall wilfully infringe these Rules or by-laws or regulations in pursuance hereof or be guilty of un-sportsman like conduct or any act detrimental to the interests of the Club it shall be in the power of the Committee provided the majority of the whole approve:
- 15:1:1 To suspend such Member for a period not exceeding 12 calendar months during which period such Member shall not be entitled to any of the privileges of the Club.
- 15:1:2 To call such Member to resign their membership and if any such Member after being so called upon shall refuse or neglect to forward their written resignation within seven days the Committee may expel the Member who shall thenceforth cease to be a Member of the Club subject to the right of appeal hereinafter provided.
- 15:1:3 Prior to exercising the aforesaid powers of suspension or expulsion the Committee shall give the Member details of the allegations against them and a reasonable opportunity of presenting in person before the Committee their answers thereto or explanation thereof.
- 15:1:4 (a) If the Committee shall expel a Member as aforesaid such Member shall have the right to appeal to a General Meeting of Members provided that within seven days of the decision of the Committee being made known to them they shall notify the Committee in writing of their intention to appeal.
On the receipt of such notice the Committee shall convene a Special General Meeting for the purpose of hearing the appeal.
- (b) The proceedings before such a meeting shall be by way of rehearing and the meeting by a majority of Members present and voting may expel such Member or impose any suspension or make any other decisions which the committee might have made.
- (c) The Member shall be bound to attend any such Special General Meeting and if they shall fail to attend the meeting may proceed with the appeal in their absence or dismiss it.
- (d) The Chairman of any such Special General Meeting may admit as evidence statements not strictly evidence and any person whether a Member or not able to give evidence on any matter may be called as a witness either by the Committee, or by the Member.
- (e) At any meeting at which any such enquiry is held, the Member may be represented by any other member of the Club.

16. LEVIES

If in the opinion of the Committee the club is in such a position that because of its liabilities it cannot carry on or if in the opinion of the Committee it is in the best interests of the Club to do so the Committee can call a Special General Meeting of Members to consider and if the Members think fit pass a resolution imposing a levy on all full subscription paying members of such amount as the members at such Special General Meeting think fit.

17. INTERPRETATION OF RULES

Should any event arise which has not been provided for in these Rules or should any dispute occur on the question of their interpretation, the Honorary Solicitor if available and in his absence the Committee shall consider the same and his or their determination on the matter of omission or interpretation shall be final and not open for review in any Court of Law.

18. BY-LAWS AND RULES OF COMPETITION

18:1 BY-LAWS

That the Club may by resolution in a General Meeting make, amend or rescind by-laws or regulations not inconsistent with these rules governing procedure at its meetings, defining the duties of any office or office bearer of the Club generally for the order of good government and regulation of the affairs of the Club.

18:2 RULES OF COMPETITION

18:2:1 All competitions for presented trophies shall be conducted in accordance with the conditions laid down by the donors thereof at the time of presentation or subsequently varied by agreement with the Committee and such conditions and general rules of competition shall be available at all reasonable times at the office of the Club and shall be published from time to time in the Club Booklet.

18:2:2 Save the case where the donor of the trophy specifically stipulates to the contrary or the Committee so resolves in the case of a particular trophy, all Club trophy competitions will commence on the 1st day of July in any year and will end on the 30th day of June the following year.

18:2:3 All Club awards and trophy competitions shall be subject to the rules of the International Game Fishing Association as from time to time in force with regard to fishing and tackle which rules the club adopts as part of these Rules. The club will notify members of any change in the fishing rules of the IGFA or the NZBGFC and the Club, by notices posted in both Clubhouses within 7 days following notification of these changes being received by the Secretary from the relevant organization and by insertion in the issue of any Club newsletter next published after the secretary receives such notification.

18:2:4 No Certificate of trophy shall be awarded by the Club unless:

- (a) The claimant therefore was a Member of the Club at the time of catching the fish.
- (b) The weighing of the fish was at one of the Bay of Islands authorized Weigh stations and by authorized Weigh masters, or by a deputy appointed by the Weighmaster concerned (in the latter's unavoidable absence) and the Secretary was so advised provided that weighing at an authorized weigh-station of an Affiliated Club by an authorized weighmaster will be accepted provided the Secretary of the Affiliated Club concerned has supplied to the New Zealand Big Game Fishing Council the receipt from the Government Inspector of Weights and Measures who has tested and passed as accurate, for the season in question, the scales concerned, and that this Club has been so informed by the Council Secretary.
- (c) That all conditions of these Rules and of the IGFA have been complied with and the angler and boatman have signed a declaration to that effect.

18:2:5 Protest

No complaint or protest concerning the foregoing conditions or any regulations or by-laws made in pursuance of the foregoing sub-section will be recognized or entertained by the Committee unless written notice of the alleged complaint or protest supported by written evidence is delivered or posted to the Secretary within 21 days of the occurrence giving rise thereto.

18:2:6 Saver

All awards of certificates heretofore made shall be deemed to have been made in accordance with these Rules and all un-repealed by-laws and rules of competition passed pursuant to any previous Rules shall continue in full force and effect as if made hereunder.

19. NOTICES

19:1 Any notice required to be given by the club under these Rules may be given either personally or by electronic means or by sending by post to the Member's last address in New Zealand. Where a notice is sent by electronic means i.e. Email, service of the notice shall be deemed to be effected by properly addressing and attaching the notice to the email and pressing "send", and in the case of post, pre-paying and posting a letter containing the notice, and service shall be deemed to have been effected at the expiration of twenty-four hours after the letter containing the same was posted or emailed.

19:2 If a Member has no address in New Zealand or is known to be resident overseas it shall not be necessary for any notice under these Rules to be given to them.

19:3 The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

19:4 Except in the case of Notices of Motion by the Committee, notice of any motion a Member intends to move at a General Meeting together with the full text of the proposed motion and a note of the reason therefore and effect thereof, shall be lodged with the Secretary at least one calendar month prior to the date of the meeting at which the Member intends to move such a motion. In the case of all notices of motion the purport of the proposed motion and explanatory note shall be forwarded by the Secretary to each Member of the Club at the same time as the notice of the meeting and order paper.

20. ALTERATION TO THE RULES

These Rules may be altered, added to, suspended or rescinded by a resolution of the Members (in this Rule hereinafter all referred by the term "amendments"). Notice of any proposed amendments to these Rules shall be given by Notice of Motion on the notice papers calling an Annual General Meeting and may be passed by a majority vote of the members present or a Special Meeting where a majority of 75% of the members voting in a postal ballot would be required. No Notice of Motion shall be accepted if the proposed amendments or any of them are inconsistent with the provisions of the Incorporated Societies Act, 1908, and its amendments. All amendments to the Rules shall be submitted to the Registrar of Incorporated Societies for approval and shall come into operation when and not until approved by the Registrar.

No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status.

The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

21. WINDING UP OR DISPOSAL OF ASSETS

If upon the winding up or dissolution by the Registrar of the Club, there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed amongst the Members of the Club but shall be given or transferred to some other institution, institutions, club or clubs having objects similar to the objects of the Club or to some fund or funds cause or causes the purpose of which is likely to further the objects for which the Clubs are constituted, the recipient or recipients to be determined by a majority of Members present at a General Meeting to be held according to the Rules of the Club at or before the winding up or the dissolution by the Registrar and in default of such a meeting being held prior to the winding up or dissolution to such body or bodies as a Judge of the High Court of New Zealand may direct.