

RULES OF MISTRAL OWNERS ASSOCIATION INCORPORATED

TITLE

1. The full title of the association shall be THE MISTRAL OWNERS ASSOCIATION INCORPORATED.
2. In these rules, the Mistral Owners Association Incorporated shall be referred to as "the Association".

OBJECTS

3. The objects of the Association are:
 - 3.1. To develop and protect the interests of yacht racing and yachting generally and the Mistral Class yachts in particular;
 - 3.2. To enter into such arrangements with the Tamaki Yacht Club or any other body as will further the interests of the Association or its members;
 - 3.3. To promote races, training, education and social programs for members of the Association;
 - 3.4. To purchase or lease such real and personal property as may be considered advisable for the carrying out of these objects;
 - 3.5. To invest control and dispose of the funds and property of the Association and to borrow with or without charging the assets of the Association; and,
 - 3.6. To administer the class restrictions.

CLASSES OF MEMBERS

4. There shall be three classes of members of the Association:
 - 4.1. Owner Members;
 - 4.2. Associate Members; and
 - 4.3. Life Members.
5. Owner Members shall be members who own one or more Mistral Class yacht as defined by the class restrictions
6. Associate Members shall be members who do not own a Mistral Class yacht but who are interested in the objects of the Association.
7. Life Members shall be members nominated by the Committee and elected by the Association as Life Members in recognition of outstanding service to the Association or to yachting generally.
8. Where any mistral class yacht is owned by more than one person the owners of such yacht shall nominate one of them to be the Owner Member and the other part owner or owners shall be eligible to be Associate Members.
 - 8.1. Where any mistral class yacht or yachts are owned by an incorporated association, charitable trust or other such organisation, the organisation shall nominate one person to be the Owner Member.

NEW MEMBERS

9. Any person who wishes to become a member of the Association shall apply by completing any application form approved by the Committee and by supplying such other information as shall be required by the Committee.
10. Applications for membership shall be considered by the Committee.
11. The Committee shall have a discretion as to whether an applicant shall be admitted as a member and will advise the applicant for membership of its decision.
12. The Committee may refuse membership to a person for any good reason.

TERMINATION OF MEMBERSHIP

13. A member may withdraw from the Association by tendering his or her resignation in writing to the Secretary.
14. All money owing by a withdrawing member shall remain payable to the Association notwithstanding a member's withdrawal from membership.
15. The Committee may terminate the membership of any member who has failed to pay any membership fee set by the Association within three months of the fee becoming due provided that the Committee shall first give the member twenty-eight days notice of the Committee's intention to terminate the membership.
16. Notwithstanding rule 15 of this constitution, any member who has failed to pay any membership fee set by the Association twelve months after it has become due shall automatically cease to be a member.
17. Any member who has breached the rules of the Association may be expelled by the Committee but any member so expelled shall have a right of appeal to a special general meeting of the Association within one month of notification of such expulsion being given to him or her.

GENERAL MEETINGS

Annual General Meetings

18. The Association shall hold at least one general meeting prior to 30 September each year ("**AGM**").
 - 18.1. A notice of the AGM shall be emailed or posted to members at their last known email or postal address at least twenty-eight days prior to the date of the AGM.
 - 18.2. At the AGM, the annual report and financial statements shall be presented to members for their approval.

Special General Meetings

19. A special general meeting shall be called:
 - 19.1. By the Secretary if so directed by the Committee at any time; or,
 - 19.2. By the Secretary within fourteen days after the receipt of a requisition to that effect signed by not less than six members of the Association.
20. Any such special general meeting shall be held between ten and thirty-six days after the date on which the meeting was called.

21. A notice specifying the business to be discussed at the special general meeting shall be sent to the members by the Secretary, by post or email, at least seven days prior to the date of the special general meeting.
22. No business shall be raised at a special general meeting except that stated in the notice.

The Running of General Meetings

23. The chairman of a general meeting shall be the President. In the absence of the President, the chairman of a general meeting shall be the President-Elect. If both the President and the President-Elect are unavailable, the chairman shall be a person nominated as chairman by the President.
24. Business shall be determined at a general meeting by a vote of Voting Members.
25. Voting Members shall be:
 - 25.1. Owner Members;
 - 25.2. Life Members; and,
 - 25.3. Any Associate Member who is also a member of the Committee.
26. The Chairman shall decide on a show of hands in the first place but any three Voting Members may demand a ballot.
27. In the case of equality the Chairman shall have an original as well as a casting vote.
28. Votes may be cast personally or by proxy.
 - 28.1. Any proxy must be exercised by a Voting Member.
 - 28.2. Any member who wishes to cast a vote through a proxy must give notice to the Secretary in writing or email of the name of the person who will cast that member's vote before the commencement of the general meeting.

OFFICERS

29. The office bearers of the Association shall be:
 - 29.1. President;
 - 29.2. President-Elect;
 - 29.3. Secretary;
 - 29.4. Treasurer.

EXECUTIVE COMMITTEE

30. The Executive Committee ("**the Committee**") shall consist of:
 - 30.1. The President;
 - 30.2. The immediate past president;
 - 30.3. All office bearers of the Association; and,
 - 30.4. Not more than ten other members duly elected.
31. The role of the Committee shall be to:
 - 31.1. Manage the affairs of the Association;
 - 31.2. Implement resolutions of the Association made at General Meetings;

- 31.3. Carry out the objects of the Association.
32. The Committee shall have full power to manage and direct the affairs of the Association and the Committee may appoint to it such sub-committees as it thinks necessary.
33. The Committee may appoint members of the Committee or the Association to hold specific roles and responsibilities, including but not limited to:
 - 33.1. Measurer;
 - 33.2. Publicity officer;
 - 33.3. Programme Officer; and,
 - 33.4. Handicapper.
34. The President shall retire annually and shall be replaced by the President-Elect without vote:
 - 34.1. Notwithstanding the foregoing, if there is no President-Elect or if the President-Elect declines or is unable to accept the role of President then the President shall be elected by the Association at the AGM. At any such election, the outgoing President shall be eligible for re-election.
35. All office bearers and committee members other than the President shall be elected annually at the AGM.
36. All officers and committee members retiring at an AGM shall be eligible for re-election.
37. No person shall be elected to the Committee unless he or she is a member of the Association.
38. The Committee may appoint a delegate for the Mistral class to the Tamaki Yacht Club Committee. The delegate shall be selected from the members of the Committee.

A QUORUM

39. A quorum shall consist of:
 - 39.1. Four members of the Committee for meetings of the Committee; and,
 - 39.2. Ten Voting Members for general meetings.

THE COMMON SEAL

40. The Association shall have a common seal.
41. The common seal shall be in the custody of the Secretary
42. The common seal shall be affixed to all documents as required by law.
43. The common seal shall be affixed only by the authority of a resolution of the Committee and the affixing of the seal shall be witnessed by the President or Secretary and two (2) other members of the Committee.
44. The witnesses shall sign the document to which the common seal is affixed.

CONTROL OF FUNDS

45. The Association shall hold a bank account with a bank approved by the Committee ("the Bank Account").
46. The Treasurer shall receive all moneys paid to the Association and deposit the money in the Bank Account within fourteen (14) days of receipt.
47. Any expenditure shall be approved by the Committee before it is incurred.
48. All accounts for payment in excess of \$250 (or such other sum as shall be fixed by the Association at a general meeting) shall be approved by the Committee prior to payment.
49. All cheques and withdrawal slips shall be signed by two officer bearers.
50. The Treasurer shall prepare and submit to the Committee at all meetings of the Committee a detailed statement of the receipts and expenditure covering the period that has elapsed since the last preceding Committee meeting.
51. The Treasurer shall prepare and lay before the AGM a statement of the income and expenditure of the Association and a balance sheet containing a summary of the Association's assets and liabilities made up till the end of the last preceding financial year ("the Accounts of the Association").
52. The income and property of the Association is to be applied solely to further the aims of the Association. No income or property is to be paid or transferred directly or indirectly to any members. This will not prevent payment of reasonable remuneration or expenses to any officer or employee of the Association or to any members for any services performed by them for the Association.
53. A member may charge for any services carried out by him or her where the Association would have had to pay for that service if it was carried out by somebody who was not a member provided that the member has first provided a quote for those services which has been approved by the Committee.
54. The Accounts of the Association shall be inspected by a suitably qualified person who is not a member of the Committee before the AGM.

REGISTRATION OF YACHTS

55. The Secretary shall maintain a registrar of yachts.
56. Numbers shall be allotted to new yachts on application to the Secretary.

BORROWING POWERS

57. The Association shall have power to borrow or raise money in such manner as the Association in general meeting may determine and to secure the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the assets of the Association (whether present or future and to purchase redeem or payoff any such securities).

FINANCIAL YEAR

58. The financial year of the Association shall commence from the 1st day of July in each year.

SUBSCRIPTIONS

59. The annual membership fee payable to the Association shall be fixed by the Association in general meeting.

ALTERATIONS AND ADDITIONS TO THE CONSTITUTION OR CLASS RESTRICTIONS

60. The Association may only alter the constitution or the class restrictions by resolution of the Voting Members of the Association.
61. A resolution to alter the constitution or class restrictions may only be put to a vote if the resolution is put forward by:
 - 61.1. The Committee; or,
 - 61.2. Ten or more Voting Members of the Association.
62. The resolution may be passed by postal ballot or by a vote at a general meeting.
63. Notice of the proposed resolution shall be provided to members not less than twenty-eight days prior to the voting taking place. Relevant details shall be provided with the notice.
64. A quorum of ten Voting Members is required for any vote on a resolution to alter the constitution or class restrictions.
65. A resolution to alter the constitution or the class restrictions shall only be passed if three-quarters of the votes cast are in favour of the resolution.
66. No alterations, additions or cancellation shall be made to these rules that are in conflict with:
 - 66.1. The objects of the Association;
 - 66.2. Rule 52 of this constitution;
 - 66.3. The rules as to winding up of the Association; or,
 - 66.4. The charitable nature of the Association.

WINDING UP

67. The members of the Association may resolve that the Association will be wound up at a meeting convened for that purpose provided that all liabilities of the Association have been duly discharged.
68. A resolution to wind up the Association shall only be passed if three-quarters of the Voting Members present at the meeting vote in favour of the resolution.
69. Such resolution, before it shall take effect, shall be confirmed at a general meeting called for the purpose and held not earlier than twenty-eight days after the date on which the resolution to be confirmed was passed.
70. The funds and property of the Association shall be transferred to some worthy sporting body with similar objects to those of this Association as the general meeting shall decide. The funds and property of the Association shall not be paid to or distributed among the members of the Association.