

RULES OF SOUTH ISLAND INCORPORATED

1.0 NAME

The name shall be "South Island Rowing Incorporated"

2.0 INTERPRETATION

"Board" shall mean the Board of SIRI as defined in Clause 9.1 hereof

"Chairperson" shall mean the Chairperson of the Board of SIRI as defined in Clause 9.3 hereof.

"Delegate" shall mean a person appointed to represent a Local Association at a General Meeting pursuant Clause 10.5 hereof.

"Executive Secretary" shall mean the Executive Secretary of SIRI as defined in Clause 9.5 hereof.

"General Meeting" shall mean the Annual General Meeting, a Special General Meeting and any other designated General Meeting.

"Local Association" shall mean a South Island provincial Rowing Association as defined in the constitution of RNZ.

"Member" shall mean a Member of SIRI as defined in clause 7.1 hereof.

"RNZ" shall mean Rowing New Zealand Incorporated.

"SIRI" shall mean South Island Rowing Incorporated, which may use the trading name "Ruataniwha Rowing" where circumstances permit.

"Sub-Committee" shall mean a sub-committee of the Board of SIRI as defined in Clause 12.1 hereof.

In these rules and any by-laws made hereunder, unless repugnant to the context, the singular shall include the plural and vice-versa; the male shall include the female and vice-versa.

3.0 REGISTERED OFFICE

3.1 The registered office of SIRI shall be the Regatta Control Building, 50 Kate Cameron Drive, Twizel.

3.2 The postal address shall be PO Box 291, Twizel 7944 or at such other place the Board may from time to time fix.

4.0 OBJECTIVES

- 4.1 To promote and foster the sport of rowing in New Zealand.
- 4.2 To facilitate the staging of an annual South Island Rowing Championship Regatta and all other rowing regattas on Lake Ruataniwha.
- 4.3 To be responsible for the acquisition, development, installation, operation and maintenance of the rowing facilities, assets, installations and improvements at Lake Ruataniwha or situated at any other property held by or under the control of SIRI.
- 4.4 To borrow, raise money and to secure the repayment thereof by debentures, bonds payable to bearer, or otherwise and either secured or not secured by mortgage or charge on all or any part of the property of SIRI, or by Bills of Exchange or promissory notes or other obligations or securities in such a manner as SIRI may determine.
- 4.5 To make rules or by-laws for the regulation of rowing at Lake Ruataniwha and to better ensure the proper regulation of all activities carried out under the auspices of SIRI, including but not limited to the fixing of seat fees, hire charges, entry fees, ground rentals, membership fees and the like.
- 4.6 To hold, purchase, take on lease or license any land, and to sell, exchange, lease, subdivide or mortgage any such land.
- 4.7 To maintain affiliation to RNZ.
- 4.8 To do all such things as are incidental or conducive to the attainment of these objectives.

5.0 SEAL

The Common Seal of SIRI shall be kept in the custody of the Executive Secretary and its use shall be attested by the Executive Secretary and the Chairperson to such documents as may be required from time to time.

6.0 PROPERTY

- 6.1 The assets of SIRI shall be vested in SIRI and controlled by the Board and shall be applied solely in accordance with the objectives of SIRI.
- 6.2 Except in any case where SIRI employs under contract or otherwise a Member, on agreed terms and conditions, no part of the funds or assets of SIRI shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member of SIRI.

7.0 MEMBERSHIP

The Membership of SIRI shall comprise:

- 7.1 (i) Patron;
- (ii) Local Rowing Associations;
- (iii) Life Members;
- (iv) Officers;
- (v) Members of Sub-Committees;
- (vi) Associate Members;
- (vii) Club Members.

7.2 The Patron shall be elected by majority vote at the Annual General Meeting.

7.3 Life Member- An individual may be elected to life membership of SIRI by vote at a Annual General Meeting called for such purpose.

A nomination for life membership shall be in the hands of the Executive Secretary not less than 2 weeks before the date of the General Meeting. The Executive Secretary shall investigate the nomination prior to placing the nomination on the Agenda paper.

7.4 Associate Member- an individual or organization allied to or associated with rowing may be elected an Associate Member of SIRI by vote at an Annual General Meeting.

7.5 Club Member – an individual who is a member of a rowing club, which club is a member of a Local Rowing Association, shall be a Club Member.

7.6 SIRI shall have the power to suspend any Member from membership of SIRI by resolution passed by not less than 75% of those entitled to vote at a General Meeting.

7.7 A Member shall cease to be a member of SIRI upon tendering a written resignation to the Board and/or in the case of a Club Member by ceasing to be a member of a requisite rowing club.

8.0 OFFICERS

8.1 The Officers of SIRI shall comprise the following:

- (i) Board Members
- (ii) Chairperson
- (iii) Deputy Chairperson
- (iv) Executive Secretary
- (v) Treasurer

9.0 BOARD

9.1 The Board shall comprise the following:

- (i) Board Members;
- (ii) Chairperson;
- (iii) Deputy Chairperson
- (iv) Executive Secretary.

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- 9.2 **Board Members** - each Local Association shall appoint two (2) Board Members.
- 9.3 **Members Tenure** – each Board Member shall have tenure of no more that eight (8) years continuous service.
- 9.4 **Chairperson** - The Board Members shall appoint a Chairperson from amongst themselves at the first Board Meeting following the Annual General Meeting.
- 9.5 **Deputy Chairperson** - The Board Members shall appoint a Deputy Chairperson from amongst themselves at the first Board Meeting following the Annual General Meeting.
- 9.6 **Executive Secretary** - The Board Members shall appoint an Executive Secretary, who may or may not be a Board Member, at the first Board Meeting following the Annual General Meeting. If the Executive Secretary is not appointed from amongst the Board Members he or she shall not vote at Board Meetings.
- 9.7 The Board shall prepare and submit an Annual Plan, detailing the proposed activities of SIRI, together with a Budget, for the coming year at the Annual General Meeting.
- 9.8 The Board shall be primarily responsible for the administration of SIRI and in particular of implementation of the Annual Plan as may be adopted by the Delegates at the Annual General Meeting.
- 9.9 The Board shall report progress on implementation of the Annual Plan at any General Meeting held throughout the year.

10.0 GENERAL MEETINGS

- 10.1 An Annual General Meeting shall be held in Twizel or at such other place as may be determined by the Board not later than the 31st day of July each year.
- 10.2 The Executive Secretary shall, by written advice to Local Associations, give the Members not less than four (4) weeks notice of the Annual General Meeting and of any Special General Meeting.
- Attached to such notice shall be an agenda for the meeting.
- 10.3 At the written request of two (2) or more Local Associations, the Board shall call a Special General Meeting which shall be convened within six (6) weeks (having due regard to the requisite notice period) of any such request.
- 10.4 Any other General Meeting shall be held at such times and places as may be determined on reasonable notice by the Board.
- 10.5 Each Local Association shall by notice in writing to the Executive Secretary appoint two (2) Delegates to represent the Local Association at any General Meeting of SIRI.

A Delegate shall be deemed to be appointed to act for a term of one year or in the alternative a Local Association may stipulate that a Delegate is appointed to act until such time as the Local Association revokes the Delegate's appointment in writing.

- 10.6 At General Meetings, five (5) persons shall constitute a quorum provided not less than three (3) Delegates representing three (3) different Local Associations are present and not less than two (2) members of the Board are also present.
- 10.7 The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson shall preside at General Meetings.
- If both the Chairperson and the Deputy Chairperson are absent from a General Meeting, the Delegates shall appoint a Chairperson.
- 10.8 All motions before a General Meeting shall be determined by vote of the Delegates only, provided that in the event of an equality of votes, the Chairperson shall have a casting vote.
- 10.9 All motions before a General Meeting are required to be passed by majority vote, except as otherwise provided in these Rules, and any voting shall be either personal or by proxy and may be taken on the voices, by show of hands or by ballot at the request of any Delegate.
- 10.10 Any person entitled but unable to attend a General Meeting may, by notice in writing delivered to the Executive Secretary prior to commencement of the meeting, appoint a proxy.
- 10.11 Anything SIRC may do in General Meeting may, if so determined by the Board, be conducted by a postal ballot of the Delegates or through post a similar communication medium.
- 10.12 Any matter involving significant expenditure or the acquisition or disposal of a significant asset shall be determined by vote at a General Meeting.
- 10.13 All interested persons may attend and shall at the invitation of the Chairperson be entitled to speak at General Meetings.

11.0 BOARD MEETINGS

- 11.1 Board meetings shall be held at such times and places as may be determined by the Board, or at the request of any three (3) Board Members.
- 11.2 At Board Meetings five (5) Board Members shall constitute a quorum.
- 11.3 All matters before a Board meeting shall be determined by majority vote.
- 11.4 The Chairperson shall have a casting vote in the event of an equality of votes as well as a deliberative vote.
- 11.5 A meeting of the Board may be conducted by audio or audiovisual link by which all Board Members participating and contributing to a quorum can simultaneously hear and communicate.

12.0 SUB-COMMITTEES

- 12.1 The Board may from time to time appoint such Sub-Committees, as it deems desirable to assist it in carrying out its functions and for better achieving the objectives of SIRI.
- 12.2 Appointees to any Sub-Committee shall not be restricted to then current Members.
- 12.3 The Board shall prescribe the terms of reference or duties of any Sub-Committee and may from time to time alter the personnel comprising the Sub-Committee or dissolve the Sub-Committee as may be appropriate.
- 12.4 A decision of any Sub-Committee shall not be binding until ratified by the Board, nor may any Sub-Committee, unless previously authorized by the Board, have any authority to transact business in the name of or in such a way as to bind SIRI.

13.0 FINANCIAL

- 13.1 All monies received on account of SIRI shall be paid into a Bank account, or invested in such manner as may be directed from time to time by resolution at a General Meeting, in the name of SIRI.
- 13.2 Not less than two (2) Officers of SIRI shall jointly operate every bank account of SIRI.
- 13.3 The Executive Secretary shall ensure proper books of account are kept and shall ensure a Statement of Income and Expenditure and a Balance Sheet as at the 31st of December in each year shall be presented to the Annual General Meeting.

The Executive Secretary shall also ensure that proper accounting records are kept throughout the year for General Meetings and Board Meetings.
- 13.4 A qualified accountant other than a Board Member shall either Review or Audit the accounts of SIRI as may be determined at the Annual Meeting, at least once in each year.
- 13.5 Notwithstanding any of the foregoing provisions, Delegates may vote an honorarium to the Executive Secretary, or any other person in appreciation of their services to SIRI.

14.0 DISSOLUTION

- 14.1 SIRI shall not be dissolved except by special resolution passed in accordance with Section 24 of "The Incorporated Societies Act, 1908".
- 14.2 If upon the winding up or dissolution of SIRI there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed equally among the Local Associations which remain members of SIRI at the time of any such winding up or dissolution.

15.0 INDEMNITY OF OFFICERS

15.1 All Officers or persons appointed to act on behalf of SIRI shall be indemnified by SIRI from all losses and expenses incurred by them in or about the discharge of their respective duties except for losses and expenses as may be incurred through their own willful act or default.

15.2 No Officers or persons appointed to act for SIRI shall be liable for the acts or defaults of any other person, or for joining in any receipt or other act for the sake of conformity or for any loss or expense incurred unless through their own willful act or default.

16.0 ALTERATION OF RULES

Any of the Rules of SIRI may be rescinded, altered or added to, or any new rule introduced by a resolution passed by not less than 75% of those entitled to vote at the Annual General Meeting or at a Special General Meeting called for the purpose.

17.0 GENERAL

Matters not specifically provided for herein shall be determined generally in accordance with such of the constitution, rules and regulations of RNZ as may be applicable to such matters.

Signed

Name I Sutherland
Position Chairman
Date 14 May 2016

P McQuinn
Vice Chairman
14 May 2016

P Bell
Executive Secretary
14 May 2016