



**WELLINGTON ROWING CLUB  
(INCORPORATED)  
Constitution**

July 2018

# WELLINGTON ROWING CLUB INCORPORATED

## CONSTITUTION

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## 1. DEFINITIONS

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**AGM** means Annual General Meeting as described in Rule 17;

**Board** means the Board of Directors of WRC as described in Rule 18.

**Board Member** means a member of the Board including Co-opted Board Members as described in Rule 18

**Club Captain** means the Club Captain whose responsibilities are defined in the Club By-Laws;

**Committee** means the General Committee of the Club;

**Constitution** means this constitution;

**Co-opted Board Members** means Board Members co-opted under Rule 22

**Elected Board Member** means a Board Member elected under Rule 21;

**General Committee** means the General Committee described in Rule 23;

**General Meeting** means an AGM or SGM;

**Member** means and includes all classes of members of WRC described under Rule 5;

**Objects** means the objects of WRC described under Rule 3.1;

**Ordinary Resolution** means a resolution passed by a majority of votes cast;

**Patron** means the person appointed as the patron of WRC;

**President** means the President of WRC whose responsibilities are defined in the Club By-Laws;

**Register** means the register of Members specified in Rule 15;

**Rules** means these rules (this Constitution) and "Rule" shall have a corresponding meaning;

**Secretary** means the Club Secretary whose responsibilities are defined in the Club By-Laws;

**SGM** means Special General Meeting;

**Special Resolution** means a resolution passed by two-thirds of votes cast at a General Meeting by those eligible to vote under Clause 17.17;

**Treasurer** means the Club Treasurer whose responsibilities are defined in the Club By-Laws;

**Vice-Captain** means the Club Vice Captain whose responsibilities are defined in the Club By-Laws;

**Vice President** means the Club Vice President whose responsibilities are defined in the Club By-Laws;

**WRC** means Wellington Rowing Club Incorporated;

## **2. NAME**

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- 2.1 The name of the incorporated society is Wellington Rowing Club Incorporated ("WRC").
- 2.2 The registered office of WRC shall be at the place as determined by the Board.

## **3. OBJECTS**

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- 3.1 The objects of WRC are:
- (a) Encourage, educate and promote rowing as an activity that promotes and maintains the health and wellbeing of all participants in WRC;
  - (b) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of rowing ;
  - (c) To affiliate and co-operate with kindred and other organisations, including the New Zealand Rowing Association and the Wellington Rowing Association
  - (d) To recognise our responsibility in the maintenance of our Heritage one status building which is meant to be retained to advance the purposes of the WRC

## **4. POWERS**

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- 4.1 WRC has full powers, jurisdiction and authority and (except as restricted by these rules) may do all and any things to carry out its objects, including to:
- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
  - (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
  - (c) Sell, lease, mortgage, charge or otherwise dispose of any property of WRC and grant such rights and privileges over such property as it considers appropriate, subject to approval by not less than 75% of the Club membership;
  - (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
  - (e) Produce, develop, create, license and otherwise use and protect the intellectual property of WRC;
  - (f) Enforce this Constitution, make, alter, rescind, and enforce any rules, by-laws, regulations, policies and procedures for the governance, management and operation of WRC;
  - (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
  - (h) Consider and settle disputes between Members;
  - (i) Determine who are its Members and suspend or terminate membership;

- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Select national and other representative teams and squads;
- (l) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, Sport Wellington, the Sports Tribunal of New Zealand and Drug Free Sport New Zealand;
- (m) Delegate powers of WRC to any person, Board, committee or sub-committee;
- (n) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the WRC, or with which the WRC is authorised to amalgamate or generally for any purpose designed to benefit the WRC;
- (o) Do any other acts or things which are incidental or conducive to the attainment of the objects of WRC.

## **5. MEMBERSHIP**

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5.1 The Members of WRC shall be:

- (a) Active members as detailed in Rule 6;
- (b) Tertiary Institute members as detailed in Rule 7.
- (c) Corporate members as detailed in Rule 8.
- (d) Supporting members as detailed in Rule 9
- (e) Life Members as detailed in Rule 10.
- (f) Alumni members as detailed in Rule 11

## **6. ACTIVE MEMBERS**

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6.1 An active member is any rower or coxswain except one who is classed as a Tertiary Institute member, a corporate member or an Alumni member.

## **7. TERTIARY INSTITUTE MEMBER**

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7.1 A Tertiary Institute member is any rower or coxswain who belongs to a tertiary education institute which has an affiliation with WRC and is rowing under the banner of that tertiary institute.

## **8. CORPORATE MEMBER**

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8.1 A corporate member is any rower or coxswain who joins WRC for a specific rowing event managed by WRC.

## **9. SUPPORTING MEMBER**

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- 9.1 A supporting member is any non-rowing member. A Coach will be a Supporting member unless he/she is also a rower or coxswain.

## **10. LIFE MEMBER**

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- 10.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of WRC. Any person may be nominated for life membership of WRC such nomination must be made to the Board in writing, setting out the grounds for the nomination. Life membership of such nominee is obtained by Resolution of the Board.

## **11. ALUMNI MEMBERS**

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- 11.1 An Alumni member maybe a current or ex member of the Wellington Rowing Club who has applied to become an Alumni member and paid the relevant Alumni fee either as an annual amount or as a one-time fee to become a long-standing Alumni member.

## **12. MEMBERSHIP RIGHTS AND OBLIGATIONS**

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- 12.1 Members acknowledge and agree that:
- (a) An application for membership must be in such format as may be required by the General Committee from time to time. All applications for membership will be determined by the General Committee.
  - (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of WRC.
  - (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
  - (d) The failure by a Member to comply with Rule 12.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
  - (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution subject to Clauses 12.1 (a-d) above.
- 12.2 Membership of WRC is annual, and expires on 31 May in each year. The membership requirements as set out in this Constitution and any regulations must be completed by each Member by 31 October in each year in order to have their membership of WRC renewed.

## **13. RESIGNATION AND TERMINATION OF MEMBERSHIP**

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- 13.1 A Member may resign by notice in writing to the Club Captain and Secretary.

- 13.2 Membership may also be suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of WRC or if a member acts in a manner which is considered by the Board to be harmful to WRC or inconsistent with the standards of behaviours expected of a Member.  
Before making any determination, the Board will advise the member in writing of any such issue, advise the member that it could result in membership being suspended or terminated, supply the member with sufficient information concerning the issue to enable the member to be able to respond to it and provide the member with a fair and reasonable opportunity to respond in writing and/or to be heard by the Board,
- 13.3 A Member whose membership is suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of WRC or in the absence of any relevant provisions then by an independent third person or Judicial Committee as defined in Clause 13.4,
- 13.4 For the purposes of arbitration with respect to Clause 13.3, WRC will request Sport Wellington (or its successor) to provide an independent third person or Judicial Committee.

#### **14. SUBSCRIPTIONS**

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- 14.1 The Board shall appoint a sub-committee annually to recommend to the Board:
- (a) Any subscriptions or other fees payable by each Member;
- 14.2 The due date and the manner for payment of such fees shall be in accordance with the Subscriptions Policy. The sub-committee may recommend different levels of subscriptions and other fees for different types of Members.
- 14.3 While not binding the authority of the Board, the sub-committee would normally include the Treasurer, the President, the Club Captain, a schools rep and such other member(s) as the Board deems appropriate.

#### **15. REGISTER OF MEMBERS**

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- 15.1 The Secretary shall keep and maintain a Register in which shall be entered the full name, email and physical address, class of membership and any other details about each Member as agreed by that Member.
- 15.2 WRC, shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

#### **16. OFFICERS OF THE WELLINGTON ROWING CLUB**

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- 16.1 The officers of WRC shall be:
- (a) The President (who is also the Chairperson)
  - (b) The Club Captain
  - (c) The Secretary
  - (d) The Treasurer
  - (e) The Vice-Captain



(f) The Vice President

- 16.2 A Patron may be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 16.3 The President shall be elected at the AGM at the commencement of their term. The President shall hold office for two years. The President may be re-elected for one further subsequent and consecutive term of office. The President is not precluded from offering themselves for election again providing there is at least one year's interval following the conclusion of either their first term (if they decide not to offer themselves for a second term) or the conclusion of their second term.  
The duties of the President are as prescribed in the Club By-Laws from time to time.
- 16.4 Nominations for the President shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 21.
- 16.5 The Secretary shall be elected at the AGM at the commencement of their term. The Secretary shall hold office for two years. The Secretary may be elected for one further subsequent and consecutive term of office.  
The duties of the Secretary are as prescribed in the Club By-Laws from time to time.
- 16.6 The Club Captain shall be elected at the AGM at the commencement of their term. The Club Captain shall hold office for two years. The Club Captain may be re-elected for one further subsequent and consecutive term of office.  
The duties of the Club Captain are as prescribed in the Club By-Laws from time to time.
- 16.7 The Treasurer shall be elected at the AGM at the commencement of their term. The Treasurer shall hold office for two years. The Treasurer may be elected for one further subsequent and consecutive term of office.  
The duties of the Treasurer are as prescribed in the Club By-Laws from time to time.
- 16.8 The Vice President and Vice Captain shall be elected at the AGM. The Vice President and Vice Captain shall hold office for two years and may be elected for one further subsequent and consecutive term of office.  
  
The duties of the Vice President and Vice Captain are as prescribed in the Club By-Laws from time to time

## **17. GENERAL MEETINGS**

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- 17.1 WRC must hold an AGM once every year at such time, date and place as the Board determines but not more than three months after the financial year end.
- 17.2 Any other General Meetings shall be SGMs.
- 17.3 The Board must give Members at least 30 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 17.4 Not less than 15 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary from the Members and/or the Board.
- 17.5 Applications for Board Members must be received not less than 20 days before the date set for the AGM.

- 17.6 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of the annual report including an audited or reviewed annual financial report for the preceding financial year;
  - (b) The election of any vacancies arising in the positions of Board Members;
  - (c) The election of any vacancy arising in the position of the elected officers;
  - (d) The election of the General Committee (Rule 23)
  - (e) The determination of an audit or review for the following year;
  - (f) Any motion(s) proposing to alter the Constitution; and
  - (g) Any other items of business that have been properly submitted for consideration at the AGM.
- 17.7 An agenda containing the business to be discussed at an AGM (as set out in Rule 0) shall be sent by the Secretary to the Board and the Members by no later than 10 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

#### **Special General Meetings (SGM)**

- 17.8 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
  - (b) Such Members as are entitled to exercise 25% or more of the voting rights of WRC.
- 17.9 The written request for an SGM must state the purpose for which the SGM is requested.
- 17.10 The SGM must only deal with the business for which the SGM is requested.
- 17.11 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

#### **Minutes**

- 17.12 Full minutes shall be kept by the Secretary of all General Meetings and made available upon request by Members.
- 17.13 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
  - (b) A motion to proceed is put to the meeting and a majority of two-thirds of votes cast, is obtained in favour of the motion to proceed.

#### **Quorum**

- 17.14 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 15% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.

If a quorum is not obtained within half an hour of the intended commencement time where the General Meeting is an AGM, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further Annual General Meeting, then the Members present at that further Annual General Meeting are deemed to constitute a valid quorum. If the General Meeting is a Special General Meeting and a quorum is not present the meeting shall fail.

### **Control of General Meetings and Voting**

- 17.15 The President of WRC shall preside at the General Meeting. If the President is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- (a) The following class of members are entitled to vote at a General Meeting:
- i. Active members;
  - ii. Secondary School members;
  - iii. Supporting members; and
  - iv. Life Members.
- 17.16 Each of the above members has one vote each.
- (a) Active members 18 years and over have one vote per member
- (b) Active members under 18 years of age have one vote. Their parent may vote on their behalf, however, if the parent votes then the under 18 member may not also vote, only one vote will be counted
- 17.17 To vote or be considered for election Members must have paid the relevant subscription and all other money owing to the Club for the financial year just completed or have paid a subscription for the current financial year.

### **Method of Voting**

- 17.18 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 17.19 Elections of the Committee and Board Members at an AGM must be undertaken by a show of hands.
- If there are insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 17.6.
- 17.20 Those applicants for the vacant Committee and Board Member positions which have the highest number of votes in their favour will be declared elected.
- 17.21 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 17.22 In the event of a tie of votes at a General Meeting, the motion is lost
- 17.23 Electronic votes will be allowed but must be received by the Secretary no later than five days prior to the AGM.
- (a) The electronic vote will be ratified by the Secretary against the current membership database

- (b) The electronic vote will require a members full name and clear instructions (tick / cross) against each motion put to the membership

## **18. BOARD**

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### **Role of the Board**

- 18.1 The governance of WRC shall be vested in the Board, which may exercise all the powers of WRC and do all things which are not expressly required to be undertaken by WRC at a General Meeting.
- 18.2 The board shall delegate to the General Committee such duties as it sees appropriate

### **Membership of the Board**

- 18.3 The Board shall comprise of:
  - (a) Three persons elected by the AGM under Rule 21 (Board Members);
  - (b) Both the President and Club Captain will automatically be members of the Board; and
  - (c) Up to two persons when co-opted in accordance with Rule 22 (Co-opted Board Members).

### **Ineligibility**

- 18.4 A person seeking election or to remain in office as a Board Member shall be eligible to do so as long as they are a Member of WRC, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
  - (a) A person who is an employee of, or contractor to WRC.
  - (b) A person who is a member of any other rowing club in the greater Wellington area.
  - (c) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
  - (d) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
  - (e) 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.
  - (f) 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.
- 18.5 If any of the circumstances listed in Rules 18.4(a) to 18.4(f) occur to a Board Member, that Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 18.4(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

- 18.6 A person who is co-opted to the Board is not required to be a member of WRC but cannot be a member of any other rowing club in the greater Wellington area.

### **Terms of Office of Board Members**

- 18.7 The term of office for all Board Members shall be two years, expiring on conclusion of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office.  
A retiring Board member is not precluded from offering themselves for election again providing there is at least one year's interval following the conclusion of their second term.

### **Vacancies on the Board**

- 18.8 In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy, or the Board may leave the vacancy unfilled, until the next AGM.
- 18.9 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 18.7 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

### **Removal of Board Member**

- 18.10 The Members at an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 18.
- 18.11 Upon the Secretary receiving a request for an SGM for the purpose of removing a Board Member, the Secretary shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 17.11.
- 18.12 Following the notification under Rule 17.11 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 18.13 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 19 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
  - (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

## **19. DUTIES AND POWERS OF THE BOARD**

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### **Duties of the Board**

- 19.1 The duties of each Board Member are to:
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- (a) Regularly attend Board meetings and General Meetings of WRC;
- (b) Provide good governance for WRC;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of WRC;
- (e) Act in good faith and the best interests of WRC at all times;
- (f) Act, and ensure WRC acts, in accordance with this Constitution;
- (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for WRC;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for WRC;
- (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 19.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
  - i. As agreed by the Board for the purposes of WRC;
  - ii. As required by law; or
  - iii. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) Do such other things within these rules as the Board agrees to promote the objects of WRC.
- (m) Maintain and enhance the reputation of WRC in compliance with all relevant legislation;

### **Powers of the Board**

19.2 The Board shall have the power to:

- (a) Define delegations of authority from the Board to the General Committee;
- (b) Adopt and review the strategic plan for WRC;
- (c) Review and recommend to the AGM the annual plan and budget for WRC;
- (d) Establish sub-committees or other groups to carry out any work of the Board by its delegated authority;
- (e) Subject to this Constitution, fill vacancies on the Board, and any committees or other groups which are established by it;
- (f) Control expenditure and raise funds to fulfil the Objects of WRC;
- (g) Open and operate in the name of WRC such bank accounts as deemed necessary;

- (h) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (i) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (j) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of WRC;
- (k) Resolve and determine any disputes or matters not provided for in the WRC Code of Conduct; and
- (l) Do all other acts and things which are within the powers and Objects of WRC and which the Board considers are appropriate.

19.3 Board to determine matters not covered

- (a) If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Club By-Laws, any regulations, or the policies or procedures of WRC, the matter will be determined by the Board.

## **20. BOARD MEETINGS AND PROCEDURE**

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- 20.1 At its first meeting following the AGM, the Board shall confirm the President as Chairperson of the Board.
- 20.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 20.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 20.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 20.5 The quorum for a Board meeting shall be not less than half the Board Members of the Board (including co-opted members).
- 20.6 Each Board Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 20.7 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 20.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

- 20.9 The Board may, by majority vote, pay an honorarium and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of WRC's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement and the payment of the honoraria.
- 20.10 Any Board member who shall be absent from 3 consecutive meetings without leave is deemed to have resigned from the Board.

## **21. ELECTION OF BOARD MEMBERS**

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- 21.1 The Board Members shall be elected as follows:
- (a) The Secretary shall call for applications for any Board Member positions that are to be vacated at an AGM at least 30 days prior to the AGM.
  - (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board and received by the Secretary of WRC not less than 20 days before the date set for the AGM.

## **22. CO-OPTION OF BOARD MEMBERS**

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- 22.1 The Board has the power to co-opt up to two (2) persons to the position of Co-opted Board Member.
- 22.2 The power in clause 22.1 may only be exercised by the Board on the basis that the resulting appointment or appointments will contribute to the desired skills of the Board.
- 22.3 A person appointed under subsection 22:
- (a) Must meet the eligibility criteria in Clause 18; and
  - (b) Shall hold office only until the next annual general meeting of WRC; and
  - (c) Shall not be taken into account when determining the Directors who are to retire at that annual general meeting.

## **23. GENERAL COMMITTEE**

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- 23.1 The General Committee shall be elected annually at the AGM and shall consist of the President, the Club Captain, Treasurer, Secretary, Vice President and Vice Captain and not less than three other members of the Club.
- 23.2 Nominations for membership of the General Committee must be in the hands of the Secretary not less than 20 days prior to the AGM.
- 23.3 Except for the President, Club Captain, Treasurer, Secretary, Vice President and Vice Captain (refer to Clauses 16.3, 16.5, 16.6, 16.7 & 16.8 for terms of office) the term of office for members of the General Committee is one year.
- 23.4 The duties of the General Committee include the day-to-day operation of the Club, such other duties as contained in this Constitution and/or the Club By-Laws and such other duties as delegated by the Board.



## **24. FINANCES**

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- 24.1 Unless otherwise determined by the Board, the financial year of WRC shall end on the 31st day of May each year.
- 24.2 Each year the statements of financial position and financial performance shall be audited or reviewed as determined by the board and the audited or reviewed accounts shall be submitted to the AGM. The auditors or reviewers shall be appointed at each AGM.

## **25. COMMON SEAL**

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- 25.1 The common seal of WRC shall be kept in the control of the Secretary and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member. In the absence of the chairperson then by another board member.

## **26. METHOD OF NOTICE**

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- 26.1 The Board shall have discretion as to the method used to give notice as required by this Constitution. Depending on circumstances valid notice may be given by letter, email, via the Club Website or social media platform or any other method the Board determines appropriate.

## **27. ALTERATIONS OF RULES**

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- 27.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 27.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of WRC. This Rule 27.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

## **28. APPLICATION OF INCOME**

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- 28.1 The income and property of WRC shall be applied solely towards the promotion of the Objects of WRC. No Member of WRC, or anyone associated with a Member, is allowed to take part in, or influence any decision made by WRC in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 28.2 Except as provided in this Constitution:
- (a) No portion of the income or property of WRC shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
  - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 20.9.
- 28.3 Any payments made to a Member of WRC, or person associated with a Member, must be for goods or services that advance the purpose of WRC, and must be reasonable and

relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

## **29. LIQUIDATION**

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- 29.1 WRC must be liquidated if WRC, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring WRC to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 29.2 If upon the winding-up or dissolution of WRC there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of WRC but shall be given or transferred to some other not for profit association, organisation or body having objects similar to the objects of WRC.

## **30. INDEMNITY**

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- 30.1 WRC shall indemnify every former and current member of the Board, and the General Committee in respect of all liability arising from the proper performance of their functions connected with WRC.

## **31. TRANSITIONAL PROVISIONS**

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- 31.1 To facilitate the transition from the WRC Constitution dated 5 March 2015 to this Constitution (when adopted) the Board may make whatever decisions it deems appropriate to implement the provisions of this Constitution.
- 31.2 Upon adoption of this Constitution and the election of the Board, the President shall have an initial term on one year and the Club Captain shall have an initial term of two years as prescribed in Clause 16.6. The other 3 members of the Board shall draw straws so that the member holding the shortest straw shall have an initial term of one year but be entitled to make themselves available for two further terms of two years as prescribed in Clause 18.6.
- 31.3 Upon adoption of this constitution and the election of the Officers the President, Secretary and Vice-Captain shall have an initial term of one year and the Club Captain, Treasurer and Vice President will have the standard term of two years as prescribed in 16.6 and 16.8.