

New Zealand Mini 40 NCA

CONSTITUTION

1 **Abbreviations**

DNM	Delegated National Member of IRSA In New Zealand this is the NZRYA.
ICA	International Class Association
IRSA	International Radio Sailing Association
Mini 40	Mini 40 class of <i>Boat</i> .
MNA	Member National Authority of WS. In New Zealand this is YNZ.
NCA	National Class Association
NSC	National Class Secretary
NZL Mini 40	New Zealand Mini 40. The New Zealand NCA for Mini 40 owners.
NZ	New Zealand
NZRYA	New Zealand Radio Yachting Association.
WS	World Sailing
YNZ	Yachting New Zealand

2 **Definitions**

Where the following words and phrases are used in their defined sense in this *Constitution* and the *Regulations*, they appear capitalised and in an italic typeface.

<i>Boat</i>	A <i>Boat</i> complying with the <i>Class Rules</i> .
<i>Constitution</i>	This <i>Constitution</i> which records the rules of NZL Mini 40.
<i>Class</i>	The Mini 40 class of <i>Boat</i> as appropriate to the context.
<i>Class Rules</i>	The <i>Mini 40 Class Rules</i> and the Mini 40 shall be the latest published revisions.
<i>NZL Mini 40 Event</i>	A Mini 40 National Championship, Regional Championship, or Ranking Event authorised by NZL Mini 40 and authorised by NZRYA.
<i>Electronic Communication</i>	A means of exchanging information including but not limited to the World Wide Web, the Internet, e-mail, fax, telephone, Message Boards.
<i>General Meeting</i>	A meeting open to all <i>Members</i> . General Meetings include Annual General Meetings (AGM) and Special General Meetings (SGM).
<i>Good Standing</i>	A <i>Member</i> is in <i>Good Standing</i> when they have paid all applicable subscriptions, fees and levies and have not resigned, or had their membership suspended or terminated.
<i>Management Committee</i>	Those persons elected as <i>Officers</i> to govern and manage the affairs of NZL Mini 40.
<i>Member</i>	A person or entity which meets the criteria specified in Rule 7 and Membership has a

	corresponding meaning.
<i>Notice</i>	A formal notification which may be given as an <i>Electronic Communication</i>
<i>Officer</i>	One of the <i>Management Committee</i> . The definition excludes any member of a NZL Mini 40 sub-committee being defined as an <i>Officer</i> .
<i>Owner</i>	A person who owns at least one Mini 40 Boat in New Zealand.
<i>Regulation</i>	Any rule, ruling, law, bylaw, regulation, directive, guideline, term, condition, instruction, or policy enacted by the <i>Management Committee</i> .
<i>shall/may</i>	In this <i>Constitution</i> , the word “shall” specifies a mandatory action or procedure, while the word “may” is permissive.
<i>Special Resolution</i>	A resolution required to be passed by two thirds of the votes cast at a <i>General Meeting</i> .

- 2.1. In this *Constitution* and the *Regulations*, unless the context requires otherwise:
1. Expressions defined in the Definitions shall have the defined meaning in the whole of this *Constitution* and in the *Regulations*;
 2. Clause headings and other headings are for ease of reference only and will not affect the interpretation of this *Constitution*;
 3. Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
 4. Words importing the singular number will include the plural and vice versa;
 5. References to any gender include all genders.

3 **Name**

- 3.1. The name of the organisation is “New Zealand Mini 40” which may be abbreviated to NZL Mini 40.

4 **Objectives**

- 4.1. The objects of NZL Mini 40 shall be:
1. To promote and encourage Mini 40 sailing.
 2. To promote adherence to *Class Rules* so as to maintain the “restricted” concept of the classes.
 3. To promote and develop *Class* racing throughout New Zealand.
 4. To provide a structure for *class* management and for the exchange of information among *class* sailors in New Zealand.
- 4.2. In furtherance of these objects NZL Mini 40 shall:
1. Affiliate to the DNM for New Zealand (or the MNA for New Zealand if no DNM exists).
 2. Assist event organisers to hold *Class* events in appropriate locations and to proper standards.
 3. Promulgate and review the *Class Rules*, in association with the *Class* ICA once formed.
- 4.3. NZL Mini 40 shall be a non-profit organisation.

5 **Jurisdiction**

- 5.1. The *Constitution*, *Regulations* and published *Class Rules*, in their most current version, are binding on all NZL Mini 40 Members.
- 5.2. This *Constitution* shall be governed by, construed in accordance with, and be enforced by the laws of New Zealand, and all parties consent to the jurisdiction of the courts of New Zealand.
- 5.3. The decisions of the *Management Committee* shall be final, subject to the judgement of a court of proper jurisdiction as provided in 5.2.



6 Governance

- 6.1. NZL Mini 40 shall be governed by and its affairs and property shall be managed and administered on an ongoing basis by its *Management Committee* in accordance with the provisions of this *Constitution* and the *Regulations*.
- 6.2. The conduct of meetings of the *Management Committee* and of *General Meetings* shall be according to the current edition of Roberts Rules of Order as varied by any provisions of the *Regulations*.

7 Membership

- 7.1. Classes of *Membership* may be determined from time to time by the *Management Committee* in accordance with the *Regulations*.
- 7.2. To become a *Member*, an individual must submit a completed application form (published on the NZL Mini 40 website), pay such Fees as are current at the time of application and be accepted by the Class Secretary. This shall be sole criteria for qualifying for *Membership*.
- 7.3. A right, privilege or obligation which a person has by reason of being a *Member* of NZL Mini 40 is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's *Membership*.

8 Cessation Of Membership

- 8.1. A person ceases to be a *Member* of NZL Mini 40 if the person:
 1. Resigns *Membership* by giving to the Class Secretary written *Notice* of at least 1 month of the *Member's* intention to resign and, on the expiration of the *Notice* period, their *Membership* will cease, or
 2. Has their *Membership* suspended or terminated for reason of non-payment of fees as set out in the *Regulations*.
 3. Is removed or suspended from NZL Mini 40 in accordance with 9.
- 8.2. Fees are non-refundable on cessation of *Membership*.

9 Removal For Cause

- 9.1. A *Member* shall be removed from *Membership* of NZL Mini 40 by the *Management Committee* only after a hearing protecting his or her rights to due process including a mutual exchange of evidence prior to the hearing and according to the *Regulations*.
- 9.2. A *Member* may be removed for the following reasons:
 1. Committing an unlawful act in relation to NZL Mini 40, or another *Member*.
 2. For any unsportsmanlike conduct contrary to the interest of NZL Mini 40, or another *Member* (*in their capacity as a Member*).
 3. For intentional violation of the *Class Rules*.
 4. Any failure to uphold or follow the prescriptions of the *Constitution* or the *Regulations*.
- 9.3. Any decision by the Committee to expel a *Member* shall be ratified by *Special Resolution* at the next *General Meeting* of NZL Mini 40.

10 Sail Numbers

- 10.1. The allocation and transfer of sail numbers may attract Fees as set out in the *Regulations*.
- 10.2. The list of currently allocated sail numbers may be published on the NZL Mini 40 web site.
- 10.3. The *Regulations* provide for:
 1. The allocation of sail numbers to *Members*.
 2. The conditions for sail numbers to remain valid.
 3. The requirements for sail numbers used in *NZL Mini 40 Events*.

11 Officers of NZL Mini 40

- 11.1. The number of *Officers* who may make up the *Management Committee* shall be a minimum of three (3) or maximum of six (6). One or more *Management Committee* roles may be combined at the discretion of the *Officers*.
- 11.2. NZL Mini 40 shall have the following *Officers* as its *Management Committee*:

1. Class Chairman
 2. Class Secretary
 3. Class Registrar/Chief Measurer
 4. Class Treasurer
 5. Up to two ordinary members
- 11.3. *Officers* shall be *Members* of NZL Mini 40.
- 11.4. The *Regulations* provide for:
1. The method of election of *Officers*
 2. The term of office for *Officers* of NZL Mini 40
 3. The allocation of roles and responsibilities to *Officers*.

12 Management Committee

- 12.1. *Management Committee* meetings shall be chaired by the Class Chairman, or in his or her absence, by an *Officer* elected from amongst the *Officers* present.
- 12.2. Each *Officer* shall have one vote in any ballot that may take place in a meeting of the *Management Committee*.
- 12.3. Voting at *Management Committee* meetings shall be by simple majority of the votes cast. In the event of a tie vote, the chairman of the meeting shall have a casting vote in addition to his or her ordinary vote.
- 12.4. *Management Committee* meetings shall be held on such occasions and times and by *Electronic Communication* or at such physical places, as are either called by the Class Chairman or decided by previous meetings of the *Management Committee*.
- 12.5. There shall be at least one *Management Committee* meeting per calendar year.
- 12.6. The *Management Committee* may establish such Sub-committees as it deems necessary.
- 12.7. The *Regulations* provide for:
1. The conduct of *Management Committee* business.
 2. The filling of any casual vacancy on the *Management Committee*.
 3. The appointment by the *Management Committee* of NZL Mini 40 delegates to other organisations as required.

13 General Meetings

- 13.1. At least one *General Meeting* of NZL Mini 40 shall be held annually (the AGM) as set out in the *Regulations*.
- 13.2. A Special Meeting of NZL Mini 40 is a *General Meeting* that may be called according to the provisions of the *Regulations*.
- 13.3. *General Meetings* of NZL Mini 40 may be conducted by *Electronic Communication*.
- 13.4. A *Member* may cast one vote in any ballot in a *General Meeting* in accordance with the provisions of the *Regulations*. All *Members* in *Good Standing* are entitled to vote.
- 13.5. Preparation for and conduct of *General Meetings* shall be according to the *Regulations*.

14 Resolutions

- 14.1. Proposals for amending this *Constitution*, ratifying an expulsion from NZL Mini 40 or dissolution of NZL Mini 40 shall only be adopted by the passing of a *Special Resolution* at a General or Special Meeting.
- 14.2. All other resolutions in a General or Special Meeting of NZL Mini 40 shall be ordinary resolutions.
- 14.3. Voting on ordinary resolutions shall be by simple majority of the votes cast.
- 14.4. Emergency decisions taken by the *Management Committee* shall be submitted as resolutions to the next General or Special Meeting of NZL Mini 40 for ratification.

15 Notice

- 15.1. Where under this *Constitution* or the *Regulations* the Class Secretary is required to give written *Notice* to any person or body, such *Notice* shall be deemed to have been given according to the provisions of the *Regulations*.
- 15.2. The Class Secretary shall keep a register of such *Notices*, which shall include evidence that the *Notice* has been sent.

16 Finance and Accounting

- 16.1. NZL Mini 40 may be funded by, but not be limited to:
 1. Sail number registration and transfer fees.
 2. Annual *Membership* subscription.
 3. A share of the entrance fee for *NZL Mini 40 Events*, negotiated between the *Management Committee* and the organisers of the event.
- 16.2. The *Management Committee* shall cause annual accounts to be prepared for each year which truly and fairly show NZL Mini 40's capital and its income and expenses and these shall be reported to the AGM.
- 16.3. The *Management Committee* may not make any financial transaction or commitment greater than 30% of NZL Mini 40's funds without the passing of a *Special Resolution*.
- 16.4. The *Regulations* provide for:
 1. The establishment of NZL Mini 40's financial year
 2. The setting of Fees
 3. The conduct of NZL Mini 40 finances including the payment of expenses and the maintenance of accounts.

17 Limitations

- 17.1. NZL Mini 40 shall indemnify *Officers* or Sub-committee members in respect of all liability arising from the proper performance of their functions in good faith or for any other matter other than wilful and individual wrongdoing omission or fraud on the part of the person who is sought to be made liable.

18 Data Protection and Privacy

- 18.1. The Class Secretary shall establish and maintain a register of *Members* (whether in written or electronic form) including such information as necessary to properly administer NZL Mini 40 as provided by the *Regulations*.
- 18.2. A *Member* may request a copy of records in the register pertaining to themselves and such request shall be responded to promptly.
- 18.3. Except as permitted by the *Regulations*, or required by law, no personal information about any *Member* shall be released by NZL Mini 40 without the explicit permission of that *Member*.
- 18.4. NZL Mini 40 shall publish its Privacy Statement on the NZL Mini 40 website.

19 Dispute Resolution

- 19.1. The parties to any dispute between *Association Members* (in their capacity as *Members*) will seek resolution of the dispute through the following steps:
 1. Engaging person to person in an attempt to reach consensus on the issues.
 2. If person to person engagement fails to resolve the dispute, the parties may request the *Management Committee* to appoint a person to act as mediator. The *Management Committee* may seek an appropriate mediator from within NZL Mini 40, or the wider sailing community. Costs will be shared by the parties to the dispute.
 3. If the dispute is not resolved by mediation within 3 months of the referral to the appointed mediator, the dispute shall be referred to the NZRYA for arbitration. Costs will be shared by parties to the dispute.
- 19.2. In the case that a dispute goes to arbitration, the finding of the arbiter will be binding on the parties.

20 NZL Mini 40 Events

- 20.1. The *Management Committee* shall designate one regatta per year for each *class* as the National Championship.
- 20.2. Regional championships may be awarded by the *Management Committee* to a maximum of one regional championship per *class*, per year, per region, based on suitable hosting arrangements by a club within that region acting as the organising authority.
- 20.3. All *Boat* owners and competitors at *NZL Mini 40 Events* shall be affiliated to the DNM in their country of residence. Owners are to be members in *Good Standing* of the Class Association of their country of residence.
- 20.4. NZL Mini 40 will approve the *Notice of Race* and Sailing Instructions for all *NZL Mini 40 Events* prior to their publication.
- 20.5. The organising authority for an *NZL Mini 40 Event* shall ensure that in addition to any other event registration

requirements being met, that Sail Numbers are valid.

21 **Prohibition On Personal Benefit**

- 21.1. No *Member* or person associated with a *Member* may participate in or materially influence any decisions by NZL Mini 40 in respect of payment to or on behalf of that *Member* or associated person of any income, benefit or advantage.
- 21.2. Any such income paid, or benefit, or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This provision and its effect must not be removed from this *Constitution* and must be included in any alteration of, or addition to, or revision of this *Constitution*.

22 **Amendments To The Constitution**

- 22.1. The *Constitution* may only be altered, added to or rescinded by a *Special Resolution* passed at a *General Meeting*.
- 22.2. No alteration, addition to or revision of the *Constitution* shall be approved if it affects the non-profit objective, Prohibition On Personal Benefit or the Dissolution rules of NZL Mini 40. This Rule 22.2 must not be removed from this *Constitution* and must be included in any alteration of, addition to or revision of this *Constitution*.

23 **Dissolution**

- 23.1. NZL Mini 40 may be dissolved only at a *General Meeting* called for that purpose.
- 23.2. Upon its dissolution, any property or assets of NZL Mini 40 remaining after the satisfaction of all its liabilities shall be given or transferred to the NZRYA.

This Constitution of the NZL Mini 40 NCA has been accepted by resolution at the Annual General Meeting of the NZL Mini 40 NCA held on 9/8/23 and is effective as of that date.

Signed on behalf of the NZL Mini 40 NCA

Name: Ian Holt
Position: Chairman
Signature: Ian Holt
Date: 9/8/2023

Name: Tommy Beavis
Position: SECRETARY
Signature: [Signature]
Date: 8/8/23