



NEW ZEALAND RADIO YACHTING ASSOCIATION

CONSTITUTION

Table of Contents

Section	Subject	Page
	Title Page	1
	Index Page	2
1	NAME	3
2	DEFINITIONS	3
3	OBJECTS	3
4	POWERS	4
5	MEMBERSHIP	4
6	MEMBER CLUBS	4
7	INDIVIDUAL MEMBERS	5
8	CLASS ASSOCIATIONS	5
9	LIFE MEMBER	5
10	MEMBER ENTITLEMENTS AND REQUIREMENTS	5
11	DURATION OF MEMBERSHIP	5
12	MEMBERSHIP FEES	5
13	GENERAL MEETINGS	6
14	COUNCIL	7
15	FINANCES	8
16	COMMON SEAL	8
17	REGULATIONS AND CODES OF CONDUCT	8
18	ALTERATIONS OF RULES	8
19	PROHIBITION ON PERSONAL BENEFITS	8
20	WINDING UP	8
21	INDEMNITY	9
22	SAVING PROVISION	9

1 NAME

- 1.1 The name of the organisation shall be New Zealand Radio Yachting Association ("**NZRYA**").
- 1.2 The registered office of **NZRYA** shall be the residential address of the Honorary Secretary.

2 DEFINITIONS

In this Constitution:

AGM means the Annual General Meeting

Audited means an independent examination of books, accounts, statutory records, documents and vouchers to ascertain how far the financial statements present a true and fair view of the association

Council means the Elected and Appointed Council members of NZRYA

Council Member means a member of the Council including Elected Council Members and Appointed Council Members

Class Association means an association representing a class of radio controlled yacht

Committee is defined in Rule 14.25

Code of Conduct means the Code of Conduct that may be adopted by the Council and relating to the minimum required standards of behaviour and ethical dealings that shall be required of all officials, Member Clubs and other Members.

Constitution means this Constitution which records the Rules of NZRYA

Elected Council Member means an officer elected under Rule 14.3

General Meeting means any Annual or Special General Meeting of NZRYA

Individual Member is a natural person who is deemed to be a member of a Member Club in accordance with its Constitution.

IOMICA means the International One Metre International Class Association

IRSA means the International Radio Sailing Association

Member Club means a club which complies with the requirements of membership and which has been approved by the Council

Member means a Member Club, entity or individual which has been admitted within the rules of this Constitution and which has fulfilled the conditions of membership

Notice means notice given personally, by mail, email or facsimile to the Member's last known address.

NZRYA means New Zealand Radio Yachting Association

Postal means correspondence sent via post or email.

President means the person elected as President in accordance with Rule 14.3.

Regulations means any regulations, by-laws, directives, codes, policies or procedures adopted by NZRYA either in General Meeting or by the Council pursuant to these Rules.

Rules means this Constitution and Rule shall have a corresponding meaning.

SGM means a Special General Meeting

Special Resolution means a resolution passed by two thirds of the votes cast.

Vote means submission by a Member at a General Meeting either online, via post or email.

Voting Member means a Member that is entitled to vote at a General Meeting.

WS means World Sailing Limited

YNZ means Yachting New Zealand

2.1 Interpretation.

In this Constitution unless the context otherwise requires:

- a) Expressions defined in Rule 2 shall have the defined meaning in the whole of this Constitution;
- b) Clause headings and other headings are for ease of reference only and will not affect the interpretation of this Constitution;
- c) Any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done;
- d) Words importing the singular number will include the plural and vice versa;
- e) References to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;
- f) References to any gender include all genders.

3 OBJECTS

The objects of New Zealand Radio Yachting Association are:

- 3.1 To foster and promote the sport of radio sailing and the recreation of radio sailing in all its forms and in particular:
 - (a) Competitive and recreational radio sailing;
 - (b) International and national competition and the participation by New Zealand sailors;
- 3.2 To ensure the sport of radio sailing is conducted in an environment free from the use of any performance enhancing substances or methods which are prohibited by the International Olympic Committee, the New Zealand Sports Drug Agency, YNZ or WS;
- 3.3 To represent and promote the interests of its Members;

- 3.4 To maintain membership of Yachting New Zealand;
- 3.5 To maintain delegated authority of Yachting New Zealand to represent Radio Yachting at international level with IRSA and IOMICA or their successors;
- 3.6 To establish Codes of Conduct applicable to Members:
- 3.7 To formulate, adopt and implement such Rules and Regulations as may be deemed appropriate for the governance, management and operation of Radio Sailing in New Zealand including but not limited to:
 - Racing Rules of Sailing; Regulations for regattas;
 - Directives for race officials; Prohibited substances;
 - Water safety;
 - Competition safety;
 - National selection;

4 POWERS

- 4.1 NZRYA has the power to:
 - a) Make, alter, rescind and enforce the Constitution, regulations, policies and procedures for the governance, management and operation of NZRYA;
 - b) Determine who are its Members including admitting, suspending and terminating Members;
 - c) Determine, implement and enforce disciplinary, dispute and appeal rules, policies and procedures including sanctions and penalties and anti-doping conduct and other rules, policies and procedures applicable to its members.
 - d) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects;
 - e) Purchase, or otherwise acquire, exchange, sell or otherwise dispose of property, rights or privileges to further carry out its objects as may be appropriate, except that no fixed term leases shall be entered into;
 - f) Apply for, purchase, or otherwise acquire any intellectual property rights for any of the purposes of NZRYA, and use, exercise, develop, or grant licenses in respect thereof;
 - g) Delegate to any person, committee or sub-committee the powers of NZRYA;
 - h) Determine disputes and appeals on matters relating to NZRYA and yachting and boating;
 - i) Indemnify its officers, and employees against any liability incurred in carrying out the objectives of NZRYA specified in the Constitution except where such liabilities have been incurred as a consequence of the wilful breach of these Rules or other wilful neglect by the person concerned;
 - j) Do all such things as are incidental or conducive to the attainment of its objects;

5 MEMBERSHIP

- 5.1 The membership of NZRYA shall consist of:
 - a) Member Clubs
 - b) Individual Members.
 - c) Class Associations.
 - d) Life Members

6 MEMBER CLUBS

- 6.1 A club wishing to be a Member Club shall apply to the Council for membership. Such application shall be determined by the Council in accordance with the Regulations and shall include:
 - a) have a minimum of five (5) members with boats registered with the NZRYA
 - b) details of the clubs proposed racing programme,
 - c) a copy of the club constitution,
 - d) details of officers of the club and the proposed club measurers,
 - e) detail of venues the club proposes using,
 - f) where the club's proposed catchment area overlaps that of an existing Member Club details of discussions with that Member Club.
- 6.2 Each Member Club shall, on request, provide to NZRYA a copy of its Constitution and any proposed amendments to it. The Council may require a Member Club to amend its Constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of NZRYA.
- 6.3 Each Member Club shall maintain a register of its members. Each Member Club shall provide its register of its NZRYA members and all details contained within it, to NZRYA as requested from time to time.
- 6.4 In addition to the obligations as a Member, each Member Club must:
 - a) Administer, promote and develop radio sailing in the Club in accordance with the objects of NZRYA;
 - b) Have rules which are consistent with these Rules;
 - c) Act in good faith and loyally with NZRYA and its members to ensure the maintenance and enhancement of radio sailing for the collective and mutual benefit of NZRYA, the Member Club and their respective members;
 - d) Promote mutual trust and confidence between NZRYA and the Member Club and their respective Members and at all times act on behalf of, and in the interests of, its members.

7 INDIVIDUAL MEMBERS

7.1 Individual Members shall:

- a) be the owner of at least one boat registered for the current financial year and;
- b) be a member of a Member Club in good standing or
- c) reside more than 100 kilometres from the nearest Member Club

8 CLASS ASSOCIATIONS

- 8.1 A Class Association wishing to become a Member shall apply to the Council. Such application shall be determined by the Council in accordance with the Regulations.
- 8.2 Each Class Association shall, on request, provide to NZRYA a copy of its Constitution and any proposed amendments to it. The Council may require a Class Association to amend its Constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution, Regulations, by-laws or policies of NZRYA.

9 LIFE MEMBER

- 9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of NZRYA. Any person may be nominated for life membership of NZRYA. Such nomination must be made to the Council in writing setting out the grounds for the nomination. The Council must then determine in its discretion as to whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

10 MEMBER ENTITLEMENTS AND REQUIREMENTS

- 10.1 All Members are bound by these Rules, the Regulations, by-laws, policies and procedures of NZRYA.
- 10.2 All Members are entitled to receive notices and papers and vote at General Meetings in accordance with the Regulations.
- 10.3 In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in these Rules or as otherwise set by the Council including payment of any membership or other fees within a required time period.
- 10.4 The failure by a Member to comply with Rule 10.3 may result in withdrawal of membership entitlements as determined by the Council but shall not excuse such Member from being bound by these Rules.
- 10.5 Member Clubs are entitled to participate in NZRYA 's activities subject at all times to being eligible for, and complying with, the terms and conditions of such activities:
- 10.6 Only financial Individual Members or Life Members are entitled to enter National and Regional Championships or other ranking events.
- 10.7 Life Members are not required to pay any membership fee and they are also entitled to such other benefits (if any) as determined by the Council.
- 10.8 Member Clubs and Class Associations shall immediately advise the Secretary of any changes in Officers and contact details.
- 10.9 Individual members shall immediately advise the Secretary of any changes in contact details.

11 DURATION OF MEMBERSHIP

- 11.1 A Member may resign by written notice to NZRYA. The resignation shall take effect immediately but subscriptions and fees paid are non-refundable.
- 11.2 Membership may also be withdrawn, suspended or terminated by the Council if a Member fails to comply with these Rules including any Codes of Conduct or requirements set out in Regulations, by-laws, policies or procedures of NZRYA or if a Member acts in a manner which is considered by the Council to be harmful to NZRYA or inconsistent with the standards of behaviour expected of a Member.
- 11.3 A Member whose membership is withdrawn, suspended or terminated by the Council shall not be entitled to any right or privilege of a Member, but this shall not excuse the Member from being bound by these Rules. Any such Member may apply for the matter to be reviewed by such process as may be specified in any Regulations, by-laws, policies or procedures of NZRYA.
- 11.4 Any former Member may apply for re-admission in the manner prescribed for admissions, and may be re-admitted by decision of the Council.
- 11.5 The Council shall keep a register of its Members.

12 MEMBERSHIP FEES

- 12.1 The membership and other fees payable by Members shall be determined at the AGM. The membership fees shall be effective for the year commencing October 1st following the AGM in any year.
- 12.2 Any Member Club or Class Association which has not paid the subscriptions or levy due to NZRYA in full by 31st December shall be deemed to be suspended until the subscription or levy has been paid in full.
- 12.3 Any Individual Member who has not paid the subscriptions or levy due to NZRYA in full by 31st December shall have his membership terminated at that date.
- 12.4 A Member under such suspension shall not be entitled to be represented or vote at any General Meeting or participate in any NZRYA sanctioned event.

13 GENERAL MEETINGS

13.1 Annual General Meetings

- 13.1.1 NZRYA must hold an AGM once every year at such time and date as the Council determines but no later than 31st December in any year.
- 13.1.2 Members must be given at least 30 days' written notice of General Meetings. The notice can be given by such methods as the Council may determine including by email, facsimile, post or other written communication and shall include:
- a) Minutes of the preceding AGM and SGM (if any);
 - b) The Chairman's report for the preceding year
 - c) The Treasurer's report and the Annual Financial Statements;
 - d) Nominations for Council positions
 - e) Proposed subscriptions, levies and fees for the ensuring year
 - f) Motions received
 - g) Voting form for Council positions, subscriptions, levies and fees and motions;
 - h) Methods available for voting
 - i) Closing date and instructions for voting
- 13.1.3 All Members are entitled to vote.
- 13.1.4 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 13.1.5 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 as specified in Rule 13.1.2 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 chair in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; or
 - 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.
 - c) The AGM shall be called for the following purposes:
 - i. To receive from the Council a report and audited statement of financial position and statement of financial performance for the preceding year;
 - ii. To elect the Elected Council Members of NZRYA;
 - iii. To ratify any Appointed Council Members appointed after the previous AGM
 - iv. To ratify changes to By-laws and regulations
 - v. To determine the membership and other fees
 - vi. To elect Life Members
 - vii. To decide on any motion which has been properly submitted to the Council for consideration at the AGM
- 13.1.6 Except where these Rules otherwise provide no other business shall be considered at an AGM unless notice in writing has been sent to the Council no later than the 15th October preceding the General Meeting. The Council may consider and provide recommendations on all such notices.

13.2 Special General Meetings

- 13.2.1 The Council must call a Special General Meeting (SGM) upon a written request from:
- a) The Council itself; or
 - b) 30 or more Individuals Member who shall belong to at least 3 different Member Clubs.
- 13.2.2 The written request for an SGM must state the purpose for which the SGM is requested.
- 13.2.3 The SGM must only deal with the business for which the SGM is requested.
- 13.2.4 The notice requirements for the SGM are the same as for General Meetings unless the Council in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice may be given. The notice shall include:
- a) Authority to call SGM;
 - b) Items to be considered
 - c) Councils position on the items ;
 - d) Voting form for motions;
 - e) Methods available for voting
 - f) Closing date and instructions for voting

13.3 Quorum

The quorum shall be met if votes are received by no less than 10% of eligible members.

13.4 Conduct of Meetings

- 13.4.1 Meetings shall be conducted via a ballot which shall allow members to vote by any of mail, email or other means that may be made available.
- 13.4.2 Votes must be received no later than 1800 hours on the closing date of the meeting.
- 13.4.3 Unless otherwise required by this Constitution an Ordinary Resolution shall be sufficient to pass a resolution:
- 13.4.4 Members must be financial for the current year at the time of voting.

13.4.5 The chair shall have a casting vote in the event of an equality of votes.

14 COUNCIL

- 14.1 The governance and management of NZRYA shall be vested in the Council which may exercise all the powers of NZRYA and do all other things which are not expressly required or prohibited to be undertaken by NZRYA at a General Meeting.
- 14.2 The Council at times shall act in the interests of the NZRYA Members.
- 14.3 Members of the Council shall be:
- Up to six persons as Elected Council Members elected by the AGM under Rule 14.4(b)
 - Such other persons appointed by the Elected Council Members to fill casual vacancies or roles established by the Council for the benefit of the NZRYA and bestowed Council status.
- 14.4 Members of the Council shall be elected or appointed as follows:
- All members of Council shall be financial Individual Members of NZRYA;
 - Except for Elected Council Members standing for re-election, all members standing for election shall be nominated in writing by their Member Club endorsed by the club secretary. Nominations shall be received no later than 1800 hours on the 1st November prior to the AGM.
 - Where there are more candidates than positions for Elected Council Members the election shall be determined by the order in which candidates receive the largest number of votes from the Members entitled to vote. Where there are six or less nominations for Elected Council Members those candidates shall be elected unopposed.
- 14.5 All Council Members shall retire annually but Elected Council Members shall be eligible for re-election without nomination.
- 14.6 Appointed Council Members required to continue in their appointed role shall be ratified at the AGM following their appointment.
- 14.7 All existing Council Members at the time a new Constitution is adopted at a SGM will continue to hold office until the next Annual General Meeting.
- 14.8 Vacancies on the Council.
In the event that there is a vacancy in the Elected Council Members, the remaining Council Members may appoint a person of their choice to fill the vacancy or the Council may leave the vacancy unfilled until the next AGM.
- 14.9 Removal of Council Member
- 14.9.1 The Members in a SGM called for this purpose may, by Special Resolution, remove any Council Member before the expiration of their term of office.
- 14.9.2 Where that removed Council Member was an Elected Council Member the vacancy shall be filled in accordance with Rule 14.8. Where that removed Council Member was an Appointed Council member the vacancy shall be filled in accordance with Rule 14.2(b).
- 14.9.3 Upon the Secretary receiving a request for an SGM for the purpose of removing a Council Member, the Secretary shall send the notice to the Council Member concerned and the Members.
- 14.9.4 Following notice and before voting on the resolution to remove a Council Member, the Council Member affected by the proposed resolution shall be given the opportunity prior to the SGM to make submissions in writing to the Council and Members entitled to vote at the General Meeting about the proposed resolution.
- 14.10 Council Meetings and Duties of the Council
- 14.10.1 At its first meeting following the AGM, the Council must elect a Chairman, Secretary and Treasurer. Other roles and responsibilities for the remaining Council Members shall also be allocated.
- 14.10.2 The duty of each Council Member is to pursue the objects of NZRYA and to exercise the powers of NZRYA for fulfilment of the objects and in so doing a Council Member must:
- Regularly attend Council meetings and General Meetings of NZRYA;
 - Provide good governance for NZRYA;
 - Regularly monitor and review the performance of NZRYA;
 - Act in the best interests of NZRYA at all times;
 - Formulate such by-laws, Regulations, policies and procedures as are appropriate for NZRYA;
 - Where appropriate, engage in activities to promote, market, represent and fundraise for NZRYA;
 - Do such other things within these Rules as the Council agrees to promote the objects of NZRYA.
- 14.10.3 Council meetings may be called at any time by the chair but generally the Council shall meet at regular intervals agreed by the Council.
- 14.10.4 Council meetings would normally be held electronically through video or audio conferencing.
- 14.10.5 Except to the extent specified in these Rules the Council shall regulate its own procedure.
- 14.10.6 The quorum for a Council meeting shall be two-thirds of the Members of the Council.
- 14.10.7 Each Elected Council Member shall have one vote at Council meetings. In the event of a deadlock, the chair shall have an additional casting vote. Voting method shall be as determined by the chair.
- 14.10.8 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 Council shall be valid as if it had been passed at a meeting of the Council. Any such resolution may consist of several documents in the same form each signed by one or more of the Council.

- 14.10.9 Any Council Member may participate in any meeting of the Council on any proposed resolution at a meeting of the Council without being physically present. Only Elected Members may vote on proposals. 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 Council Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Council Member in this manner at a meeting shall constitute the presence of that Council Member at that meeting.
- 14.10.10 The Council may, by majority vote, reimburse its Council Members for their actual and reasonable expenses incurred in the conduct of NZRYA's business in accordance with the Council policy for reimbursement.
- 14.10.11 If any situation arises which, in the opinion of the Council, is not provided for in the Rules, Regulations, by-laws or policies of NZRYA, the matter will be determined by the Council.
- 14.10.12 The Council shall communicate regularly with Members via post or email, and by posting on the website.
- 14.11 Council Committees
 - 14.11.1 The Council may be supported by Committees to assist in carrying out its functions.
 - 14.11.2 The Council may appoint a Council Member as liaison for each Committee.
 - 14.11.3 Members of each Committee shall be appointed on an annual basis by the Council in consultation with the respective chair of each Committee.
 - 14.11.4 The Chairman or Secretary shall ex-officio be members of each Committee.
 - 14.11.5 The Council shall prescribe the terms of reference and delegations for each Committee.
 - 14.11.6 The Council shall ensure that the actions of each Committee are consistent with the Constitution, Regulations, strategic and other plans and the policies of NZRYA.

15 FINANCES

- 15.1 Unless otherwise determined by the Council the financial year of NZRYA shall end on the 30th day of September each year.
- 15.2 The financial accounts shall be prepared and shall be audited each year. The audited accounts shall be submitted to the AGM. The auditors shall be appointed by the Council.
- 15.3 All funds of NZRYA shall be paid to a bank account in the name of NZRYA and the bank account must be operated in accordance with the policy determined by the Council.
- 15.4 The Council may not make any financial transaction or any financial commitment greater than 30% of the associations funds without prior approval from Members via a Special Resolution at a General Meeting.
- 15.5 The Council must ensure correct accounting records are kept. The accounting records of NZRYA must be kept at the residence of the Treasurer or at such place as the Council may determine and must be open to inspection by Members at such reasonable times as agreed by the Council.

16 COMMON SEAL

- 16.1 The common seal of NZRYA shall be kept in the control of the Council and may be affixed to any document only by resolution of the Council and in the presence of and with the accompanying signatures of two Council Members

17 REGULATIONS AND CODES OF CONDUCT

- 17.1 Regulations and Codes of Conduct for the better governance, conduct and control of the sport may be developed by a Committee, and shall thereafter form part of the Regulations of NZRYA, provided that:
 - a) They are not inconsistent with the provisions of this Constitution;
 - b) They are adopted by the Council;
 - c) Such Rules, Regulations and Codes, and any amendments thereto shall be circulated promptly to all Members and reproduced as appropriate on the NZRYA website and in NZRYA publications.

18 ALTERATIONS OF CONSTITUTION

- 18.1 The Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.
- 18.2 No alteration, addition to or revision of the Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of NZRYA. This Rule 18.2 must not be removed from this Constitution and must be included in any alteration of, addition to or revision of this Constitution.

19 PROHIBITION ON PERSONAL BENEFIT

- 19.1 No Member or person associated with a Member may participate in or materially influence any decisions by NZRYA in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.
- 19.2 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 these Rules and must be included in any alteration of, addition to or revision to these Rules.

20 WINDING UP

- 20.1 NZRYA must be wound up if NZRYA, at a General Meeting of its Members, passes a Special Resolution requiring NZRYA to be wound up and the resolution is confirmed by Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than 60 days after the date on which the resolution so to be confirmed is passed.
- 20.2 If upon the winding-up or dissolution of NZRYA 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 NZRYA but shall

be given or transferred to some other organisation or body having objects similar to the objects of NZRYA, or to some other charitable organisation or purpose within New Zealand.

21 INDEMNITY

21.1 NZRYA shall indemnify Council Members and other officers and employees of NZRYA in respect of all liability arising from the proper performance of their functions connected with NZRYA.

22 SAVING PROVISIONS

22.1 If any matter should occur, which in the opinion of the Council is not provided for in the Constitution, such matter shall be determined by the Council in accordance either with the Rules and Regulations of NZRYA, YNZ or WS or in such manner as it may deem appropriate.

This amended Constitution was adopted by Resolution at the Special General Meeting of the New Zealand Radio Yachting Association held by postal ballot on 31st August 2017 and is effective as of that date.

P Goddard
Chairman

J O'Brien
Secretary