

**CONSTITUTION AND RULES  
OF  
NEW ZEALAND INTERNATIONAL OPTIMIST DINGHY ASSOCIATION  
INCORPORATED**

**1. Name**

The name of the association is “**NEW ZEALAND INTERNATIONAL OPTIMIST DINGHY ASSOCIATION INCORPORATED**” (hereinafter referred to as “the Association”).

**2. Objects**

- 2.1 To foster sailing for the beginner at a low cost.
- 2.2 To administer the Association in accordance with the International Optimist Dinghy Association requirements, and to see that the class rules are observed.
- 2.3 To establish rules for national Optimist events and to determine the venue of each event and to provide support for the event management and race management for any event sanctioned by the Association.
- 2.4 To foster international sailing opportunities for Optimist sailors.
- 2.5 To affiliate with Yachting New Zealand Yachting (“YNZ”).
- 2.6 To affiliate with the International Optimist Dinghy Association.
- 2.7 To purchase, sell, hire and maintain such facilities as may be considered beneficial for the purposes of the Association.
- 2.8 To borrow, raise money upon and give any type of security on any of the real or personal property of the Association.

**3. Membership**

- 3.1 **Junior member** – a person under the age of 15 years on the 31<sup>st</sup> day of the December preceding the annual general meeting who wishes to sail in an Optimist class yacht and who is a financial member of a yacht club affiliated to YNZ.
- 3.2 **Associate membership** – shall be open to all persons interested in the Optimist class.
- 3.3 **Honorary membership** – may be extended by the committee to persons who have served or are serving the Association in a manner worthy of this privilege.

- 3.4 Annual memberships shall be for the 12 month period from 1 September to 31 August.
- 3.5 Applications for annual membership shall be in writing and signed by the applicant on a form prescribed for the purpose. The Secretary shall confirm each annual junior membership by the provision of a membership a sticker that must be displayed on the junior member's yacht.
- 3.6 Any member may resign from the Association by giving one month's notice in writing and paying all dues.
- 3.7 Should any member fail to pay any subscription within six months of the same becoming due or should any member fail to comply with the rules of the Association or act in a manner that, in the view of the Association, is prejudicial to its interests then the committee, after giving the member opportunity to be heard, may by a two-thirds majority vote remove or suspend him or her from membership.

#### **4. Subscription**

The annual subscription and / or levy for each category of membership shall be set by the annual general meeting each year.

#### **5. Committee**

- 5.1 A committee shall be elected from parents of junior members and/or associate members and shall consist of a President, Secretary, Treasurer and a minimum of three ordinary committee members being representatives of yacht clubs that actively support Optimist class racing.
- 5.2 It is recommended that the officers who are the President, Secretary and Treasurer reside in the same region and serve for a minimum of two years.
- 5.3 Any member of the committee being absent from three consecutive meetings without leave of absence shall on the passing of a resolution to that effect by a majority of the committee thereupon cease to be a member of the committee.

#### **6. Honorarium**

The members at any annual general meeting may decide to pay an honorarium to such members of the committee as deemed fit and in any such case shall direct the committee as to the fixing and payment of the same.

## **7. Payments to Members**

No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.

Any such income paid to a member or any person associated with a member of the Association shall be reasonable and relative to that which would be paid in an arms length transaction (being at open market). The provisions and efforts of this clause shall not be removed from this constitution, and shall be included and implied in any document replacing this constitution.

## **8. Committee Functions**

The committee has the following powers and duties:

- 8.1** The right to appoint any subcommittee it may deem necessary.
- 8.2** To purchase necessary materials to facilitate the running of the Association.
- 8.3** To enter into all negotiations, contracts and agreements in the name and on behalf of the Association as it may consider expedient for the purposes of the Association provided that such negotiations, contracts and agreements are not in conflict with the objects of the Association.
- 8.4** To make provision for the signing or endorsing of cheques or other negotiable instruments on behalf of the Association and to open such savings or other bank accounts as the committee may think fit.
- 8.5** To invest the funds of the Association in real or personal property as they shall think fit.
- 8.6** To exercise all the rights, powers and duties which under those rules are required to be performed by the committee.
- 8.7** To engage, control and dismiss Association contractors, employees and paid officials and to exercise all such administrative powers as may be necessary to effect the purposes of the Association.
- 8.8** The power to co-opt other members of the Association to assist the committee and to fill any committee vacancy that occurs during its term of office.
- 8.9** To make bylaws for the internal conduct of the Association.

- 8.10** To borrow or otherwise raise money and give any guarantee in such manner as it thinks fits and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Association (whether present or future) and to purchase, redeem or pay off any such securities.
- 8.11** To keep minutes of all meetings of the committee and subcommittee and all general meetings of members.
- 8.12** To ensure that proper books of accounts are kept by the Treasurer.

## **9. Financial Year**

The financial year shall be from 1 March to 28 February each year.

## **10. Annual General Meeting**

- 10.1** The annual general meeting shall be held not later than 30 April each year at such a time and place as the committee may appoint to be held in conjunction with the National championship.
- 10.2** At least 28 days notice before the annual general meeting a notice of meeting and agenda containing the following items to be sent out to each member.

### **AGENDA**

- (i) Election of chairman of the meeting
- (ii) Minutes
- (iii) Distribution of copies of reports from members
- (iv) Report from president
- (v) The annual accounts
- (vi) Election of officers and members of committee
- (vii) Fixing of next year's subscriptions and levies
- (viii) Remits
- (ix) Fixing of venue and dates for major events
- (x) Present IODA reports
- (xi) Honorariums
- (xii) General business

## **11. Remits**

Remits for consideration at an annual general meeting must be presented by financial members and are to be received by the secretary not less than 60 days prior to the annual general meeting.

## **12. Voting Rights**

- 12.1** Financial members only may vote. Parents of financial junior members shall be entitled to vote without the need to be appointed as a proxy or

alternate to the junior member. In the case of a family membership, only one vote is allowed.

- 12.2 Except as otherwise provided by these rules all matters shall be determined by a simple majority of valid votes cast and the Chairman shall have a casting vote.

**13. Special General Meetings**

A special general meeting of the Association may be called by the committee at any time and shall be called by the President on the requisition of twelve (12) members of the Association. Notice of such meetings and the business to be discussed at the same shall be posted at least 28 days prior to the date of the meeting.

**14. Notices**

Notices of all annual and special general meetings shall be deemed to be duly given if posted to members at their last known address at least 28 days prior to the date of the meeting.

**15. Quorum**

At all annual and special general meetings five members shall form a quorum; at all committee meetings four members shall form a quorum.

**16. Alterations and Additions to the Constitution**

All proposed changes to the constitution shall be submitted to the secretary in remit form. An amendment shall be passed if it receives 75% of the votes cast at an annual or special general meeting, and upon being ratified shall become effective immediately. No addition to or alteration or recession of the rules shall be approved if it affects the payments to members or the winding-up clauses.

**17. Sailing Rules**

The committee shall from time to time fix sailing rules for the conduct of events and any such rules shall be in conformity with the rules for the time being of the International Optimist Dinghy Association and of YNZ.

Only financial junior members are eligible to race in Optimist dinghy races.

**18. Common Seal**

The common seal of the Association shall be in the custody of the secretary. The seal shall be used only under the authority of the committee who shall authorise two offices to sign as witnesses, any

affixing of the seal. Any authority for the use of the seal shall be recorded in the minutes.

**19. Registered Office**

The registered office of the Association shall be at 13 Puroto Street, Meadowbank, Auckland. Any change in the registered office address shall be sent to the Registrar of Incorporated Societies as soon as practicable in the form prescribed by the regulations in that behalf.

**20. Winding Up**

**20.1** The Association may be voluntarily wound up provided that all liabilities of the Association have been duly discharged if a resolution to such effect has been passed by the majority of senior members present at a special general meeting convened for that purpose.

**20.2** Any assets remaining after all liabilities have been discharged shall be transferred to the International Yachting Trust, or if that committee no longer exists, then to another like entity.