

THE CONSTITUTION OF THE ZEPHYR OWNERS ASSOCIATION (INCORPORATED)

1. NAME

- 1.1. The name of the Society shall be the Zephyr Owners Association (Incorporated), hereinafter called "the Association".

2. AIMS

- 2.1. The Association is established to carry out, within New Zealand, the following aims:
 - 2.1.1. To develop and protect the interests of yacht racing and yachting generally and the Zephyr dinghy class in particular.
 - 2.1.2. To enter into such arrangements with clubs or classes as shall further the interests and development of the Association or its members.
 - 2.1.3. To affiliate with Yachting New Zealand or other bodies of similar aims and objectives.
 - 2.1.4. To promote races and social functions for members of the Association.
 - 2.1.5. To administer the Class Rules of the Association (called the Zephyr Class Rules).
 - 2.1.6. To do anything else that would further any of these aims.

3. POWERS

- 3.1. The Association shall have the following powers:
 - 3.1.1. To purchase, lease, hire or otherwise acquire any real or personal property.
 - 3.1.2. To sell, let, mortgage or otherwise dispose of or deal with any of the property of the Association.
 - 3.1.3. To construct, maintain or alter any buildings or property.
 - 3.1.4. To borrow, raise or invest money in any manner and on any terms suitable to the Association.
 - 3.1.5. To pay all or any of the expenses incurred in establishing and running the Association.
 - 3.1.6. To employ or engage staff, advisors or other people and to pay their wages, salaries and/or their expenses on terms suitable to the Association.
 - 3.1.7. To run educational, training and social programmes.
 - 3.1.8. To alter the powers and rules of the Association provided that no alterations or addition detracts from the charitable purposes of the Association.
 - 3.1.9. To do all other things that in the opinion of the Association shall further its charitable objects.

4. MEMBERSHIP

- 4.1. There shall be three classes of members:
 - 4.1.1. Owners of a Zephyr dinghy (called owner members), except that where any boat is owned by more than one member then the owners of the boat shall nominate one of them to be the owner member and other part owner or owners shall be deemed Associate members.
 - 4.1.2. Associate Members being people other than the owners of Zephyr dinghies who support the aims and work of the Association.
 - 4.1.3. Life Members

- a. Members of the Association who have made outstanding contributions to sailing in New Zealand and/or to the Zephyr Owners' Association.
 - b. Life members shall be nominated by the Executive Committee and elected at a General Meeting of the Association. They shall be eligible to vote, to hold office and form part of the quorum at meetings of members.
- 4.2. Owner and Associate members shall become members of the Association when they complete the membership form, pay any membership fee that has been set at a General Meeting and meet such requirements as may be determined by the Executive Committee.

5. TERMINATION OF MEMBERSHIP

- 5.1. Any member who has failed to pay any membership fee set by the Association three months after it is due shall cease to be a member.
- 5.2. If any member has acted in a way that is harmful to the Association that member may be expelled by a two-thirds (2/3rds) majority of a General Meeting. The member concerned shall:
- 5.2.1. be given at least 14 days written notice of the proposed expulsion and the reasons for it; and
 - 5.2.2. be given an opportunity to be heard at the meeting considering the expulsion.
 - 5.2.3. if expelled, have a right of appeal to a special general meeting of the Association within one month of notification being given to them.

6. RULES RELATING TO GENERAL MEETINGS

- 6.1. A general meeting of the Association, one where members taking part are physically present or in attendance via the internet, video or teleconference meeting, or other such electronic means.
- 6.2. Fourteen days written notice of all Association Meetings shall be given to all members stating the time, date and the physical or on-line details of the meeting. Notice may include email to members' last provided email address, posting on the Association web or social media sites or such method as the Committee may from time to time decide.
- 6.3. The quorum for all Association meetings shall be 10 members.
- 6.4. All meetings shall be convened by the Chairperson or in his or her absence by someone else appointed by the meeting.
- 6.5. Except as provided in 13.1.3, decision making at all meetings of the Association shall be consensus but failing a consensus, decisions shall be made by a simple majority vote of the members taking part.
- 6.6. Voting shall be by voices or show of hands, but any three members may require a ballot. In the case of a tied vote, the Chairman shall have an original as well as a casting vote. Votes may be cast personally or by a proxy who must also be a member of the Association.
- 6.7. Owner members and Associate members shall have one vote each on all matters except that additions or alterations to the Zephyr Class Rules shall be decided by owner members only.

7. SPECIAL GENERAL MEETINGS

- 7.1. The Executive Committee or six members may request a Special General Meeting at any time by giving written notice to the Secretary stating the reasons for wanting a Special General Meeting.
- 7.2. The Secretary shall give notice of a Special General Meeting no later than fourteen days after receiving the request. The notice for a Special General Meeting of the Association shall include the reasons for calling the meeting.

8. ANNUAL GENERAL MEETINGS

- 8.1. The Annual General Meeting of the Association shall be held not later than 30th September each year.

- 8.2. The business of the Annual General Meeting shall include:
 - 8.2.1. the Financial Accounts;
 - 8.2.2. the Annual Report;
 - 8.2.3. the election of the following office holders:
 - a. President;
 - b. Treasurer; and/or
 - c. Secretary;
 - 8.2.4. the appointment of a suitably qualified person to inspect the financial accounts;
 - 8.2.5. the appointment of a Chief Measurer.
 - 8.2.6. the election of an Executive Committee.
 - 8.2.7. the consideration of any other business.

9. EXECUTIVE COMMITTEE

- 9.1. An Executive Committee shall be elected at the Annual General Meeting of the Association. It shall comprise the following:
 - 9.1.1. President.
 - 9.1.2. Treasurer and/or
 - 9.1.3. Secretary; and
 - 9.1.4. not more than five other members.
 - 9.1.5. Chairpersons of regional Zephyr Associations shall be ex-officio members of the Executive.
- 9.2. The role of the Executive Committee shall be to:
 - 9.2.1. manage the affairs of the Association.
 - 9.2.2. implement policy and such other matters as set or directed at General Meetings.
 - 9.2.3. Act in good faith and in the best interests of the Association.
 - 9.2.4. Exercise powers for proper purposes only
 - 9.2.5. Comply with the Incorporated Societies Act and the Zephyr Owners Association Constitution
 - 9.2.6. Exercise reasonable care and diligence
 - 9.2.7. Not create a substantial risk of serious loss to creditors
 - 9.2.8. Not incur an obligation the officer doesn't reasonably believe the Association can perform.
- 9.3. The quorum of the Executive Committee meetings shall be three (3).
- 9.4. Executive Committee meetings may be held via video or telephone conference, or such other mechanisms as the Executive Committee may decide.
- 9.5. Members may attend all Executive Meetings. Only Executive Committee are entitled to vote at Executive Meetings.
- 9.6. An Executive Committee Meeting may be convened at the request of the President, Secretary or Treasurer.
- 9.7. Executive Committee meetings shall be by consensus but failing a consensus by a simple majority vote of the Executive Committee members taking part.

- 9.8. The Executive Committee may form sub-committees and give each subcommittee defined powers.
- 9.9. The Executive Committee may co-opt up to three people, who may or may not be members of the Association, to assist the Executive Committee in its work. His or her co-option will shall cease at the next Annual General Meeting.
- 9.10. Any position on the Executive Committee not filled at the Annual General Meeting or becoming vacant prior to the next Annual General Meeting may be filled by the Executive Committee.

10. DUTIES OF THE CHIEF MEASURER

- 10.1. Supervising all matters relating to compliance with the class rules.
- 10.2. Supervising, and may delegate, the inspection and weighing of fibreglass hulls on completion of the builder's production for delivery as directed by ZOA Executive Committee.
- 10.3. Reporting to ZOA Executive Committee on any application under the Registration and Measurement and Finish and Supply provisions of the Zephyr Class Rules.
- 10.4. Overseeing completion of measurement certificates for non-complying boats and making appropriate recommendations to the ZOA Executive Committee.
- 10.5. Making recommendations to ZOA Executive Committee on the proposed appointment of local measurers.
- 10.6. Reporting from time to time to the ZOA Executive Committee on compliance with Rule 1.10, Registration and Measurement.
- 10.7. Such other duties as are directed by the Association's Executive Committee.

11. CONTROL OF FUNDS

- 11.1. All funds received by the Association shall be paid into its bank account.
- 11.2. All payments drawn on the Association's account shall be authorised by the Treasurer and one of two other members appointed by resolution of the Executive Committee.
- 11.3. The income and property of the Association is to be applied solely to further the aims of the Association. No income or property is to be paid or transferred directly or indirectly to any members. This shall not prevent payment of reasonable remuneration or expenses to any officer or employee of the Association or to any members for any services performed by them for the Association.
- 11.4. A member may charge for any services carried out by him or her where such services have previously been approved by the Executive.
- 11.5. The accounts of the Association shall be inspected by a suitably qualified person who is not a member of the Executive Committee.
- 11.6. The financial year of the Association shall commence from the first day of June in each year.

12. COMMON SEAL

- 12.1. The Association shall have a Common Seal and provide for its safe custody. Subject to the Incorporated Society's Act 1908, the Executive Committee shall determine when the common seal is used.

13. ALTERATIONS AND ADDITIONS TO THE RULES

- 13.1. The Association may alter, add or cancel any rules by special resolution at a General Meeting provided that:
 - 13.1.1. notice of the proposed resolution is circulated to members not less than fourteen days prior to the meeting at which the resolution shall be considered.

- 13.1.2. the meeting may amend the proposed change;
- 13.1.3. a two thirds majority of the members present at the meeting agree to the change;
- 13.1.4. no alterations, additions or cancellation shall be made to these rules that are in conflict with:
 - a. the aims of the Association; and
 - b. the charitable nature of the Association.
- 13.1.5. changes to the Zephyr Class Rules shall be made according to the provisions contained in the Class Rules.

14. DISPUTE RESOLUTION PROCESS.

How complaint is made

- 14.1. A member or an officer may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that —
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Association's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Association.
- 14.2. The Association may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - a. states that the Association is starting a procedure for resolving a dispute in accordance with the Association's constitution; and
 - b. sets out the allegation to which the dispute relates.
- 14.3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 14.4. A complaint may be made in any other reasonable manner permitted by the Association's constitution.

Person who makes complaint has right to be heard

- 14.5. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 14.6. If the Association makes a complaint —
 - a. the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the Association.
- 14.7. Without limiting the manner in which the member, officer, or Association may be given the right to be heard, they must be taken to have been given the right if —
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and

- d. the member's, officer's, or Association's written statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

14.8. This clause applies if a complaint involves an allegation that a member, an officer, or the Association (the respondent) —

- a. has engaged in misconduct; or
- b. has breached, or is likely to breach, a duty under the Association's constitution or bylaws or the Incorporated Societies Act 2022; or
- c. has damaged the rights or interests of a member or the rights or interests of members generally.

14.9. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

14.10. If the respondent is the Association, an officer may exercise the right on behalf of the Association.

14.11. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —

- a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

14.12. The Association must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

14.13. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

Association may decide not to proceed further with complaint

14.14. Despite the clause 'Investigating and determining dispute' above, the Association may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i that a member or an officer has engaged in material misconduct:
 - ii that a member, an officer, or the Association has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:

- iii that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

Association may refer complaint

14.15. The Association may refer a complaint to —

- a. a subcommittee or an external person to investigate and report; or
- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

14.16. The Association may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

14.17. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.

15. WINDING UP

15.1. The Association may be wound up if:

- 15.1.1. a majority of the members at a General Meeting pass a resolution to wind up the Association;
- 15.1.2. a second meeting is held not earlier than 30 days after the first meeting to confirm or reject the resolution

15.2. On winding up any surplus assets of the Association shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Zephyr Owners' Association, or for some other charitable purpose, within New Zealand.

ZEPHYR OWNERS' ASSOCIATION (INC) 223627		
Signature	Name	Position