

THE RULES 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
 - 4.1.3.1. Members of the Society who have made outstanding contributions to sailing in New Zealand and/or to the Zephyr Owners' Association.

4.1.3.2. Life members shall be nominated by the Executive Committee and elected at a General Meeting of the Society. 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 society is 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:
 - 8.2.3.1. President;
 - 8.2.3.2. Treasurer; and/or
 - 8.2.3.3. 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.
- 9.3. 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:
 - 13.1.4.1. the aims of the Association; and
 - 13.1.4.2. 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. WINDING UP

- 14.1. The Association may be wound up if:
 - 14.1.1. a majority of the members at a General Meeting pass a resolution to wind up the Association;
 - 14.1.2. a second meeting is held not earlier than 30 days after the first meeting to confirm or reject the resolution
- 14.2. 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