**RULES OF “THE OTAGO UNIVERSITY ROWING CLUB INCORPORATED”**

(Updated 27 September 2020)

**NAME**

1. There shall be in the University of Otago a club known as “The Otago University Rowing Club Incorporated” (hereinafter called “the Club”).

**AFFILATION**

* 1. The Club shall be affiliated to “The Otago University Students Association” (hereinafter called “the OUSA”).
	2. The rules of the OUSA shall be deemed to be part of these rules so as to bind the Club and all its members thereby, and notwithstanding anything hereinafter contained to the contrary the Club and all its members shall be bound by the rules of the OUSA and by the regulations and decisions of the OUSA Executive Committee (hereinafter called “the OUSA Executive”).
	3. These rules shall be subject in all respects to the rules of the OUSA and shall be void and of no effect to the extent of their conflict with the rules of the OUSA.
	4. Affiliation to the OUSA shall not limit or affect the rights and powers of the OUSA, the OUSA Executive, or any committee of the OUSA Executive in respect of any matter or thing hereinafter mentioned as included in the objects of the Club.
	5. All property (including cash in bank) held or possessed by the Club shall prima facie be the property of the OUSA.
	6. The Finance and Services Officer of the OUSA shall at all times be permitted and entitled to inspect the books, papers and accounts of the Club.
1. 1. The OUSA Executive may at any time in such manner as it may deem fit:
		1. Conduct an examination of the affairs of the Club or appoint a committee to make such examination and to report thereon to the OUSA Executive.
		2. Convene a special general meeting of the Club for any stated purpose for which a special extraordinary or general meeting of the Club may be called under these rules.
		3. Appoint a temporary committee to replace the elected or appointed executive committee of the Club for such time as the OUSA Executive may determine, with all the powers of the ordinary executive committee of the Club and with such other powers as the OUSA Executive may determine.
	2. Any term or condition imposed on the Club by the OUSA Executive whether upon affiliation or in regard to affiliation or otherwise shall be binding on the Club whether consented to by the Club or not.
2. Immediately upon the lapse, cancellation or other determination of the affiliation of the Club with the OUSA the Club shall be deemed to be dissolved and all the property of the Club, including cash, shall revert to the OUSA.
3. 1. The Club shall be a member of “Rowing New Zealand Incorporated”.
	2. The Club shall be a member of “University Rowing New Zealand”.
	3. The Club shall be a member of “Otago Rowing Association Incorporated”.
	4. The Club shall not become bound to or affiliated to or in any way connected with any other organisation without the prior consent of the OUSA Executive. Any affiliation or other connection effected without such prior consent shall be null and void.
4. The OUSA shall not be responsible for any liabilities contracted or incurred by the Club without the authority in writing of the Secretary of the OUSA in accordance with a resolution passed by the OUSA Executive. Should any liability be contracted or incurred by the Club without such authority the liability shall rest solely with the person or persons responsible for the same.

**OBJECTS**

1.

The primary objects of the Club shall be:

* 1. To be beneficial to the community by stimulating and promoting interest in both competitive and social rowing among the student body of the University of Otago and the wider Dunedin community.
	2. To ensure the Club has an appropriate supply of equipment and facilities that are maintained in a safe and useable manner.
	3. To make regulations to advance the above objectives.
	4. To do any act or thing incidental or conducive to the attainment of any of the above objects.

Without detracting from the primary objects, the secondary objects of the Club shall be:

* 1. To provide a high performance environment for the development of rowers, coaches and administrators, particularly those who are members of the OUSA.
	2. To provide both a competitive and social environment for the development of rowers who have special needs, namely: the Special Olympians and Children with Disabilities.

Notwithstanding any other provision, the society shall not expend any money:

* 1. Other than to further purposes recognised by law.
	2. For the sole personal or individual benefit of any member unless that is for the development and/or enhanced performance of an active rowing member.

**POWERS**

In addition to its statutory powers, the Club may:

* 1. Use such funds to pay the costs and expenses of furthering or carrying out of its objects, and for that purpose may employ such people as may seem expedient; HOWEVER, any payment made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.
	2. Exercise all the powers that the Executive Committee might exercise, and
	3. Invest in any investment in which the Executive Committee sees fit.

**MEMBERSHIP**

1. 1. Membership shall be open to all members of the OUSA and non-members where accepted by the Club’s Executive Committee.
	2. Such persons shall become members upon payment of the annual subscription provided for in these rules.
	3. Any member who shall cease to be a member of the OUSA or who shall notify the Secretary of the Club in writing of their desire to withdraw or resign from membership of the Club shall cease to be a member of the Club.
	4. The following persons are Life Members of the Club and are exempt from payment of the annual levy and are deemed to be full members:
		1. All past Presidents of the Club; and
		2. Up to another 2 people elected as Life Members by the Executive or AGM in any one year.
	5. The Patrons, President, Vice-Presidents and Coaches of the Club need not comply with the foregoing subsections of this rule, and shall in any event become members on election, and shall remain members during their term of office.
	6. A member may only be expelled by a two-thirds majority vote by the Club’s Executive Committee.

(vii) Where a member of the Club is expelled, there shall be a right of appeal to the OUSA Executive.

**SUBSCRIPTION**

1. 1. The Committee of the Club shall impose on the members of the Club a subscription or subscriptions to be determined at the Annual General Meeting in the preceding year.
	2. Notwithstanding anything to the contrary contained in these Rules it shall not be lawful to impose upon members a subscription exceeding that determined at the previous Annual General Meeting per half year, or any other levy whether compulsory or not, without first obtaining the consent of the OUSA Executive thereto such consent to be granted on such terms as to any matter as the OUSA Executive may think fit PROVIDED that any such consent shall fix the maximum annual subscription or levy which may be made.
	3. Such consent may at any time be revoked or the terms thereof varied or the maximum subscription altered by the Executive.
	4. Any member who does not pay such subscription within one calendar month from or after the date of the levy of such subscription by the Executive Committee, or within one calendar month from and after such later date as the Committee may appoint, shall be debarred from the exercise of all the privileges of membership of the club until such subscription or levy shall have been paid.

**OFFICERS**

1. 1. The Officers of the Club shall consist of a maximum of two patrons, a president, a maximum of five vice-presidents, a men’s captain, a women’s captain, a secretary, a financial officer, a student financial officer, a marketing manager, a men’s event manager, a women’s event manager, a plant manager, a social rowing co-coordinator, and three general committee members. All shall be elected at the Annual General Meeting.
	2. The duties of these officers shall be as follows:

President – to oversee club activities, contribute to decision-making and planning and be the primary ambassador of the Club. The President is responsible to the Committee.

Manager – employed by the Executive Committee and managed by the President. The Manager is to arrange the overall activity of the Club so as to further the objectives of the Club. The job description shall be determined by the President in consultation with the Executive Committee. Does not hold voting rights at Committee meetings, but does hold speaking rights. The Club Manager reports directly to the President.

Financial Officer – appointed by the Executive Committee to ensure sound management of the Club’s finances. To keep a true and accurate record of all financial transactions. To ensure the Club accounts are audited on a yearly basis. To co-ordinate fundraising ventures with the Manager, Student Financial Officer and Secretary. Does not hold voting rights at Committee meetings.

Secretary – to ensure efficient handling of the Club’s correspondence, to maintain a true and accurate record of the proceedings of meetings, and to assist the Financial Officer and Club Manager with all funding application requirements. Works closely with the Club Manager and is responsible to the Committee.

Men’s Captain – to assist the Club Manager and supervise the day-to-day activities of the male members of the Club. To build a strong and positive culture among the male members of the Club and arrange activities to enable this.

Women’s Captain – to assist the Club Manager and supervise the day-to-day activities of the female members of the Club. To build a strong and positive culture among the female members of the Club and arrange activities to enable this.

Student Financial Officer – to assist the Financial Officer to keep a true and accurate record of all financial transactions. To organise an audit of the Club accounts on a yearly basis. To help coordinate fundraising applications and ventures with the Club Manager, Finance Officer and Secretary. To pay accounts on a monthly basis. Works closely with the Finance Officer and Club Manager. Responsible to the Committee.

Marketing Manager – to market the Club to all prospective members. To run both semesters’ Clubs Day at the OUSA Clubs and Societies Centre. To administer and update the Club’s website and public Facebook page. To produce club newsletters for each semester for current and alumni members. To produce and update the Club brochure regularly. Works closely with the Club Manager. Responsible to the Committee.

Event Managers: one male, one female – to coordinate all social activities and events, not including regattas, which the Club may run or take part in. Works closely with the Club Manager. Responsible to the Committee.

Social Rowing Coordinator – to organise and operate a social rowing programme, with the main emphasis on enjoyment not competition. To organise the Hostel or College Eights Regatta, Schools’ have-a-go days, Children with disabilities indoor rowing and Special Olympics indoor rowing, and any other events deemed suitable. Works closely with the Club Manager. Responsible to the Committee.

Plant Manager – to outline and prioritise the Club’s plant requirements. To ensure that all equipment is in a safe and useable condition. To coordinate the allocation of training and racing plant in conjunction with the Head Coach and the Club Manager. Works closely with the Head Coach and Club Manager. Responsible to the Committee.

General Committee Member – Three positions – to assist with the general running of the Club and to help with special projects as set out by the Committee. Responsible to Committee.

**EXECUTIVE COMMITTEE**

1. 1. The management of the Club (except as otherwise provided by these rules) shall be deputed to a committee consisting of the President, the Secretary, the Men’s and Women’s Captains, the Financial Officer, the Student Financial Officer, the Marketing Manager, the Event Manager, the Social Rowing Coordinator and the Plant Manager. The Committee shall have the power to co-opt additional members as it shall deem fit. (All members of the Executive Committee must meet the criteria to be an officer of a club under the Charities Act rules 2005 and must become registered immediately after being elected).
	2. The Committee shall hold office from the conclusion of the Annual General Meeting at which it is elected until the conclusion of the next succeeding Annual General Meeting except as in hereinafter provided.
	3. In the absence of the President any member of the Executive Committee appointed by the other members shall be chairperson of the Committee and in case of a tied vote shall have a second or casting vote.
	4. It shall be necessary to have a quorum of at least four (4) members to be present at any meeting of the Executive Committee.
	5. The Executive Committee shall meet at such times as it may deem fit (normally bi-monthly), and a meeting may be summoned at any time by the President, Secretary, or any two other members of the Executive Committee.
2. 1. The Executive Committee shall have full power to deal with all matters relating to the objects of the Club and any matter arising out of these Rules, except in so far as the control of such matters is vested in the Club in general meeting.
	2. The Executive Committee may make regulations governing the activities of the Club and such regulations shall be valid and binding on the members so far as they affect such activities and so far as they do not conflict with these Rules or the rules of the OUSA.
	3. The Executive Committee may from time to time appoint such sub-committees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Executive Committee as they may determine.

**ELECTION OF OFFICERS AND THE EXECUTIVE COMMITTEE**

1. 1. At the Annual General Meeting of the Club the officers and Executive Committee (These people must meet the criteria to be able to hold office under the rules of the Incorporated Societies act. These people shall be elected by ballot held in the following order and manner:

Patrons (by collective ballot) (maximum 2) (Not on Executive Committee)

President

Vice-Presidents (maximum 5) (Not on Executive Committee)

Secretary

Financial Officer

Student Financial Officer

Men’s Captain

Women’s Captain

Marketing Manager

Men’s Event Manager

Women’s Event Manager

Social Rowing Coordinator

Plant Manager

* 1. Every candidate shall be nominated at the meeting by some member of the Club and seconded by another member.
		1. If more candidates are nominated than are required to be elected, scrutineers shall be appointed by the meeting and such scrutineers shall be entitled to vote.
		2. The candidates who receive most votes shall be declared elected. In the event of two or more candidates receiving an equal number of votes the chairperson shall have a second or casting vote; and the decision of the chairperson as to any election shall be final.
	2. If a vacancy occurs among the officers or on the Executive Committee the remaining members of the Executive Committee, provided a quorum still remains, shall have power to appoint any member of the Club to fill such vacancy, but the proceedings of the Executive Committee shall not be invalidated by reason only of the continuance of such vacancy. When no such quorum remains, the Secretary shall call a special general meeting for the purpose of filling such vacancy.
	3. Every effort shall be made by the Executive Committee to ensure the nomination and election of a committee that adequately reflects the body of members, and of the student body in general, in terms of race and gender.

**GENERAL MEETINGS**

1. 1. The Annual General Meeting of the Club shall be held after the first day of August and before the thirty-first day of October at such time or place as the Executive Committee shall decide, and shall be held for the following purposes:
		1. To receive from the Executive Committee a report of the proceedings of the Club and a statement of receipts and payments for the preceding year.
		2. To elect the officers and Executive Committee for the ensuing year.
		3. To decide on any resolution that may be duly submitted to the meeting as hereinafter provided.

19.

(i) Every motion at a general meeting shall be moved by one member and seconded by another member and, except as hereinafter provided, any resolution may be moved and passed without any previous notice having been given.

1. Every member present at a general meeting shall have one vote, and in the case of a tied vote the chairperson shall have a second or casting vote.
2. The vote on any motion at a general meeting shall be taken by show of hands and the decision of the chairperson thereon shall be final.

20.

 (i) Quorum shall be one more than 10% of the Club's total members or 8 members, whichever is the greater.

* 1. The President, or in the absence of the President any member appointed by the meeting, shall be Chairperson at any general meeting.

21.

 At least fourteen (14) days before any general meeting notice thereof shall be posted on the general noticeboard of the OUSA and/or the noticeboard of the OUSA Aquatic Centre, but except as otherwise expressly provided herein it shall not be necessary to state in such notice the business to be transacted at such meeting.

22.

 (i) The Executive Committee may at any time for any special purpose call a Special General Meeting.

(ii) The Executive Committee shall call a Special General Meeting forthwith upon the giving of a written requisition signed by any ten members of the Club stating generally the purpose for which such meeting is to be held. Such requisition may be duly given by delivering or posting it to the President or Secretary at the OUSA address. If the Executive Committee does not duly call such meeting within fourteen (14) days after such requisition has been duly delivered or posted then the requisitionists may themselves call such meeting.

23.

(i) At any special general meeting a motion of no-confidence in the Executive Committee or any member or members thereof may be moved and passed provided that notice of intention to move such motion has been given in the notice calling such meeting.

(ii) On the passing of such motion the Executive Committee or such member or members as the case may be, shall be deemed to have resigned. The meeting shall then have power to and may then proceed to elect a new committee or a new member thereof as the case may be, as nearly as possibly in the same manner as at an Annual General Meeting, to hold office until the next Annual General Meeting of the Club.

**FINANCE**

24.

(i) The funds of the Club shall be in the control of the Executive Committee and shall be kept in such bank or savings bank as they may determine.

(ii) The Finance Officer shall operate the bank or savings account/s of the Club. The account/s will operate with any two of the following signatories required to make a withdrawal: President, Financial Officer, Student Financial Officer, Club Manager, Secretary.

(iii) All the funds and other assets of the Club shall be the property of the OUSA. The Club (subject only to the approval of the Executive) shall have the custody and control of such funds and assets and shall be responsible therefore to the OUSA Executive.

**REGISTERED OFFICE**

25. The Registered Office of the Club shall be the OUSA, 640 Cumberland Street, Dunedin.

**EXECUTION OF DOCUMENTS**

26.

(i) The Common Seal of the Club, if any, shall be retained by the Secretary.

(ii) Documents shall be executed for the Club pursuant to a resolution of the Executive Committee:

* + 1. By affixing the Common Seal, if any, witnessed by any one of the Chief Executive Officer or Secretary and countersigned by some other member of the Executive Committee.
		2. By any one of the President or Secretary and some other member of the Executive Committee signing on behalf of the Club.

**SPORTS COUNCIL**

27. At least one member of the Executive Committee of the Club shall be elected by the Executive Committee to be the Club’s representative on the OUSA Sports Council.

**BLUES NOMINATION COMMITTEE**

28.

(i) A member or members of the Executive Committee nominated for that purpose shall draw up a list of Blues nominees. This list shall, if approved by the Executive Committee, be presented to the panel by which nominations are to be considered.

(ii) Blues nominees will be expected to be active participants of the Club and to meet any criteria for Blues nominations laid down by the OUSA.

**INTERPRETATION**

29. The Executive Committee shall (subject only to the OUSA Executive) be the sole authority for the interpretation of these Rules. The decision of the committee upon any question of interpretation or upon any matter affecting the Club and not provided for in these Rules shall be final and binding on the member subject only to a right of appeal to the OUSA Executive.

**AMENDMENT**

30.

(i) These Rules may be added to or repealed or amended by resolution at any annual or special general meeting, PROVIDED THAT no such resolution shall be deemed to have been passed unless the notice calling such meeting shall specify in general terms the proposed resolution and unless it be carried by a majority of at least two-thirds of those present and entitled to vote, and the addition or repeal or amendment must not change the Charitable Status of the society.

(ii) Duplicate typewritten copies of every such alteration, or addition or amendment shall be forwarded forthwith to the Secretary of the OUSA (who should be consulted beforehand) and the Incorporated Societies Register and the Charities Commission in a timely manner.

(iii) Any such additional repeal or amendment shall not be valid or binding on the members unless it is approved by the OUSA Executive within two calendar months from the date of the meeting at which it was passed.

**DISSOLUTION**

31.

(i) The Club shall be dissolved by resolution to that effect passed at any Annual General Meeting PROVIDED THAT no such resolution shall be deemed to have been passed unless the notice calling such meeting shall specify in general terms the proposed resolution, and unless it be carried by a majority of at least two-thirds of the members present and voting thereon.

1. The Club shall be dissolved as from the passing of such resolution and the funds and other assets of the Club shall thereupon be put into trust with the OUSA (as long as it is recognised by the Charities Commission) until such a time as a similar club is formed.

This amended Constitution was adopted by Resolution of an Annual General Meeting of the Otago University Rowing Club Incorporated in Dunedin on the 27th of September 2020.

Chairperson: Name: Signature:

Executive Member: Name: Signature: