

WESTHAVEN MARINA USERS ASSOCIATION INCORPORATED

NAME:

1. THE name of the Association is WESTHAVEN MARINA USERS ASSOCIATION INCORPORATED.

OBJECTS:

2. THE objects for which the Association is established are:-

- (a) To benefit the community by promoting the development of adequate mooring, marina and launching facilities for recreational boating in the Auckland and Manukau Harbours and elsewhere.
- (b) To promote the development of all ancillary recreational facilities related to boating.
- (c) To assist members in relation to mooring, marina and launching facilities in dealing with the Ports of Auckland or the owner of any such facility, any local authority or Government Department in relation thereto.
- (d) To acquire by lease, licence, purchase or otherwise such areas of the foreshore or Harbour, river mouth or other area of the sea for the purpose of providing launching, mooring or marina facilities for recreational use by the boating public.
- (e) To assess and co-ordinate the requirements of all boat owners and potential boat owners in respect of such recreational facilities to build, construct and manage boat ramps, moorings, marinas, docks, shore servicing and repair facilities or other facilities as may be required for use by members in particular and the public in general.
- (f) To manage and control all such facilities in such manner as to be equitable to all concerned.
- (g) To take such steps as may be appropriate to assist and promote the construction and management of recreational mooring, marina and servicing facilities as may be required at a reasonable cost to the user.
- (h) To operate slipways, docks, launching ramps, marinas and mooring and ancillary services, including ship chandleries and generally carry out any activity related to providing services for recreational boating.
- (i) To generally promote the interests of the boat owning public of Auckland to enjoy the recreational pleasures of the Auckland Harbour, Hauraki Gulf and Manukau Harbour.
- (j) To promote or oppose bills, legislative or other measures or by-laws affecting the interests of members.
- (k) To seek the redress of wrongs from which all or any of the members may from time to time suffer or make representations by way of deputations or otherwise bring under the

notice of the Government of New Zealand or any other constituted authority such matters as in the opinion of the Association require attention or alteration.

- (l) To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association or any of them including the employment of counsel, solicitors, agents, accountants, auditors, officers and servants as shall appear necessary or expedient.
- (m) To subscribe to become a member of and co-operate with any other Association whether incorporated or not whose objects are altogether or in part similar to those of this Association and to procure from and communicate to such Association such information as may be likely to forward the objects of this Association.
- (n) To purchase take on lease or exchange on hire or otherwise acquire any real or personal property and any rights or privileges which the Association shall think necessary or expedient for the purpose of attaining the objects of the Association or any of them or promoting the interests of the Association or its members and to sell exchange let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- (o) To contract with, employ or otherwise secure the services of any person or persons for the purposes of carrying out any of these objects.
- (p) To raise money in any manner for any of the said objects.
- (q) To secure the payment of monies owing or to become owing by the Association for the performance of any of its obligations by mortgage, instrument by way of security, security interests pursuant to the Personal Property Securities Act 1999 or pledge all or any of its property present or future or in any other manner whatsoever whether secured or unsecured.
- (r) To enter into any contracts deemed necessary or expedient for any of the purposes aforesaid.
- (s) To do any other things in connection with the aforesaid objects which the member shall from time to time decide.
- (t) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Association's objects or any of them, and to obtain from any such Government or authority any rights, privileges or concessions which the committee of the Association may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, privileges, rights and concessions.
- (u) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Association.

- (v) To grant bursaries or scholarships for the purposes of promoting and actively assisting in the promoting of the objects of the Association.
- (w) To pay all or any of the expenses incurred in, and in connection with the incorporation and establishment and management of this Association.
- (x) To repay and reimburse the members or the members of the Committee for all travelling and out of pocket expenses incurred by them in their administration of the Association.
- (y) To alter in any way, all or any of the rules set forth herein in the manner set forth in Rule 7 of the rules but not to alter Rule 7 itself provided that no alteration or addition shall be made that detracts from the charitable purposes of the Association.

MEMBERSHIP

3. (a) The Association shall consist of members each being either person(s) or body corporate of any kind (including businesses and yacht clubs) who hold a Westhaven Marina licence or rents a berth or pile mooring or swing mooring at Westhaven Marina.
- (b) New members will be admitted upon election by a simple majority of the members of the Committee present at a Committee meeting. No person or entity shall be presented as a candidate for election without having signed an application in writing.
- (c) The election of every new member shall be conditional upon the new member paying the subscription for the first year to the Association within one month of being notified of his election and in the event the new member fails to pay the subscription his membership shall immediately lapse.

ANNUAL SUBSCRIPTION:

4. EVERY member shall on or before the 30th of June in every year pay to the Association an annual subscription of \$30.00 or such other amount as shall from time to time be fixed by resolution in general meeting. In the event any member fails to pay the subscription on or before 30th June in any given year his membership shall immediately lapse.

RESIGNATIONS:

5. A member ceases to be a member in any of the following ways:
- (a) By giving written notice of resignation to the Secretary.
 - (b) If any member fails to pay his subscription on or before 30th June in any given year.
 - (c) If any member is guilty of any infringement of any rules of the Association or if in the opinion of the Committee any member is guilty of conduct prejudicial to the interests of the Association the Committee may by letter invite the member to resign within a specified time and in default of such resignation the Committee may by resolution of at

least four of its members present and after giving the member a reasonable opportunity to be heard suspend the member for such period and on such terms as it thinks fit or expel the member.

- (d) In the event any member relinquishes his berth, pile mooring or swing mooring at Westhaven Marina.
- (e) In the event of resignation or expulsion a member shall not be entitled to repayment of any monies paid by him to the Association in respect of his membership subscription.

OFFICERS:

6. THE Association shall have the following officers:-

- (a) Chairman, and seven Committee members all of whom must be a member of the Association and shall be elected to office.
- (b) Secretary and/or Treasurer who shall be appointed by the Committee and need not be a member. The offices of Secretary and Treasurer may be held by one person. The Secretary and Treasurer, unless elected as Committee members, shall not be entitled to vote at any Committee meeting.

Officers of the Association shall be elected at the Annual General Meeting which may also elect a patron if it thinks fit.

The Officers and ordinary members of the Committee shall remain in office from the conclusion of the Annual General Meeting and shall be eligible for re-election.

ALTERATION OF RULES:

7. THESE rules may be altered added to rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present at a general meeting of which seven days' notice has been given.

Every such notice shall set forth the purpose of the proposed alteration addition rescission or other amendment.

Duplicate copies of every such alteration addition rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act, provided no addition to, amendment, alteration or rescission of any rule or rules shall be permitted which would affect this Rule 7, Rule 20 or Rule 23 herein.

ANNUAL GENERAL MEETING:

8. THE Annual General Meeting shall be held each year prior to the 31st of August at a time and place fixed by the Committee for the following purpose:

- (a) To receive a report balance sheet and statement of accounts for the preceding year and an estimate of the receipts and expenditure of the ensuing year.
- (b) To elect members to the Committee for the ensuing year.
- (c) To appoint an auditor for the ensuing year.
- (d) To decide on any resolution which may be duly submitted to the meeting.
- (e) Not less than seven clear days before the annual general meeting a notice thereof shall be sent to every member by prepaid mail addressed to him at his last known place of abode or by email fax or other written communication together with a copy of the report balance sheet and statement of account for the year.

SPECIAL GENERAL MEETING:

9. THE chairman or in his absence or inability any other member of the Committee may at any time for any special purpose call a special general meeting and he shall do so forthwith upon the requisition in writing of any twenty members or all the members if there is fewer than twenty members stating the purposes for which the meeting is required.

The manner and period of such notice shall be given to members as is provided at the Annual General Meeting.

PROCEDURE AT MEETING:

10. AT all general meetings all those attending must be financial members of the Association and the chairman, and in his absence any other duly elected chairman, shall take the chair and on every motion there shall be entitled one vote per berth or mooring exercised by a show of hands or by poll if demanded by more than ten members and in the case of an equality of votes the chairman shall have a casting vote.

QUORUM:

11. AT all general meetings 20 members or all the members if there is fewer than twenty members shall constitute a quorum.

APPOINTMENT OF OFFICERS:

12. AT every Annual General Meeting the Association shall elect a Committee of the following officers, namely, a Chairman and seven Committee members who shall hold office until retirement or removal from office or election of successors to office. In addition an Honorary Auditor shall be similarly appointed.

VACANCY IN COMMITTEE:

13. THE Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next annual general meeting and any member so appointed shall retire at the next annual general meeting together with the rest of the Committee but all or any of the retiring Committee shall be eligible for re-election.

DUTIES OF COMMITTEE:

14. IT shall be the duty of the Committee generally to conduct the affairs of the Association to keep usual and proper books of account properly posted up and other records of the business of the Association and to notify members of intended meetings and the business to be transacted thereat and to prepare and submit to the annual general meeting a report balance sheet and statement of accounts for the preceding year. Meetings of the Committee may be convened by circular letter, email, fax, telephone or other means at such times and places as the Chairman or in the case of his absence inability or refusal to act the secretary shall appoint and three shall be a quorum.

COMMON SEAL:

15. THE common seal of the Association shall be that authorised by the Committee who shall be responsible for the safe custody and control thereof.

USE OF COMMON SEAL:

16. WHENEVER the common seal of the Association is required to be affixed to any deed document writing or other instrument the seal shall be affixed pursuant to a resolution of the Committee or of the Association by the chairman and any one other member of the Committee thereby authorised to affix the seal (and the persons so affixing the seal shall at the same time sign the document to which the seal is so affixed).

CONTROL AND USE OF FUNDS:

17. ALL moneys received by or on behalf of the Association shall forthwith be paid to the credit of the Association in an account with the A.N.Z. Banking Group Limited or other bank or savings bank from time to time to be fixed by the Association and all cheques or withdrawal slips drawn on the account shall be signed by any two of the signatories as advised to the bank by the Committee from time to time.

INVESTMENT OF FUNDS:

18. THE Association may from time to time invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of its funds which shall not be required for the immediate business of the Association.

BORROWING POWERS:

19. THE Association shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of security interests pursuant to the Personal Property Securities Act 1999 bonds mortgages or any other security founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit but the powers of so borrowing or raising money shall not be exercised in respect of any such borrowing in excess of \$5,000.00 except pursuant to a resolution of the Association passed in General Meeting.

DISPOSITION OF SURPLUS ASSETS:

20. IN the event of the Association being wound up, no surplus assets, after payment of the Association's liabilities and the expenses of winding up shall be paid to or distributed among members of the Association. Such surplus assets will be donated to one or more charitable organisations within New Zealand or to a body having objects similar to the objects of this Association to be decided at a Special General Meeting of members.

REGULATIONS:

21. THE Association may from time to time by resolution in general meeting make amend or rescind regulations not inconsistent with these rules governing procedure at its meetings and publications (if any) of reports thereof.

REGISTERED OFFICE:

22. THE registered office of the Association shall be situated at 34 O'Rorke Road, Penrose, Auckland, or such other place for the time being as shall be decided by the Committee.
Notice of every change of situation of the registered office shall be duly sent to the Registrar.

NO PRIVATE PECUNIARY PROFIT:

23. NO private pecuniary profit shall be made by any person from the Association, EXCEPT THAT:

- (a) Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Association;
- (b) The Association may pay reasonable and proper remuneration to any officer or servant of the Association, (whether a member or not) in return for services actually rendered to the Association;
- (c) Any member may be paid all usual professional, business or trade charges for services rendered, time experienced and all acts done by that member or by any firm or entity of

which that member is a member, employee or associate in connection with the affairs of the Association;

- (d) Any member may retain any remuneration properly payable to that member by any company or undertaking with which the Association may be in any way concerned or involved for which that member has acted in any capacity whatsoever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Association.

PROVIDED THAT no member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage. EXCEPT where that income, benefit or advantage is derived from:

- (a) Professional services to the Association rendered in the course of business, charged at no greater rate than the current market rates; OR
- (b) Interest on money lent at no greater rate than current market rates.

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee.

INTERPRETATION:

24. IN these rules except where a different intention appears:

“ACT” means the Incorporated Societies Act, 1908 and amendments.

“ASSOCIATION” means the Association incorporated under these rules.

“CHAIRMAN” “SECRETARY” and “COMMITTEE MEMBER” mean respectively the chairman, secretary and committee member of the Association.

“MEETING” means a meeting of the Association.

“MEMBER” means a member of the Association and includes a corporate body.

“WESTHAVEN MARINA” means the Marina on the eastern side of the Auckland Harbour Bridge on the southern shore of Auckland Harbour.

Words importing the singular number shall include the plural.

References to rules are references to rules of this constitution.

Words importing one gender shall include the other gender.

References to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, joint ventures, associations, organisations, clubs, trusts, states or agencies of state, government departments and local and municipal authorities in each case whether or not having separate legal personality.

Expressions defined in the main body of this constitution bear the defined meaning in the whole of this constitution including the recitals.