

**CONSTITUTION FOR
COASTGUARD NORTHERN REGION
INCORPORATED**

TABLE OF CONTENTS

Note: words used in this Constitution are defined at the end of the Constitution in Rule 58.

<u>PART I</u>	<u>OBJECTS AND POWERS</u>	<i>Page</i>
RULE 1	NAME.....	5
RULE 2	REGISTERED OFFICE.....	5
RULE 3	OBJECTS.....	5
RULE 4	POWERS	6
<u>PART II</u>	<u>MEMBERSHIP</u>	
RULE 5	MEMBERS.....	8
RULE 6	UNITS.....	8
RULE 7	UNIT VOLUNTEERS.....	9
RULE 8	REGIONAL VOLUNTEERS	9
RULE 9	SUPPORTER MEMBERS.....	10
RULE 10	YOUTH MEMBERSHIP	10
RULE 11	HONORARY LIFE MEMBERSHIP.....	11
RULE 12	LIFETIME SUBSCRIPTION MEMBERSHIP	11
RULE 13	CORPORATE MEMBERS.....	11
RULE 14	ASSOCIATE MEMBERS.....	12
RULE 15	HONORARY MEMBERS.....	12
RULE 16	MEMBERSHIP FEES.....	12
RULE 17	MEMBERS RIGHTS AND OBLIGATIONS	13
RULE 18	REGISTER OF MEMBERS.....	13
RULE 19	TERMINATION OF MEMBERSHIP	13
<u>PART III</u>	<u>OPERATIONS COMMITTEES</u>	
RULE 20	CONSTITUTION OF OPERATIONS COMMITTEES	15
RULE 21	APPOINTMENT TO OPERATIONS COMMITTEES	15
RULE 22	POWERS AND RESPONSIBILITIES OF OPERATIONS COMMITTEES ..	16
<u>PART IV</u>	<u>STANDING COMMITTEES</u>	
RULE 23	CONSTITUTION OF STANDING COMMITTEES	17
<u>PART V</u>	<u>OFFICERS AND THE BOARD</u>	
RULE 24	OFFICERS	18
RULE 25	ROLE OF THE BOARD	18
RULE 26	MEMBERSHIP OF THE BOARD	18
RULE 27	CHIEF EXECUTIVE OFFICER	20
RULE 28	POWERS OF THE BOARD	20
RULE 29	MEETINGS OF THE BOARD	21
RULE 30	REMOVAL OF BOARD MEMBER BY MEMBERS.....	22
RULE 31	REMOVAL OR RESIGNATION OF ALL BOARD MEMBERS	22
RULE 32	REMOVAL OF BOARD MEMBER BY THE BOARD	22
<u>PART VI</u>	<u>GENERAL MEETINGS</u>	
RULE 33	ROLE OF THE GENERAL MEETING.....	23
RULE 34	COMPOSITION OF THE GENERAL MEETING	23
RULE 35	GENERAL MEETINGS.....	23
RULE 36	CHAIRPERSON	23
RULE 37	POWERS OF THE GENERAL MEETING.....	23
RULE 38	NOTICE OF ANNUAL GENERAL MEETING	24
RULE 39	AGENDA AND BUSINESS TO BE DISCUSSED	24
RULE 40	VOTING AT GENERAL MEETINGS.....	25
RULE 41	SPECIAL GENERAL MEETINGS	25

RULE 42	QUORUM	25
RULE 43	POSTAL DECISIONS	25
RULE 44	IRREGULARITY, ERROR OR OMISSION.....	25
<u>PART VII</u>	<u>FINANCIAL MATTERS</u>	
RULE 45	FINANCIAL YEAR	27
RULE 46	ANNUAL REPORT	27
RULE 47	APPLICATION OF INCOME	27
RULE 48	COMMON SEAL.....	28
<u>PART VIII</u>	<u>COMPLAINTS. DISCIPLINARY MATTERS. APPEALS JUDICIAL MATTERS</u>	
RULE 49	INVESTIGATION OF COMPLAINTS AND DISCIPLINE OF MEMBERS	29
RULE 50	APPEALS	30
RULE 51	JUDICIAL PANEL AND JUDICIARY COMMITTEE	30
<u>PART IX</u>	<u>MISCELLANEOUS</u>	
RULE 52	ALTERATION TO THE RULES.....	31
RULE 53	REGULATIONS	31
RULE 54	LIQUIDATION.....	31
RULE 55	INDEMNITY	32
RULE 56	INTERPRETATION AND MATTERS NOT PROVIDED FOR	32
RULE 57	DATE OF COMMENCEMENT OF THIS CONSTITUTION	32
RULE 58	DEFINITIONS.....	32
	<u>SCHEDULES</u>	
ONE	UNITS ELIGIBLE TO BE MEMBERS OF CNR	35

CONSTITUTION OF COASTGUARD NORTHERN REGION INCORPORATED
("Constitution")

This Constitution rescinds all previous constitutions of CNR.

PART I – OBJECTS & POWERS

1. NAME

The name of the incorporated society shall be "Coastguard Northern Region Incorporated" ("**CNR**").

2. REGISTERED OFFICE

The registered office of CNR shall be at such place or places as determined by the Board.

3. OBJECTS

The Objects of CNR are to:

- (a) save life at sea and aid vessels in distress;
- (b) provide lecture courses for members and the public in safety at sea, in the correct use of vessels and life saving equipment and first aid;
- (c) assist local and national authorities in their activities for safety at sea;
- (d) maintain patrols for the protection of those at sea;
- (e) provide and encourage regional services to assist in patrol work;
- (f) promote the concept of mutual security amongst those at sea by the provision of Marine Communications Services;
- (g) administer, promote and develop Coastguard operations both within the Region, the boundaries of which may be specified by Royal New Zealand Coastguard Incorporated ("**RNZC**") from time to time, and on a national basis within New Zealand as part of RNZC;
- (h) establish, maintain and support Unit Member organisations to save life on the water and aid vessels that require assistance;
- (i) promote the health and safety of all participants in Coastguard activities;
- (j) encourage participation and achievement in Coastguard operations in the Region and within New Zealand;
- (k) maintain and enhance the reputation of CNR, its Members and Coastguard operations in the Region and within New Zealand through development and promotion of standards and practices which fulfil these Objects;
- (l) provide or facilitate the recognition for Members where appropriate, by way of such things as awards or public recognition for Coastguard services delivered to the community;

- (m) develop and improve facilities and equipment including a regionally co-ordinated communications framework for the advancement of Coastguard operations and public boating safety in the Region and in New Zealand;
- (n) provide such information, assistance and resources to its Members as appropriate;
- (o) develop, train and otherwise support rescue vessel crew, skippers, radio operators, SAR Controllers, Air Patrol crew and other personnel involved in Coastguard operations in the Region and in New Zealand;
- (p) liaise and co-operate with other emergency service organisations, port authorities and harbour masters (if applicable) to develop, encourage and promote good working relationships, boating safety and environmental messages and programs;
- (q) ensure the maintenance and enhancement of CNR, its standards, quality and reputation in the Region and in New Zealand for the collective and mutual benefit of its Members;
- (r) operate with, and promote, mutual trust and confidence between RNZC, CNR, and its Members in pursuit of these Objects; and
- (s) all the above Objects are to be carried out exclusively within New Zealand.

4. POWERS

CNR has the power to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of CNR and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, sponsorship, donations, government funding or otherwise;
- (f) determine regulations, policies and procedures for the governance, management and operations of CNR;
- (g) assist RNZC to deliver public education programs in boating law and safety and to deliver regional education programs according to need.
- (h) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions and the suspension of membership;

- (i) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with CNR;
- (j) engage, determine, and terminate the services of personnel and organisations to advise CNR;
- (k) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of CNR;
- (l) be a member of, and contribute to the administration and promotion of, RNZC;
- (m) be a member of, affiliate, or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of CNR;
- (n) determine who are its Members;
- (o) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (p) develop regional and other programs for instruction, awards and Operations practices which are consistent and supportive of the standards set by RNZC;
- (q) award, grant, or otherwise honour achievement and service to CNR and its Units;
- (r) undertake research of and about Coastguard operations and related matters to fulfil the Objects of CNR;
- (s) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of CNR and for that purpose, to utilise any of the assets of, or held on behalf of CNR;
- (t) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that CNR may consider desirable for the promotion of its Objects;
- (u) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (v) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of CNR, or where such purpose or acquisition will further the Objects of CNR; and
- (w) do any other legal acts or things that further the Objects of CNR.

PART II – MEMBERSHIP

5. MEMBERS

The membership of CNR, (collectively called “**Members**”) shall be:

- (a) **Units** as described in **Rule 6**
- (b) **Unit Volunteers** as described in **Rule 7**
- (c) **Regional Volunteers** as described in **Rule 8**
- (d) **Supporter Members** as described in **Rule 9**
- (e) **Youth Members** as described in **Rule 10**
- (f) **Honorary Life Membership** as described in **Rule 11**
- (g) **Lifetime Subscription** as described in **Rule 12**
- (h) **Corporate Membership** as described in **Rule 13**
- (i) **Associate Membership** as described in **Rule 14**
- (j) **Honorary Members** as described in **Rule 15**

6. UNITS

6.1 The Units of CNR shall be those units recognised by CNR from time to time and will include those units listed in the Schedule attached to this Constitution.

6.2 Any unit that wishes to become a Unit Member of CNR shall apply in writing to the Board. The application must be made in accordance with the Regulations and is subject to the following:

- (a) the support and approval of the Operations Committee responsible for the area in which the Unit will operate;
- (b) the support and approval of the Board;
- (c) the approval and affiliation of the unit by RNZC.

6.3 All Unit members of CNR shall be registered as a charity with the Charities Services constituted under the Charities Act 2005 unless otherwise approved by CNR.

6.4 Each Unit in the Region shall:

- (a) administer, promote and develop Coastguard in the Region in accordance with the objects of CNR;
- (b) be named as approved by the Board, after consultation with the Unit and the relevant Operations Committee;
- (c) maintain a constitution which is not in conflict with the CNR Constitution;
- (d) apply its property and promote activities in pursuit of the fulfilment of the objects of CNR within that Unit’s area of operation;

- (e) do all that is reasonably necessary to enable the Objects of CNR to be achieved;
- (f) act in good faith and with loyalty to CNR to ensure the maintenance and enhancement of CNR and Coastguard generally;
- (g) be bound by the Constitution, Regulations, policies and determinations of CNR and ensure that its members are so bound;
- (h) operate with, and promote mutual trust and confidence between CNR and the Members; and
- (i) if it wishes to merge or otherwise amalgamate with any other Unit, notify CNR of its intention to do so and consult with the relevant Operations Committee and the Board prior to such merger or amalgamation. Both the Board and the relevant Operations Committee must approve of any such merger or amalgamation before it occurs and any such merger or amalgamation without such approval shall have effect as if it was a Notice by the Units involved to terminate their membership pursuant to **Rule 19**.

6.5 Each Unit shall provide to CNR a copy of its constitution and all amendments to its constitution. The Board may require a Unit to amend its constitution if it, or any rule within it, is in conflict with this Constitution, or the Regulations. A unit shall not amend its Constitution without first obtaining the written consent of the Board, which consent shall not be unreasonably withheld. If such consent is not given, the Board shall provide reasons for its decision.

7. UNIT VOLUNTEERS

7.1 Individuals who are members of Units and who:

- (a) provide a voluntary service to any Unit; or
- (b) are Officers, or Appointed Personnel of any Unit,

shall become members of CNR automatically upon their becoming members of the Unit.

7.2 Subject to **Rule 18**, each Unit shall maintain a register of its Unit Volunteers in the format determined by the Board. Each Unit shall provide its register of Unit Volunteers, and details contained within it, to CNR as requested from time to time. Each register shall be kept in such manner as complies with the provisions of the Incorporated Societies Act 1908 and the Privacy Act 1993.

8. REGIONAL VOLUNTEERS

8.1 Individuals who are not Unit Volunteers who wish to provide a voluntary service to CNR may apply to the Board on the prescribed form for membership as Regional Volunteers.

8.2 The Board shall determine the application within one (1) month of receipt and shall advise the applicant of its decision.

8.3 If such application is successful the membership shall become effective on the payment of the Membership Fee (if any) or on advice to the applicant if there is no

fee.

- 8.4 Any individual who accepts a role within CNR (other than as a paid employee) shall automatically upon that appointment become a Regional Volunteer and shall forthwith complete the prescribed membership form.

9. SUPPORTER MEMBERS

- 9.1 Individuals, who prove to the satisfaction of the Board that they are suitable for membership, may become members of CNR upon application to, and the acceptance by, the Board, such application to be in such form as the Board may require.
- 9.2 Supporter membership will cover a single family unit, i.e. the member, their partner and any family dependants under 18 years of age providing each individual complies with the requirement of the Board as provided in **Rule 9.1**.
- 9.3 The following provisions shall apply to supporter membership:
- (a) Only one Membership Fee shall be payable by Supporter Members;
 - (b) All individuals included in the membership as provided by **Rule 9.2** shall be entitled to attend all General Meetings of CNR but if more than one such individual is present one only shall vote for the family. If there is any dispute between family members as to who shall vote, no individual shall vote for that membership;
 - (c) Any of the family members may be dealt with under the provision of **Rule 19.4**;
 - (d) It shall be sufficient notice to Supporter Members if the communications are addressed to Mr or Ms followed by the initials and surname on the application form; and
 - (e) Subject to (c) above, only one family member shall count for any purpose under this Constitution.

10. YOUTH MEMBERSHIP

- 10.1 Any individual under the age of 18 may apply for a membership as a Youth Member and may become a member of CNR upon application to, and the acceptance by, the Board, such application to be in such form as the Board may require.
- 10.2 The following provisions shall apply to Youth Members:
- (a) An annual Membership Fee shall be payable as a percentage of the Supporter Member's Membership Fee as set by the Board;
 - (b) Youth Members shall be entitled to attend all General Meetings; however this membership has no entitlement to vote or hold office;
 - (c) Youth Members may be dealt with under the provisions of **Rule 19.4**.

11. HONORARY LIFE MEMBERSHIP

11.1 Honorary Life Membership may be bestowed on individuals who have made a substantial contribution to CNR and/or its predecessors.

11.2 The following provisions shall apply:

- (a) Appointment of these members shall be by resolution at a General Meeting, such motion shall only be moved by the Board;
- (b) This membership shall confer all the rights and obligations of a Supporter Member;
- (c) No financial contribution is required for this membership; and
- (d) This membership remains current for the term of the person's natural life.

12. LIFETIME SUBSCRIPTION

12.1 An individual person who is a Supporter Member or who meets the criteria for Supporter membership may apply to take up a Lifetime Subscription of CNR.

12.2 The following provisions shall apply:

- (a) A once only Membership Fee shall be payable as set by the Board as a multiple of the Membership Fee for Supporter Members;
- (b) This membership shall confer all the rights and obligations of a Supporter Member;
- (c) The term of the membership shall be for the natural life of the primary joining member; and
- (d) No Membership Fee refund shall be applicable other than in circumstances as approved by the Board.

13. CORPORATE MEMBERS

13.1 A Company or other commercial organisation may apply to the Board for Corporate Membership.

13.2 The following provisions shall apply:

- (a) Membership Fees shall be on an annual basis set as a multiple of the Supporter Membership's Membership Fee by the Board as a minimum fee;
- (b) Rights and obligations of Supporter Membership shall apply to the Corporate Member and to any individuals acting on behalf of the Corporate Member;
- (c) Only one (1) nominated member of the corporate body may act as the Member; and
- (d) Special privileges shall apply as decided by the Board from time to time.

14. ASSOCIATE MEMBERS

- 14.1 Any statutory body, company or organisation with a marine interest (for example but not limited to, boat clubs, voluntary or professional service organisations) may apply to the Board for Associate Membership. Organisations whose role is similar to that of a Unit Member as determined by the Board shall not be eligible for Associate Membership.
- 14.2 The following provisions shall apply to Associate Memberships:
- (a) Membership shall be on an annual basis with the Membership Fee payable being the same as that set for Supporter Membership;
 - (b) Rights and obligations of Supporter Membership shall apply to the holder of an Associate Membership and to any individuals acting on behalf of a holder of an Associate Membership;
 - (c) The Associate Membership shall be entitled to attend General Meetings of CNR however the Associate Membership shall nominate in writing one person as their representative for the purposes of acting on behalf of their organisation in relation to issues relating to CNR; and
 - (d) Special requirements may be imposed on Associate Memberships by the Board for specific purposes.

15. HONORARY MEMBERS

- 15.1 The Board may grant Honorary Membership to any individual or organisation at the Board's discretion.
- 15.2 During the term of the Honorary Membership the Honorary Member shall have the rights and obligations of a Supporter Member without payment of any Membership fee.

16. MEMBERSHIP FEES

- 16.1 The annual Membership Fees shall be such sum as Members may on recommendation of the Board fix in any General Meeting from time to time. The Chief Executive Officer shall each year notify each Member in writing of the date on which the Membership Fees fall due, but non-receipt of the notice by any Member shall not absolve the Member from liability to pay the Membership Fees.
- 16.2 The Board shall determine:
- (a) the percentages and multipliers applicable to Youth Members, Lifetime Members and Corporate Members;
 - (b) the Membership Fees, if any, payable by Regional Volunteers;
 - (c) the due date for such Membership Fee(s);
 - (d) the manner of payment for such Membership Fee(s).
- 16.3 The Board is empowered to arrange with any Member to waive payment of the whole, or any part of an annual Membership Fees in case of hardship or in recognition of special services rendered or prior membership of a Unit.

- 16.4 There shall be no Membership Fee payable to CNR by the Units or Unit Volunteers.

17. MEMBERS RIGHTS AND OBLIGATIONS

- 17.1 Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and CNR and that they are bound by this Constitution, and the Regulations of CNR;
- (b) They shall comply with and observe this Constitution, the Regulations and any determination, resolution or policy which may be made or passed by the Board of CNR;
- (c) Unit Volunteers and Regional Volunteers are subject to the jurisdiction of RNZC and CNR when acting in any capacity connected with Coastguard; and
- (d) This Constitution and the Regulations of CNR are made in the pursuit of a common object, namely the mutual and collective benefit of CNR, RNZC, the Units, their respective members and Coastguard generally.

- 17.2 Units agree that the only new members of Units will be Unit Volunteers and that they will not admit any new members to their Units that are Supporter Members. Units shall promote and encourage supporter membership of CNR.

18. REGISTER OF MEMBERS

- 18.1 The Chief Executive Officer of CNR shall keep and maintain a Register so as to comply with the Incorporated Societies Act 1908, in which shall be entered the full name, address, class of membership, (and if a category of Individual Membership exists), their occupation, the date of entry of each Member, and any other information that CNR determines is appropriate.
- 18.2 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request and in compliance with the Privacy Act 1993.

19. TERMINATION OF MEMBERSHIP

- 19.1 The membership of any person or organisation required to pay a Membership Fee shall automatically lapse if the Membership Fee remains unpaid for a period of three months or longer after the date on which the Membership Fee was due as detailed on the Membership Fee notice posted to the last known address of the Member.
- 19.2 The membership of a Unit will automatically terminate if it ceases to be registered as a Charity with the Charities Services under the Charities Act 2005 and fails to be reregistered within 10 working days (or such longer period as CNR may specify) of being advised by CNR that it has ceased to be registered under the Charities Act unless otherwise approved by CNR. No Unit shall be entitled to receive any benefit from CNR or RNZC when it is not registered as a Charity with the Charities Services under the Charities Act 2005 unless otherwise approved by CNR.
- 19.3 Members, other than Units, and Unit Volunteers may resign from CNR by giving notice in writing to the Chief Executive Officer.
- 19.4 Unit Volunteers shall be deemed to have resigned from CNR upon their resignation

or cessation of membership of their Unit.

- 19.5 Membership of CNR may be terminated in accordance with **Part VIII** of this Constitution.
- 19.6 If a Unit has its membership of RNZC terminated under the RNZC Constitution then its membership of CNR shall automatically be terminated.
- 19.7 No Unit may resign their membership of CNR without the written approval of the Board, which shall not be unreasonably withheld and shall be on such additional terms (if any) as may be set out in that written approval.
- 19.8 A Member that ceases to be a Member of CNR shall forfeit all:
- (a) rights in and claims upon CNR and RNZC and their property, and shall not use any property of CNR, or RNZC, including Intellectual Property; and
 - (b) Where a Unit ceases to be a Member it shall also forfeit all rights to be present or represented at General Meetings

PART III – OPERATIONS COMMITTEES

20. CONSTITUTION OF OPERATIONS COMMITTEES

- 20.1 There shall be three permanent Committees called the **Operations Committees** whose special duties shall be to prepare for, conduct and co-ordinate the operational activities of the Units in their area.
- 20.2 The three Operations Committees shall be:
- (a) the Northland Operations Committee;
 - (b) the Hauraki Gulf Operations Committee;
 - (c) the Tasman Operations Committee.
- 20.3 Each unit must be a member of the Operations Committee responsible for their area of operation and can be represented only on that Operations Committee.
- 20.4 Each Operations Committee shall establish Regulations to further define rules necessary for the efficient working of the Operations Committee. Such Regulations shall take effect when approved by the Board such approval not to be unreasonably withheld. Such Regulations must at all times be consistent with this Constitution and in particular **Part III – Rules 20 to 22**.

21. APPOINTMENT TO OPERATIONS COMMITTEES

- 21.1 Every Unit shall appoint at least one (1) representative to the Operations Committee to which it is a member. The number of representatives may be increased in accordance with the Regulations pertaining to an Operations Committee however such increase must be uniform across all Units. Representatives are appointed or elected according to the relevant Rules and Regulations of each Unit. Each unit is entitled to one (1) vote.
- 21.2 There shall be a Chairperson of each Operations Committee elected or appointed according to the Regulations pertaining to that Operations Committee. The Chairperson shall have no deliberative vote at the Operations Committee unless s/he is a voting member of a Unit or standing committee. The Chairperson shall be entitled to a casting vote in the event of a deadlock.
- 21.3 The Quorum for a meeting of an Operations Committee shall be the presence at that meeting of representatives of a majority of the Units of that Operations Committee.
- 21.4 The Hauraki Gulf Operational Committee is subject to the following two special conditions:
- (a) While Auckland Coastguard Inc operates six (6) or more privately-owned bona fide rescue vessels then it shall be entitled to one (1) additional representative and one (1) additional vote at the Hauraki Gulf Operations Committee.
 - (b) The **Auckland Air Patrol**, **CNR Communications** and **CNR Controllers** standing committees are each entitled to the same representation and vote on the Hauraki Gulf Operations Committee as a Unit.

22. POWERS AND RESPONSIBILITIES OF THE OPERATIONS COMMITTEES

- 22.1 The Operations Committees are the management groups responsible for the co-ordination and management of Search and Rescue activities within their defined area of Operations within the Region, with particular emphasis on the co-ordination of activities between Units in each Operations Committee.
- 22.2 The role, powers and responsibilities of these committees shall include
- (a) to develop strategic plans, develop and define SAR plans, responses and actions;
 - (b) to develop and promote Operations policy and protocols;
 - (c) to maintain efficient and effective rostering of resources;
 - (d) to determine and define Operations standards and qualifications, review and develop Standard Operations Procedures (**SOPs**);
 - (e) to ensure compliance with policy and SOPs;
 - (f) to promote the review of incidents to enable enhancements to SOPs;
 - (g) to define and determine new and replacement resource requirements, and consolidate and prioritise capital expenditure projects;
 - (h) to consider unit membership applications;
 - (i) to promote, establish, maintain and develop relationships with other emergency service providers;
 - (j) to consolidate annual operating budgets and manage Operations budgets;
 - (k) to progress training opportunities and determine qualifications for progression and the levels, frequency and type of training;
 - (l) to appoint / elect a Board member to CNR.
- 22.3 The role, powers and responsibilities of these committees and the means by which the committees shall perform their duties are further defined in the Operations Committee Regulations.
- 22.4 Each Operations Committee shall meet as set out in the Operations Committee Regulations and report to the Board. Each Operations Committee shall make recommendations to the Board on matters of operational policy and finance. Should the Board not approve a recommendation of an Operations Committee then it shall provide reasons for its decision.

PART IV – STANDING COMMITTEES**23. CONSTITUTION OF STANDING COMMITTEES**

- 23.1 There shall be three permanent standing committees of CNR to manage the regional activities undertaken by CNR.
- 23.2 The three Standing Committees shall be
- (a) the CNR Communications Committee;
 - (b) the CNR Controllers Committee;
 - (c) the Auckland Air Patrol Committee.
- 23.3 The structure of these committees, the election of officers, and the powers and responsibilities shall be determined in the CNR Regulations.
- 23.4 At all times these committees shall be under the control of the CNR Board. The Board shall appoint one or more Board Members to act as a liaison between these committees and the Board.
- 23.5 Each of these committees shall be entitled to representation and a vote at the Hauraki Gulf Operations Committee as set out in **Rule 21.4(b)**.

PART V – OFFICERS AND THE BOARD

24. OFFICERS

24.1 The Officers of CNR shall be the Board Members appointed under **Rule 26**.

25. ROLE OF THE BOARD

25.1 The primary duties of Board Members are to further the objects of CNR and in so doing, the Board Members shall:

- (a) Attend meetings of CNR;
- (b) Formulate policies and strategies;
- (c) Provide good governance to CNR;
- (d) Monitor and review the performance of CNR;
- (e) Employ or appoint a Chief Executive Officer and review his or her performance;
- (f) Receive such reports from the Chief Executive Officer as required by the Board;
- (g) Assist the Chief Executive Officer with the public profile, promotion and fundraising of CNR;
- (h) Represent CNR at official functions;
- (i) Serve on such sub-committees as are appropriate for CNR;
- (j) Do such other things as required by the Board; and
- (k) Be a positive and enthusiastic contributor to CNR.

26. MEMBERSHIP OF THE BOARD

26.1 There shall be a Board of CNR consisting of:

- (a) a President;
- (b) a Vice President;
- (c) an Immediate Past President; and
- (d) four (4) Board Members,

all of whom shall be Voting Members of CNR, and who shall, save the Immediate Past President, be elected to office by the members of CNR at the Annual General Meeting, and

- (e) three (3) Board members being one (1) from each of the three Operations Committees who shall be elected or appointed each year in accordance with the Operations Committee Regulations.

- 26.2 Candidates for office, save that of Immediate Past President and Operations Committee appointees, shall be nominated and seconded in writing by Voting Members of CNR, and such nomination shall be in the hands of the Chief Executive Officer not less than seven days prior to the date of the meeting at which the election is to take place. The nomination shall be counter-signed in acceptance by the candidate. In the event of insufficient nominations being received in accordance with the foregoing provisions, nominations may be accepted at the meeting at which the election takes place.
- 26.3 The President and Vice-President shall retire annually at the Annual General Meeting, but shall be eligible for re-election in the ensuing year. A President who is not re-elected shall automatically become the Immediate Past President. An Immediate Past President shall hold office until replaced by the next retiring President.
- 26.4 No President shall serve in that office for more than three consecutive years.
- 26.5 The four Board Members referred to in **Rule 26.1(d)** are each elected or re-elected at an Annual General Meeting for a term of two years (subject to **Rules 26.6 and 26.7**) and upon retirement may stand for re-election providing they are nominated in accordance with **Rule 26.2**
- 26.6 Irrespective of the two-year term of Board Members elected under **Rule 26.5**, at every Annual General Meeting there must be an election for at least two Board Members. If necessary to achieve this, one or more of the Board Member(s) elected at the last Annual General Meeting shall retire and they shall draw lots as to who retires unless they agree otherwise amongst themselves.
- 26.7 Irrespective of the two-year term an elected Board Member may be nominated for President or Vice-President as well as Board Member, but can only be elected to one of these positions.
- 26.8 In the event that two or more nominees receive the same number of votes and are tied for one of the available positions any nominees that receive more than the tied vote shall be declared elected and there shall be a further vote as between the tied nominees for the remaining position or positions.
- 26.9 A casual vacancy on the Board (other than the office of Immediate Past President and the members elected by the Operations Committees), or any vacancy not filled at the Annual General Meeting, may be filled by the Board.
- 26.10 Should a casual vacancy occur in the office of Immediate Past President this office shall remain vacant until a retiring President automatically fills the position.
- 26.11 The person appointed to fill a casual vacancy in the office of President shall retire at the next Annual General Meeting but shall be eligible for re-election.
- 26.12 A casual vacancy in relation to board members appointed by the Operations Committees shall be filled by the Operations Committee in question.
- 26.13 Board members are permitted to hold office and act as an Officer of a Unit, or RNZC during their tenure as a Board member of CNR subject to the Regulations of CNR pertaining to "Conflicts of Interest".
- 26.14 No employee of CNR, RNZC, any other Coastguard regional body or any Coastguard unit shall be entitled to be a Board Member.

- 26.15 The Chief Executive Officer is an ex-officio member of the Board, with speaking but no voting rights.

27. CHIEF EXECUTIVE OFFICER

- 27.1 A Chief Executive Officer shall be employed or appointed by the Board on terms and conditions which the Board considers appropriate.
- 27.2 Unless the Board determines otherwise in relation to a particular issue or meeting the Chief Executive Officer shall be entitled to attend and speak at all Board Meetings but shall have no voting rights.

28. POWERS OF THE BOARD

- 28.1 The Board shall have the power to:
- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of Coastguard activities in the Region;
 - (b) develop and implement prudent policies to protect and enhance the finances and property of CNR;
 - (c) employ the Chief Executive Officer, determine the terms and conditions of his / her employment, and, if necessary, terminate such employment;
 - (d) designate portfolios or areas of responsibility for Board Members if and when appropriate. These responsibilities are to be specified in CNR Regulations;
 - (e) establish such corporate and other entities to carry on and conduct all or any part of the affairs of CNR;
 - (f) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
 - (g) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
 - (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
 - (i) appoint such persons as it considers appropriate to Board committees within CNR and determine the terms and conditions of such appointment, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
 - (j) subject to this Constitution, fill vacancies on the Board, any commissions, committees and other groups which are established by it;
 - (k) develop and implement strategies and procedures for the operation of the Judicial Panel and the Judiciary Committee;
 - (l) discipline Members according to this Constitution;

- (m) develop regional programs for Coastguard activities;
- (n) resolve and determine any disputes or matters not provided for in this Constitution;
- (o) do all other acts and things which are within the Powers and Objects of CNR and which the Board considers are appropriate; and
- (p) remove a Board Member if so determined by the Board in accordance with **Rule 32**;

29. MEETINGS OF THE BOARD

- 29.1 The Board shall meet at such places and times, and in such manner, as it shall determine.
- 29.2 The President shall chair Board meetings, or in his/her absence the Vice President, or in the absence of both the President and the Vice President, the meeting shall be chaired by another Board Member as determined by the Board.
- 29.3 All Board Members shall have the right to attend, speak and vote at all Board meetings. The chairperson of the meeting shall have a casting vote in addition to a deliberative vote.
- 29.4 A resolution in writing, signed or assented to by PDF or any other form of visible electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form each signed or assented to by one or more Board Members.
- 29.5 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed by the Board;
 - (c) if a failure in communications prevents **Rule 29.5(a)** from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- 29.6 The quorum for Board Meetings shall be at least six (6) Board Members including at least one (1) Board Member appointed by an Operations Committee.
- 29.7 Should a Board Member from an Operations Committee be unable to attend a Board meeting, then the Operations Committee concerned can appoint another person to take his/her place. Notifications of such change must be forwarded to the Chief Executive Officer as soon as it is known.

30. REMOVAL OF BOARD MEMBER BY MEMBERS

- 30.1 Subject to **Rules 30.2** and **30.3**, the Members in a Special General Meeting called for this purpose may, by resolution passed by a simple majority, remove any Board Member (except a Board Member appointed by an Operations Committee) before the expiration of their term of office.
- 30.2 Upon the Chief Executive Officer receiving a request for a Special General Meeting for the purposes of removing a Board Member under **Rule 30.1**, s/he shall send the notice in **Rule 41.2** to the Board Member concerned, in addition to the Board, and Members, as required under **Rule 41.2**.
- 30.3 Following notification under **Rule 30.2**, and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board and Units about the proposed resolution.

31. REMOVAL OR RESIGNATION OF ALL BOARD MEMBERS

- 31.1 In the event of the removal, or the resignation of all Board Members, the Chief Executive Officer shall call a Special General Meeting to establish a replacement Board according to **Rule 26**. Such a Board shall stay in office until the conclusion of the next Annual General Meeting following its establishment but in the event of any vacancy **Rules 26.9 to 26.12** (inclusive) shall apply.

32. REMOVAL OF BOARD MEMBER BY THE BOARD

- 32.1 If the Board determines by not less than a two-thirds majority of Board Members that a Board Member, other than a Board Member appointed by an Operations Committee, has failed to, or is unable to make a worthwhile contribution to the Board as determined by the Board under the expectations of Board Members as set out in **Rule 25**, then such Board Member shall upon the passing of such resolution by the Board be removed from his or her Board position.

PART VI – GENERAL MEETINGS

33. ROLE OF THE GENERAL MEETING

33.1 The General Meeting is the forum that represents the Members of CNR.

34. COMPOSITION OF THE GENERAL MEETING

34.1 The General Meeting shall be a meeting of the Members as determined by this Constitution.

35. GENERAL MEETINGS

35.1 The Members shall meet by way of a General Meeting at least once annually which shall be held not later than four months after the end of the Financial Year.

35.2 The members may also meet at any other time in a Special General Meeting called under this Constitution.

35.3 All references to a General Meeting in this Constitution mean an Annual General Meeting or a Special General Meeting.

36. CHAIRPERSON

36.1 The chairperson of a General Meeting shall be CNR President or in his/her absence the Vice President. In the absence of both, then the chairperson shall be as determined by the General Meeting.

37. POWERS OF THE GENERAL MEETING

37.1 The Members in a General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of CNR, the Members and Coastguard generally.

37.2 The Members in a General Meeting shall have power to:

- (a) provide views and give input into the major strategic directions of CNR;
- (b) alter this Constitution in accordance with **Rule 52**;
- (c) review the performance of CNR;
- (d) be the final arbiter on matters referred to it under this Constitution;
- (e) remove Board Members;
- (f) consider and vote on items notified on the meeting agenda; and
- (g) vote on whether a General Meeting should proceed despite any irregularity, error or omission as specified under **Rule 44**.

38. NOTICE OF ANNUAL GENERAL MEETING

- 38.1 Not less than forty five (45) days' written notice shall be given by the Chief Executive Officer to the Board and all Members of
- (a) the date and place for the Annual General Meeting, and
 - (b) the closing date for notices of appointment and items of business to be submitted by Members.
- 38.2 Notice shall be given to the last email address provided by the Member or if no email address has been given by post to the last known postal address.
- 38.3 The Notice may advise Members of how to access additional information not included with the notice which may include a direction to CNR's website.

39. AGENDA AND BUSINESS TO BE DISCUSSED

- 39.1 Not less than thirty (30) days before the date set for the Annual General Meeting, agenda items (including any proposed alterations to this Constitution under **Rule 52.3**) must be received in writing by the Chief Executive Officer. Items of business received after this date shall be dealt with at the discretion of the chairperson of the Meeting.
- 39.2 An agenda containing the business to be discussed at an Annual General Meeting and the Annual Report (see **Rule 46**) be available for members on CNR's website no later than twenty (20) days before the date of the meeting.
- 39.3 The business discussed at the Annual General Meeting must include:
- (a) Minutes of the previous Annual General Meeting and any Special General Meetings held since the last Annual General Meeting;
 - (b) The Annual Report of CNR including financial statements;
 - (c) election of President, Vice-President and Board Members;
 - (d) announcement of Board members appointed by the Operations Committees;
 - (e) ratification of Board nominees for, and chairperson of the Judicial Panel;
 - (f) ratification of Board recommendations as to membership fees (if any);
 - (g) items of business and motions of which notice has been given under **Rule 39.1**;
 - (h) appointment of Auditor.
- 39.4 Where notice or information required to be given to Members in relation to a General Meeting is provided to Members by Email or website (including the Agenda) the Chief Executive Officer shall, on request by a Member post hard copies to the Member at an address specified by the Member with the request.
- 39.5 Copies of the Agenda, Annual Report and supporting documents shall also be available for members at the Annual General Meeting.

40. VOTING AT GENERAL MEETINGS

- 40.1 All Members having the right to vote at a General Meeting shall be entitled to one vote (hereafter referred to as “**Voting Members**”).
- 40.2 In order to vote a Voting Member must attend in person or appoint another Voting Member as his or her proxy by notice in writing to the Chief Executive Officer no later than 30 minutes before the scheduled start time of the meeting. No one Voting Member may hold proxies for more than two other Voting Members.
- 40.3 Except as otherwise required in this Constitution, a resolution shall be deemed passed if it achieves a majority of votes of those Voting Members present in person or by proxy.
- 40.4 Voting may be by a show of hands, or by secret ballot if requested by three (3) Voting Members.

41. SPECIAL GENERAL MEETINGS

- 41.1 Special General Meetings may be called at any time by the Board, or by written notice to the Chief Executive Officer by not less than fifty (50) Voting Members or by five (5) Units by resolution of their committees.
- 41.2 Subject to **Rule 30.1** (Removal of Board Member) upon receipt of a request for a Special General Meeting under **Rule 41.1** not less than twenty-one (21) days’ written notice must be given to the Board and Members by the Chief Executive Officer of:
- (a) the date and place for the Special General Meeting, and
 - (b) the item(s) of business to be discussed.
- 41.3 In all other respects the provisions relating to an Annual General Meeting, including the giving of notice and provision of information shall apply to a Special General Meeting.

42. QUORUM

- 42.1 Twenty-five (25) Voting Members must be present at a General Meeting to constitute a quorum.

43. POSTAL DECISION(S)

- 43.1 Where the Board considers it appropriate to do so, it may instead of calling a General Meeting, conduct a postal vote to determine any issue. In such a case there is no physical meeting of Members. For the purpose of this Rule “postal vote” includes a vote by facsimile, electronic mail, or other form of visible electronic communication as specified in the Notice calling the postal vote and as set out in the procedure for postal voting in the Regulations.

44. IRREGULARITY, ERROR OR OMISSION

- 44.1 Any irregularity, error or omission in Notices, Agendas and relevant papers for General Meetings, or the omission to give notice within the required timeframe, or

the omission to give notice to Members to whom notice is required to be given and any other error in the organisation of a General Meeting shall not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting provided that:

- (a) the irregularity, error or omission is minor and does not produce any material unfairness to a significant number of Members; and
- (b) the chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
- (c) a motion to proceed is put to the meeting and a majority of votes cast is obtained in favour of the motion to proceed.

PART VII – FINANCIAL MATTERS

45. FINANCIAL YEAR

- 45.1 The financial year of CNR shall commence on the 1st of July and end on the 30th day of June in the next year, and may be altered from time to time by the Board.

46. ANNUAL REPORT

- 46.1 The Board shall prepare an annual report for presentation to the Annual General Meeting that contains:
- (a) the audited annual financial statements as required under the Act, and
 - (b) an annual report of the year's activities, (collectively known as the "**Annual Report**")
- 46.2 The annual financial statement in **Rule 46.1** shall be audited by an auditor who shall be a practising chartered accountant. The Auditor shall be appointed at each Annual General Meeting.

47. APPLICATION OF INCOME

- 47.1 The income and property of CNR shall be applied solely towards the promotion of the Objects.
- 47.2 Except as provided in this Constitution:
- (a) no portion of the income or property of CNR shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member (other than a Unit), Board Member or Officer (provided that nothing in this clause will prevent CNR from distributing or paying any money directly or indirectly to RNZC or to any Member or Unit where that money will be used in connection with the operation of Coastguard in New Zealand); and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by CNR to any Member (other than a Unit), Board Member or Officer.
- 47.3 Nothing in **Rule 47.2** shall prevent payment in good faith of, or to any, Member, Board Member or Officer for:
- (a) any services actually rendered to CNR whether as an employee or otherwise;
 - (b) goods supplied to CNR in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member, Board Member or Officer;
 - (d) rent for premises let by any Member, Board Member or Officer to CNR;
 - (e) any out-of-pocket expenses incurred by a Member, Board Member, or Officer on behalf of CNR for any other reason and authorised by Board policy;

provided that any such payment shall not exceed the amount ordinarily payable

between ordinary commercial parties dealing at arm's length in a similar transaction.

- 47.4 No income or property of CNR can be provided to any person under this **Rule 52** if the effect of that would be to confer on that person a pecuniary benefit of a type that would mean CNR losing its exemption from income tax and other levies under section CB4(1)(c) and/or section CB4(1)(e) of the Income Tax 1994 or any similar enactment.

48. COMMON SEAL

- 48.1 CNR shall have a common seal.
- 48.2 The Common Seal shall be kept in the custody of the Chief Executive Officer or such other person as appointed by the Board.
- 48.3 The Common Seal shall only be used as directed by the Board and if affixed to documents, this shall only occur in the presence of and accompanied by the signature of the President and the Chief Executive Officer or in the event that one of those persons is unavailable, then by the remaining person and another Board Member.

PART VIII – COMPLAINTS, DISCIPLINARY MATTERS, APPEALS, JUDICIAL MATTERS

49. INVESTIGATION OF COMPLAINTS AND DISCIPLINE OF MEMBERS

49.1 If the Board receives notice of any allegation that any Member ("the **Defendant**") has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, any other policy, resolution or determination of the General Meeting, Board or any committee; and/or
- (b) acted in a manner unbecoming of Coastguard and/or CNR or acted in a manner prejudicial to the Objects and interests of RNZC, CNR and/or Coastguard generally; and/or
- (c) brought RNZC, CNR or Coastguard generally into disrepute;

the Board shall determine if the complaint has been or should be dealt with by the Unit, CNR or by RNZC.

49.2 If the complaint has been or is being dealt with by a Unit, the Board shall take no further steps except pursuant to **Rule 49.4**.

49.3 If the complaint has not been, but the Board considers that it should be, dealt with by a Unit, the Board shall refer it to that Unit for action in accordance with that Unit's Constitution.

49.4 If a Unit to which a complaint has been referred under **Rule 49.3** fails or refuses to action the complaint the Board may investigate the complaint itself and **Rule 49.6** shall apply.

49.5 If the complaint is one that the Board determines should not be referred to a Unit, it shall investigate the complaint itself and **Rules 49.6 to 49.9** shall apply.

49.6 The Board may conduct an investigation of a complaint itself or may appoint a sub-committee to investigate and report. Any such sub-committee shall consist of at least one Board Member and may also comprise any other individuals that the Board considers appropriate.

49.7 During any investigation the Board or the sub-committee will ensure that the Defendant is fully apprised of and has a reasonable and fair opportunity in accordance with the rules of natural justice to answer the allegations made.

49.8 At the conclusion of its investigation the Board or sub-committee shall:

- (a) If it finds that the complaint has not been proven, dismiss the complaint; or
- (b) If it finds that the complaint has been proven, determine the appropriate penalty, if any, including if appropriate the termination or suspension of the Defendant's Membership of a Unit and/or of CNR;

and shall advise both the complainant and the Defendant of its determination, either with or without reasons.

49.9 If the Board or sub-committee determines that an individual's membership of a Unit and/or CNR is to be terminated or suspended that Unit shall be advised and shall forthwith terminate or suspend (as the case may be) that individual's membership of both entities.

50. APPEALS

- 50.1 If a Defendant, Unit, CNR or RNZC is a party to a complaint and is dissatisfied with a decision made on that complaint dealt with under **Rule 49** by either a Unit or CNR, that party may appeal to the Judiciary Committee.
- 50.2 If a Defendant, Unit or CNR is a party to a complaint and is dissatisfied with a decision made on that complaint dealt with under **Rule 49** by RNZC, that party may appeal in accordance with the Constitution of RNZC.
- 50.3 The Judiciary Committee shall conduct its proceedings as set out in Regulations.
- 50.4 Apart from any rights that exist in general law, there is no right of appeal from the findings of the Judiciary Committee.

51. JUDICIAL PANEL AND JUDICIARY COMMITTEE

- 51.1 The Board shall recommend to each Annual General Meeting the appointment of a Judicial Panel comprising up to six persons and the Board shall recommend one of the six as chairperson. The persons appointed to the Judicial Panel shall be available to sit on Judiciary Committees of three persons as convened by the Chairperson of the Judicial Panel to hear and determine Judicial matters.

PART IX – MISCELLANEOUS

52. ALTERATION TO THE RULES

- 52.1 This Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of Voting Members present or represented by proxy as regulated by **Rule 40.2** at a General Meeting.
- 52.2 Notice of an intention to alter this Constitution must be given to Members no later than twenty (20) days prior to a General Meeting:
- (a) If the Board or a Member intend to move for alterations to this Constitution at an Annual General Meeting notice must be given to the Chief Executive Officer under **Rule 39.1** and notice shall be given to Members in accordance with **Rule 39.2**.
 - (b) If the Board or a Member intend to move for alterations to this Constitution at a Special General Meeting details must be included in the Notice given under **Rule 41.1** and notice shall be given to Members in accordance with **Rule 41.2**.
- 52.3 In addition to **Rule 52.1**, any alteration to **Rules 20, 21, 22 or 26.1(e)** (Operations Committees) requires a two-thirds majority vote of Units represented at a General Meeting.
- 52.4 In addition to **Rule 52.1**, any alteration to **Rules 21.4(b) or 23** (Standing Committees) requires a two-thirds majority vote of Regional Volunteers involved in the activities of the Standing Committees present or represented by proxy at a General Meeting.

53. REGULATIONS

- 53.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Objects of this Constitution and any directives given by General Meetings.
- 53.2 All Regulations shall be binding on CNR and the Members.
- 53.3 All Regulations and any amendments to them, shall be advised to all Members in writing or electronically as approved by the Board.
- 53.4 In addition to the Regulations of CNR the Unit Volunteers and Regional Volunteers of CNR are also bound by the Regulations and Policies of RNZC according to **Rule 17.1(c)** of this Constitution.

54. LIQUIDATION

- 54.1 CNR may voluntarily be put into liquidation if:
- (a) a two-thirds majority vote of those present and entitled to vote at a General Meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not later than thirty (30) working days after the date on which the resolution was passed.

- 54.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of CNR and **Rules 54.3, 54.4 and 54.5** are subject to these provisions.
- 54.3 Any surplus assets of CNR, after payment of all costs, debts, and liabilities, shall subject to any trust affecting the same, be disposed of by distributing, giving or transferring them to some **charitable** body or bodies in New Zealand having objects similar to the Objects of CNR.
- 54.4 The body or bodies in **Rule 54.3** must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on CNR under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption from income tax and other duties and levies.
- 54.5 The body or bodies in **Rules 54.3 and 54.4** shall be determined by the Members in a General Meeting. If the Members are unable to decide, the body or bodies shall be determined by the liquidator but they must comply with **Rule 54.4**.

55. INDEMNITY

- 55.1 CNR shall indemnify its Board Members, former Board Members, Officers, former Officers, Regional Volunteers, Former Regional Volunteers, employees and former employees, against all damages and costs (including legal costs) for which any such Board Member, former Board Member, Officer, former Officer, Regional Volunteer, Former Regional Volunteer, employee or former employee may be, or becomes, liable to any third party as a result of any act or omission, except wilful misconduct:
- (a) in the case of a Board Member, former Board Member, Officer or former Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board, and
 - (b) in the case of an employee, or former employee performed or made in the course of, and within the scope of their employment by CNR.

56. INTERPRETATION AND MATTERS NOT PROVIDED FOR

- 56.1 If a dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board.

57. DATE OF COMMENCEMENT OF THIS CONSTITUTION

- 57.1 This Constitution will take effect thirty (30) days after it is registered by the Companies Office.

58. DEFINITIONS

The words and phrases used in this Constitution shall mean as follows:

“**Act**” means the Incorporated Societies Act 1908 and its amendments.

“Annual General Meeting” means the General Meeting held annually as described in **Rule 35**.

“Annual Report” means the report described under **Rule 46**.

“Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within CNR and which are unpaid.

“Associate Membership” means an Associate Membership as defined in **Rule 14**.

“Board” means the Board as defined in **Rule 26**.

“Board Member” means one (1) individual of the elected Board Members, President, Vice-President, Immediate Past President, or Board Members appointed by the three Operations Committees.

“Chief Executive Officer” means the Chief Executive Officer of CNR for the time being employed or appointed under **Rule 27**.

“Coastguard” means the total organisation comprising RNZC, the Regions and Units, whose objective is to be the primary supplier of the Nationwide, 24 hour, Marine Safety Service and provider of Boating Education to the New Zealand public.

“Corporate Member” means a Corporate Member as defined as defined in **Rule 13**.

“Defendant” means the Member against whom an allegation is made or an appeal is brought.

“General Meeting” means the Annual General Meeting or a Special General Meeting of CNR held under **Rule 35**.

“Honorary Life Membership” means an Honorary Life Membership as defined in **Rule 11**.

“Honorary Membership” means an Honorary Membership as defined in **Rule 15**.

“Intellectual Property” means all rights or goodwill in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks relating to any Coastguard activity or program of or conducted, promoted or administered by CNR and RNZC.

“Judiciary Committee” means a committee of the Board as set out in this Constitution.

“Members” means the members of CNR as described in **Rule 5**.

“Membership Fee” means any fee or fees payable to CNR under **Rule 16**.

“Objects” means the objects of CNR described under **Rule 3**.

“Operations Committee” means an operations committee of CNR as described in **Rule 21.1**.

“Operations Committee Regulations” are a subset of the Regulations governing each Operations Committee.

“Officer” means the individuals appointed under **Rule 24**.

“Region” means a geographical area of operations of CNR, the boundaries of which may be specified by RNZC from time to time and references to the **Regions** will have a corresponding meaning. .

"Regional Appointee" means a person appointed to the RNZC Board under **Rule 4.1(m)**.

"Regional Volunteers" means active volunteer Members of CNR as defined in **Rule 8**.

"Register" means the register of Members specified in **Rule 18** and includes the registers of Members held by each Unit.

"Regulations" means the Regulations as determined by the Board from time to time under this Constitution.

"Rule" means a rule of this Constitution.

"Special General Meeting" means the General Meeting held as described in **Rule 41**.

"Sponsor" means any person or organisation that sponsors (whether by money or otherwise) or otherwise provides funding to CNR, or any of its products and services.

"Supporter Members" means Members of CNR as defined in **Rule 9** and includes any Supporter Member who holds a Lifetime Subscription as defined in **Rule 12**.

"Unit" means any unit recognised by CNR in accordance with **Rule 6**.

"Unit Volunteers" means active volunteer Members of a Unit as defined in **Rule 7**.

"Youth Members" means a Youth Member as defined in **Rule 10**.

**SCHEDULE ONE –
UNITS ELIGIBLE TO BE MEMBERS OF
COASTGUARD NORTHERN REGION INC. CC30031**

Charities Commission Registration	Unit Name	Operations Committee
CC25479	Coastguard Whangaroa Inc.	Northland
CC20525	Bay of Islands Coastguard Inc.	Northland
CC49426	Coastguard Houhora Inc.	Northland
CC24322	Northland Coastguard Air Patrol Inc.	Northland
CC10479	Whangaruru Volunteer Coastguard Inc.	Northland
CC23809	Coastguard Tutukaka Inc.	Northland
CC22006	Whangarei Volunteer Coastguard Inc.	Northland
CC41041	Hokianga Volunteer Coastguard Inc.	Northland

CC21596	Kawau Volunteer Coastguard Inc.	Hauraki Gulf
CC23033	Coastguard North Shore Inc.	Hauraki Gulf
CC24814	Auckland Coastguard Inc.	Hauraki Gulf
CC26370	Howick Volunteer Coastguard Inc.	Hauraki Gulf
CC39299	Waiheke Volunteer Coastguard Inc.	Hauraki Gulf
CC36078	Thames Volunteer Coastguard Inc.	Hauraki Gulf
CC34499	Coastguard Hibiscus Inc.	Hauraki Gulf
CC34194	Coastguard Maraetai Inc.	Hauraki Gulf
CC42295	Great Barrier Island Coastguard Rescue Inc.	Hauraki Gulf

CC34757	Coastguard Kaipara Inc.	Tasman
CC40997	North Kaipara Volunteer Coastguard Air Sea Rescue Inc.	Tasman
CC39200	Titirangi Volunteer Coastguard Inc.	Tasman
CC41535	Papakura Volunteer Coastguard Inc.	Tasman
CC41606	Waiuku Search and Rescue Association Inc.	Tasman
CC25431	Raglan Volunteer Coastguard Inc.	Tasman