

DUNEDIN MARINE SEARCH AND RESCUE INCORPORATED

(DNMSAR)

CONSTITUTION

1. NAME

The name of this association shall be "Dunedin Marine Search and Rescue Incorporated".

2. DEFINITIONS

In these rules words and phrases have the following meanings:

Adviser – A person who has been nominated by DNMSAR and accepted as a Marine Adviser by the New Zealand Police Dunedin District

Controller – A person approved by DNMSAR to manage the affairs of one or more sections of DNMSAR personnel during a marine search and rescue operation.

Financial year means the year commencing on the first day of July and ending on the thirtieth day of June in the following calendar year.

Dunedin Marine SAR and **DNMSAR** mean Dunedin Marine Search and Rescue Incorporated.

Membership Policy means the policy set out in the first schedule to this constitution

Old Rules mean the rules of Dunedin Marine Search and Rescue Incorporated existing prior to the commencement date this Constitution, under its former name of "Dunedin Marine Search and Rescue Advisory Committee Incorporated" and which shall be totally replaced from the 7th day of August 2008.

Rules mean the rules established by this Constitution which shall be the Constitution of Dunedin Marine Search and Rescue Incorporated formerly known as "Dunedin Marine Search and Rescue Advisory Committee Incorporated" from the 7th day of August 2008.

SAR means search and rescue.

Transitional provisions are those set out in clause 22 and the second Schedule and form part of these Rules

Words in the masculine gender shall be deemed to include the feminine and neuter gender and the singular shall be deemed to include the plural and vice versa as the context requires.

3. OBJECTS

The objects of DNMSAR shall be:

- 3.1 To provide an effective and efficient marine search and rescue capability by volunteers.
- 3.2 Without in any way limiting the generality of the above first object DNMSAR shall have the following objects.
 - 3.2.1 To advise the police on marine search and rescue.
 - 3.2.2 To assist people and to save lives on estuaries, rivers, inland waterways, lakes, close to shore and similar environments.
 - 3.2.3 To save, where practicable and at the discretion of the Adviser or request of the Police, property at sea.
 - 3.2.4 To promote an effective Marine SAR organisation at local and district levels, so that properly qualified and experienced advisers are appointed, a pool of properly qualified and experienced management staff is available and assistance is provided to the police to ensure sufficient SAR personnel and resources are available where and when required.
 - 3.2.5 To promote education and training in furtherance of the objects.
 - 3.2.6 To encourage and assist members to attain appropriate maritime and marine search and rescue qualifications.
 - 3.2.7 To provide or to ensure the most appropriate practical equipment is available in furtherance of the objects.
 - 3.2.8 To raise funds for the purposes of fulfilling the objects of DNMSAR.
 - 3.2.9 To carry out such other objects as are needed to implement object 3.1.
- 3.3 In these rules the objects shall be interpreted as widely as possible to give them full effect and so that each object or part of an object shall be construed as a principal object unlimited in its application by reference to any other object or part of an object but so that the charitable status of the society is maintained under the Charities Act 2005.

4. MEMBERSHIP

The members of DNMSAR shall be:

4.1 Full Members

People, who have been nominated, seconded and approved at a management meeting in accordance with the membership policy. They shall have full speaking and voting rights at all general meetings

4.2 Life members:

People who have given outstanding service to DNMSAR and have been nominated, seconded and approved at an Annual General Meeting in accord with the Membership Policy. Life Members shall have all the rights and privileges of a full member with voting rights

4.3 Crew Members:

People, who have been nominated, seconded and approved at a management meeting in accordance with the membership policy whose interests and responsibility towards marine search and rescue encompasses practical aspects of the organisation without the organisational impediments. Members shall have all the rights and privileges of a full member without voting rights.

4.4 Corporate Members:

Entities comprising two or more individuals who support the finances of DNMSAR by way of a donation in accord with the Membership Policy and have been nominated, seconded and approved at a management meeting in accordance with the membership policy.

A Corporate Member does not have voting rights

4.5 Supporter Members

People, who have been nominated, seconded and approved at a management meeting in accordance with the membership policy, who support the aims and work of DNMSAR in accord with the Membership Policy

Supporter Members do not have voting rights.

4.6 Associated Member

An organisation invited to membership in accord with the Membership Policy. Their importance to DnMSAR is reflected within their right to have representation within DnMSAR with the rights of a member

4.7 **Financial Members**

People, who have been nominated, seconded and approved at a management meeting in accordance with the membership policy. Those members supporting the aims and work of DNMSAR in accord with membership policy who have paid the dues set from time to time by DNMSAR as provided in rule 13.

4.8 **Voting Rights**

Where Members are approved to more than one membership category with voting rights, they shall hold one vote only.

5. TERMINATION OF MEMBERSHIP

5.1 Any Member may resign by giving notice in writing to the Secretary, but shall remain liable for all arrears of subscriptions or other moneys owing to DNMSAR until they are paid, and for all property and equipment of or loaned by DNMSAR is returned.

5.2 The Management Committee may expel from or suspend the membership of any organisation or person if it is satisfied that the organisation's or person's activities or actions are contrary to or detrimental to DNMSAR, its promotion, or its objects, or that organisation or person has failed to maintain qualifications set by DNMSAR. Such determination shall not be effective until:

5.2.1 The Committee has given one calendar month's notice of its decision and the grounds thereof to that association or person.

5.2.2 If that association or person objects to the decision of the Committee within one month by notice in writing to the Secretary, then the Committee may constitute a Disputes Committee with power recommend the confirmation or expulsion or suspension of that person or organisation after investigating and hearing the evidence and any explanation by that person or organisation

5.2.3 Such Disputes Committee will consist of three of the following people, one from each category:

- (a) Either the Chairperson or the Deputy Chairperson
- (b) The Secretary.
- (c) An Adviser
- (d) One Member of DNMSAR

5.2.4 The decision of the committee, or the disputes committee, shall be confirmed at a general meeting of the Organisation by a two thirds majority of the full members present.

6. ALTERATION OF RULES

- 6.1 These rules may be altered, added to, rescinded or otherwise amended by resolution passed by a majority of the full members who have been full members for at least twelve months prior to the date of the meeting and who are present at the general meeting called for the purpose.
- 6.2 Twenty one days notice of the meeting shall be given setting out the purpose of the proposed alteration, addition, rescission or other amendment and an explanation of its effect.
- 6.3 The proposed alteration, addition, rescission or other amendment shall be void and of no effect if it affects the charitable status of DNMSAR.

7. GENERAL MEETINGS

- 7.1 DNMSAR shall meet at least five times a year.
- 7.2 General meetings shall be called by the secretary at the direction of the committee or at the written request of any two full members. Seven days notice of the meeting and of the business to be transacted at it shall be given to all members and office bearers and that notice shall be given within seven days of such direction or request
- 7.3 The quorum for general meetings shall be ten members entitled to vote.
- 7.4 Members entitled to vote shall be entitled to one vote each subject to clause 4.9 but all members shall have speaking rights. Questions shall be decided by a majority of votes. The chairman shall have a second or casting vote.
- 7.5 Decision making at all meetings of DNMSAR will be by consensus but failing a consensus decisions will be made by a simple majority vote of the members present. Voting will be by voices, or show of hands.
- 7.6 A secret ballot shall be held at the AGM in the event of there being more than one nomination for a position as office holder whether or not nominations have been previously notified or submitted from the floor. A person shall be deemed elected upon receiving a majority of votes at the Annual General Meeting
- 7.7 In the event of a secret ballot:
 - 7.7.1 Two or more scrutinisers will be appointed by the meeting.
 - 7.7.2 Only Members of the Organisation may act as scrutinsier.
 - 7.7.3 On direction of the meeting following the vote the scrutinisers will destroy all ballot papers

8. ANNUAL GENERAL MEETING

8.1 The annual general meeting shall be a general meeting held in the first three months of the financial year at a time, date and place decided by the Committee. The meeting shall consider the following business:

8.1.1 To receive from the committee an annual report, the audited or externally reviewed financial accounts, and the proposed programme for the following year.

8.1.2 To elect the following.

Chairperson.

Deputy Chairperson.

Secretary.

Treasurer.

Honorary Auditor or, at the option of the Meeting an External Reviewer.

Honorary Solicitor.

Election of Committee

Election of Honorary members

Confirmation of current Policy

8.1.3 Consideration of any other business of which written notice has been given to the secretary not less than one calendar month prior to the date fixed for the annual meeting.

8.2 The Secretary shall give twenty one days written notice of the time and place of the annual general meeting to all members and shall provide all members with copies of the matters referred to in clause 8.1

8.3 All proposals shall be moved and seconded. Votes shall be by show of hands or ballot if called for. The decision of the chairman as to the result of such a ballot shall be final.

9. OFFICE BEARERS

The office bearers shall be those elected at the Annual General Meeting who shall hold office until the next Annual General Meeting. They shall be:

Chairperson.

Deputy Chairperson.

Secretary.

Treasurer.

9.1 The Secretary shall:

9.1.1 Keep minutes of all Committee and General Meetings of DNMSAR.

- 9.1.2 Maintain a copies of all DNMSAR correspondence and all records.
- 9.1.3 Implement administrative duties as defined at an AGM or Committee meeting
- 9.1.4 Give notice of Meetings as required by these rules and upon instructions from the committee.
- 9.2 The Treasurer shall:
 - 9.2.1 Administer the funds of DNMSAR, pay all accounts when due after ensuring due approval by the committee and oversee funds in trust
 - 9.2.2 Present an audited or externally reviewed statement of income and expenditure and balance sheet to the Annual General Meeting
 - 9.2.3 Keep the Chairperson of the DNMSAR and the committee informed of the state of the finances.

10 THE COMMITTEE

- 10.1. The Committee shall be five persons being:
 - 10.1.1 The Office bearers
 - 10.1.2 One other member.
- 10.2 Should the position of Secretary and Treasurer be combined in one person they shall only have one vote and a second member shall be appointed so that the committee shall be five people.
- 10.3 The Committee may co-opt up to three people, who may or may not be members of DNMSAR, to assist the Management Committee or its subcommittees. A co-opted person may exercise the same rights as a member. His or her co-option will cease at the next Annual General Meeting.
- 10.4 The committee may fill any casual vacancy or leave it unfilled until the next Annual General Meeting.
- 10.5 The committee may appoint subcommittees and give each subcommittee such powers as the Management Committee thinks fit.
- 10.6 The quorum for the committee shall be three members.
- 10.7 Questions shall be decided by a majority of votes. The chairman shall have a second or casting vote.
- 10.8 The committee shall be responsible for:
 - 10.8.1 Defining and implementing Policy as directed by all General Meetings
 - 10.8.2 Carrying out the aims, objects and policy of DNMSAR.

11 DELEGATION:

- 11.1 The Committee may appoint subcommittees and may delegate any of its powers or functions to those subcommittees or to any person. Any decision of such subcommittee, or person shall be void and of no effect unless:
 - 11.1.1 It is made pursuant to an express resolution of the Committee authorising the decision;
 - 11.1.2 The decision is ratified by the Committee within four calendar months of its making.
 - 11.1.3 Delegation of any financial function has been approved by the treasurer and a set of rules relating to it to the satisfaction of the auditor or external reviewer as the case may be, is in place.

12. COMMON SEAL

The common seal of DNMSAR shall be held by the secretary and shall be affixed only pursuant to a resolution of the Committee. The common seal shall be affixed in the presence of any two of the chairman and two committee members appointed by resolution for the purpose who shall sign their names as witnesses to the affixing of the seal.

13. FINANCE

- 13.1 All funds of the Organisation shall be banked forthwith in the name of DNMSAR in such bank account as the committee shall determine. The chairman or the treasurer plus any one of two committee members appointed by the committee for the purpose shall be authorised to sign all cheques drawn on the account and any one of them to endorse cheques for payment into the account
- 13.2 The committee may impose levies or subscriptions in respect of any class of members provided that the proposed levies or subscriptions have been approved at a general meeting called for the purpose. At any such general meeting any member affected by the proposal shall be entitled to be present and to vote on the proposal as if that member were a full member.
- 13.3 Mandatory provisions:
 - 13.3.1 Any income, benefit or advantage shall be applied to the charitable purposes of DNMSAR.
 - 13.3.2 No member of DNMSAR or any person associated with a member shall participate in or materially influence any decision made by DNMSAR in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
 - 13.3.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

13.3.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

14. LEASING

The committee shall have power to lease, rent or otherwise acquire such property as it thinks fit.

15. POWER TO BORROW

15.1 DNMSAR shall have power to borrow for specific purposes only, and by resolution of a general meeting of DNMSAR called for the purpose, and of which fourteen days notice has been given to all members.

16. INVESTMENT

The committee may invest in any assets or investments that a prudent trustee is authorised to invest in under the terms of legislation governing the investment of trust funds after taking advice from a professional investment advisor.

17. NOTICE

All notices may be given to the last recorded address of the member or organisation. Notices may be given by post or electronically and shall be deemed to have been given at the time when, in the ordinary course of post or transmission, they would have been received.

18. POLICY

18.1.1 The Committee shall recommend policy, its alteration or repeal, whether provided for in this constitution or not as it may see fit for the well being of DNMSAR.

18.1.2 All such recommended altered or repealed policy will be submitted to the next General Meeting for approval following due notice being given to members before the said meeting.

19. INTERPRETATION

The committee shall be the sole authority for the interpretation of these rules. A decision of the committee on any question of interpretation or on any matter affecting the objects and not provided for in these rules shall be final and binding on the members subject only to the right of appeal to a general meeting.

20 WINDING UP

- 20.1 DNMSAR may be wound up if:
 - 20.1.1 A majority of the full members at a General meeting pass a resolution to wind up DNMSAR;
 - 20.1.2 A second meeting is held not earlier than 30 days since the first meeting to confirm or reject the resolution; and
 - 20.1.3 At the second meeting a two-thirds (2/3rds) majority of the full members present confirm the resolution.
 - 21.1.4 Members eligible to vote on a Winding up Resolution must have been full members for a minimum of 12 months prior to the date of the Resolution.
 - 21.1.5 Notice of such resolution shall be sent to the Registrar of Incorporated Societies.
- 21.2 Upon a winding up and after payment of the liabilities of DNMSAR any surplus funds or assets of DNMSAR shall be handed over to or distributed among such charitable body or bodies as have charitable objects similar to those of DNMSAR in such manner for such purposes and in such shares as a general meeting of DNMSAR called for the purpose shall decide, or failing any such directions then in such manner in all respects as the Registrar of Incorporated Societies may determine to such charitable body or bodies as have charitable objects similar to those of DNMSAR. Where any public funds have been provided to DNMSAR by a government source and at the date of winding up no commitment has been entered into to expend them for the purposes for which they have been received then before any decision on distribution of funds is made notice of the intended distribution shall be given to the government source of the proposed distribution. Unless the government source consents to the proposed distribution those unspent funds shall be repaid to it and the proposed distribution shall be amended accordingly.

22. TRANSITIONAL PROVISIONS

These New Rules amend and replace the Old rules but so that everything properly and lawfully done under the Old Rules shall be deemed properly and lawfully done under the New Rules. Specific details to cover the transition are set out in the Second Schedule.

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FIRST SCHEDULE

Membership Policy:

Application for Membership:

Candidates for membership shall make application to the Management Committee on the form provided for that purpose and shall furnish such particulars as may be required by the Committee in accord with this Policy.

A person may be eligible and approved for more than one category of membership. Where a person is approved to more than one membership category with voting rights, the person shall have one vote only.

Membership shall be declined where the interests of the candidate and the constitution and or Policy of DNMSAR are in conflict

Any Member who has failed to maintain qualifications set by DNMSAR 180 days after they are due will cease to be a Member.

Membership structure

To give opportunity or recognition to people who want to be part of MSAR yet allow them latitude to the degree they wish to have as part of the organisation.

MEMBER is one whose interests and responsibility towards marine search and rescue encompasses all aspects of the organisation towards its present and future obligations. They have the full rights privileges and responsibilities within the rules and constitution of Dunedin Marine Search and Rescue as registered with the Incorporated Society.

CREW MEMBER is one whose interests and responsibility towards marine search and rescue encompasses practical aspects of the organisation without the organisational impediments but within the rules and constitution of Dunedin Marine Search and Rescue as registered with the Incorporated Society.

SUPPORT MEMBER is one who is nominated and elected annually and who supports the welfare of the organisation through monetary or kind.

ASSOCIATE MEMBER is an organisation that contributes to the ability of DnMSAR to complete its role of marine search and rescue. Their importance to DnMSAR is reflected within their right to have representation within DnMSAR with the rights of a member. They shall be nominated, seconded and approved at an Annual General or special meeting in accordance with the membership policy.

FINANCIAL MEMBER is one

Such other conditions as are set under rule 18.

SECOND SCHEDULE

Transitional Provisions

- 1 All Members who or which are, prior to the approval of this constitution, Members of Dunedin Marine Search and Rescue Advisory Committee Inc shall be deemed to be Members from the date this constitution comes into force in each respective category in which they have previously been members.
- 2 The Committee under the Old Rules will ensure that on the date these Rules come into effect:
 - (i) All appointments required to be made under these Rules have been made.
 - (ii) All matters required to be presented to an Annual General Meeting under the Old Rules are available to the Committee as at the date of coming into effect of these Rules
 - (iii) Details of all uncompleted work shall be available to the new Committee including a statement of position
 - (iv) Details of all work in progress including accounting matters accounts payable and accounts receivable shall be available to the new Committee. Accounts properly payable by the old committee shall be payable by the new committee and payments due to the old committee shall be payable to the new committee.
 - (v) All Strategic Planning and Funding Business Case papers shall be available to the new Committee
 - (vi) A full, current and projected activity report for all sub-committees and working groups shall be available to the new committee
 - (vii) The Business Plan, Budgets and Estimates shall be made available to the new Committee
 - (viii) All present and future commitments shall be identified to the new Committee
 - (ix) A statement of all outstanding issues and potential liabilities shall be made to the new Committee including a risk analysis
 - (x) All records documents and Deeds of the old committee are passed to the new Committee.

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