

**The**

**Constitution Of**

**Cook Islands Voyaging Society**

**Incorporated**

**CIVS**

## Contents

1	NAME AND DEFINITIONS .....	4
1.1	NAME .....	4
1.2	DEFINITIONS .....	4
2	VISION, MISSION AND OBJECTIVES .....	5
2.1	VISION .....	5
2.2	PHILOSOPHY .....	5
2.3	MISSION .....	5
2.4	AIMS & OBJECTIVES .....	5
3	MEMBERSHIPS .....	7
3.1	INDIVIDUAL & CORPORATE MEMBERS.....	7
3.2	BRANCH .....	7
3.3	LIFE MEMBERS .....	8
3.4	HONORARY MEMBERS.....	8
3.5	PATRON AND VICE PATRON .....	8
3.5	ADMISSION OF MEMBERS .....	8
3.6	VOTING RIGHTS & PROXYS .....	9
3.7	OBLIGATIONS OF MEMBERSHIP .....	9
3.8	SUBSCRIPTIONS .....	9
4	GENERAL MEETINGS.....	10
5	MANAGEMENT .....	11
6	LEGAL MATTERS.....	13
6.1	GOVERNING LAW.....	13
6.2	CONSTITUTION AMENDMENTS .....	13
6.3	REGULATIONS.....	13

6.4	CODE OF CONDUCT .....	13
6.5	REGISTERED OFFICE .....	13
6.6	COMMON SEAL.....	14
6.7	INDEMNITY .....	14
6.8	ARBITRATION .....	14
6.8	WINDING UP .....	14
6.9	REPEAL OF PREVIOUS CONSTITUTIONS.....	14
Appendix One (1) LIST OF MEMBERS AT THE DATE OF THIS CONSTITUTION .....		16
Appendix Two (2) REGULATIONS.....		17
PRINCIPLES OF GOVERNANCE & PROCEDURES .....		17
2. A	Principles of sound and proper financial management.....	17
2. B	Established Procedures at General Meetings of Associations.....	17
2. C	Established Procedures at Executive Board meetings of Associations.....	19
APPENDIX THREE (3) CODE OF CONDUCT .....		21
DESIGN.....		21
LEADERSHIP .....		21
PRINCIPLES OF CONDUCT .....		21
Selflessness:.....		21
Integrity: .....		21
Objectivity:.....		21
Accountability:.....		21
Openness: .....		21
Honesty:.....		21
Non Discrimination:.....		21
BREACH OF CODE OF CONDUCT – PROCEDURES .....		22

# 1 NAME AND DEFINITIONS

## 1.1 NAME

- 1.1 CIVS, registered under the Friendly Societies Act of the Cook Islands, shall be called Cook Islands Voyaging Society Incorporated (herein after referred to as "CIVS")

## 1.2 DEFINITIONS

In this Constitution the words in the first column of the Table below bear the meaning set opposite to them respectively in the second column:

1.2.1	CIVS	Cook Islands Voyaging Society Inc
1.2.2	PVS	Pacific Voyaging Societies
1.2.3	SCI	Sailing Cook Islands Inc
1.2.4	Individual Member	A Person granted membership of CIVS.
1.2.5	Corporate Member	A Corporation granted membership of CIVS.
1.2.6	Branch	A Branch granted membership of CIVS.
1.2.7	Executive Board	A Committee set up manage the affairs of CIVS and to report back to CIVS at General Meetings.
1.2.8	AGM	Annual General Meeting: The AGM shall be the annual meeting of members of CIVS held once every calendar year generally in March.
1.2.9	SGM	A Special General Meeting shall be some special circumstances meeting of the members of CIVS held on the requisition of the Executive Board or a set number of members of CIVS at a time and place as determined by the Executive Board to convene to consider only those special circumstances being the sole purpose of the request to convene a SGM.
1.2.10	General Meeting	AGM or SGM
1.2.11	In Writing	Means written, printed or lithographed, or partly one and partly another, as a document, letter, email, PowerPoint or other format commonly used to record information in a visible form.
1.2.12	Present	Means attendance at a meeting of members called under the authority of this Constitution being the record or register of attendees and shall include both those physically and electronically present by means of communication applications including telephonic, internet, skype, video conferencing where the voices of those members shall be heard by everyone. The location of this meeting shall be recorded as the location of the President of the meeting.
1.2.13	Good Standing	A set of criteria used to determine if a member is worthy of the right to the privileges of being a member

## **2 VISION, MISSION AND OBJECTIVES**

### **2.1 VISION**

- 2.1.1 To promote voyaging and thereby recognise and preserve our cultural ancestry; protect and conserve our oceans, lagoons, marine parks & waterways; contribute to a sustainable environment; achieve broad participation, recognition and support for our endeavours; ignite the voyaging spirit whilst developing voyaging for the benefit of the people and the growth of all communities of the Cook Islands.

### **2.2 PHILOSOPHY**

- 2.2.1 Our philosophy captures the spirit of our ancestors by which we will chart our future.
- 2.2.2 The origin of voyaging the Pacific dates to the beginnings of knowledge. History and dreams fuse into the myths of a distant maritime culture. As people of the Pacific our physical geography is over 99% ocean!
- 2.2.3 Our challenge is to facilitate a safe voyaging culture. The oceans guarantee an abundance of voyaging whilst sustaining and preserving our cultural identity, our values and traditions. Cook Islands Voyaging Society will meet this challenge.

### **2.3 MISSION**

- 2.3.1 The Mission is to deliver upon the vision of the importance of Voyaging to our existence. Celebrate voyaging in the Cook Islands and protect our greatest natural resource, our oceans and lagoons. By developing the importance of voyaging amongst the many options in culture today we will achieve the philosophy, valuing our ancestors and charting the future of Voyaging.

### **2.4 AIMS & OBJECTIVES**

The aims and objects for which Cook Islands Voyaging Society established are:

- 2.4.1 To act as and carry out the functions and duties of such authority.
- 2.4.2 To promote, organise, administer, manage, operate and represent on a national, regional and international basis voyaging in the Cook Islands.
- 2.4.3 To recover and relearn knowledge, skills and traditions about;
- 1) Constructing traditional Cook Islands voyaging canoes and perpetuate mastery in the canoe building arts.
  - 2) Training of crew to safely and successfully complete an ocean voyage throughout the Pacific. Perpetuate this knowledge through a master's and apprenticeship program delivering skilled and qualified Captains, Navigators and crew.

- 3) Our maritime ancestry and to restore, learn, and perpetuate these skills and traditions through ocean voyaging, celestial and modern navigation techniques and Polynesian voyaging traditions.
- 2.4.4 To develop opportunities for our traditional voyaging skills and maritime knowledge including;
    - 1) Supporting, promoting and organising traditional ocean voyaging events; and
    - 2) Promoting inter-island trade and transportation using traditional voyaging canoes; and
    - 3) Successfully undertaking and completing voyages along ancient Polynesian migratory routes.
  - 2.4.5 To affiliate with other Voyaging Organisations in the Pacific.
  - 2.4.6 Perpetuate and preserve the knowledge, skills, practices and traditions through a broad range of educational programs and integrate with the Cook Islands Education system.
  - 2.4.7 Develop pride and appreciation for the Cook Islands voyaging heritage and accomplishments through communication and dissemination of information about voyages and the activities of CIVS.
  - 2.4.8 To promote safety on the water and at sea, to participate in water wise programs and training courses and the promotion of regulations and knowledge to improve safety of our communities.
  - 2.4.9 To affect an overall revitalisation and perpetuation of traditional indigenous Cook Islands culture and arts through;
    - 1) The effective preservation of indigenous Cook Islands culture, arts and values;
    - 2) The recovery of correct knowledge and the development of new knowledge of indigenous culture, arts, history and values.
    - 3) The practice of indigenous Cook Islands culture based on traditional Cook Islands values; and
    - 4) The communication and dissemination of information about indigenous Cook Islands, culture, arts, history and values.
  - 2.4.10 To work with Government, and Government Agencies, NGO's and Communities;
    - 1) To preserve the Cook Islands environment through renewable practices and public education programs.
    - 2) To promote the conservation of marine ecosystems and habitats in the Pacific Ocean and the coastal waters of the Cook Islands.
  - 2.4.11 Representation of both Genders to be prioritised by CIVS for all Voyaging activities including selecting participants for educational programs, crew for voyaging and the composition of the CIVS executive board.
  - 2.4.12 To do all such lawful acts and things that are incidental or conducive to the attainment of the objects or any of them or any other objects that CIVS may from time to time establish in General Meetings.

### **3 MEMBERSHIPS**

#### **3.1 INDIVIDUAL & CORPORATE MEMBERS**

3.1.1 The membership may consist of individual and corporate members.

#### **3.2 BRANCH**

3.2.1 A group of Individual Members who wish to form a Branch Association shall apply to the Executive of CIVS for its approval. Such application shall be determined by the Executive as specified in the Regulations.

3.2.2 In addition to the obligations of a Branch as a Member under Section 3.5, each Branch shall:

(a) administer, promote and develop Voyaging in its particular district or country in accordance with the Objects of CIVS;

(b) be named as approved by the Executive, after consultation with the Branch;

(c) have as its members Individual Members and any other members it considers appropriate;

(d) adopt the Objects, Rules and Regulations of CIVS;

(e) act in good faith and with loyalty to CIVS to ensure the maintenance and enhancement of CIVS and Voyaging, and its reputation, and to do so for the collective and mutual benefit of the Members and Voyaging;

(f) present to CIVS at the Annual General Meeting, an annual Financial Statement and President's Report.

3.2.3 Each Branch may appoint two (2) Delegates to represent it at General Meetings or appoint a Proxy as described in section 3.6. Failing such appointment of a Delegate or Proxy, CIVS will represent the branch (and any other branches which have not appointed a Delegate) at General Meetings.

3.2.4 Any Branch that wishes to merge or otherwise amalgamate with any other branch shall notify and consult with the CIVS Executive prior to such merger or amalgamation.

3.2.5 In the case where a Branch has a constitution, a copy shall be provided to CIVS and all amendments to its constitution. The Executive may require a branch to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.

3.2.6 Subject to Section 3.7, each branch shall maintain a register of its members in the format determined by the Executive. Each branch shall provide its register of members, and all details contained within it, to CIVS as requested from time to time.

### **3.3 LIFE MEMBERS**

3.3.1 At a General Meeting and at the recommendation of the Executive Board the Society may in recognition of exemplary service to CIVS and in the interest of Voyaging, appoint any person a life member of CIVS.

3.3.2 The Executive Board shall establish the rules applicable to the nomination and recommendation of Life Members.

3.3.3 A Life Member of CIVS will be elected by a simple majority of those present at an Annual General Meeting.

3.3.4 A Life Member, so elected, shall become a member of CIVS for life. A life member shall not be liable for annual or any other subscriptions.

### **3.4 HONORARY MEMBERS**

3.4.1 At a General Meeting and at the recommendation of the Executive Board, the Society may in recognition of support rendered to CIVS and in the interest of Voyaging, appoint any person an honorary member of CIVS.

3.4.2 The Executive Board shall establish the rules applicable to the nomination and recommendation of Honorary Members

3.4.3 An Honorary Member of CIVS will be elected by a simple majority of those present at a General Meeting

3.4.4 An Honorary Member, so elected, shall become a member of CIVS for a specific duration. A honorary member shall not be liable for annual or any other subscriptions for the duration of their term.

### **3.5 PATRON AND VICE PATRON**

3.5.1 A Patron and Vice Patron may be elected at an Annual General Meeting

### **3.5 ADMISSION OF MEMBERS**

3.5.1 Any person who is interested in CIVS may become a member of CIVS upon completion of the approved membership form and upon payment of the entry fee and annual subscription fee prescribed by CIVS.



- 3.5.2 Any person elected at the AGM to the office of Patron shall by virtue of their election become a member of CIVS.
- 3.5.3 Any person elected at the AGM to hold a life membership shall by virtue of their election become a member of CIVS.
- 3.5.4 Any person elected at the AGM to hold any honorary office shall by virtue of their election become a member of CIVS.

### **3.6 VOTING RIGHTS & PROXYS**

- 3.6.1 All paid up Members may speak and have the right to vote at General Meetings.
- 3.6.2 Each Member is entitled to one vote.
- 3.6.3 Members entitled to vote at any General Meeting of CIVS may appoint a proxy. A proxy is appointed in writing stating a representative to attend on its behalf and to exercise all its rights in voting. Any such appointment shall be presented to the Secretary General prior to the opening of a General Meeting and shall, if it is a continuing appointment remain valid until revocation.

### **3.7 OBLIGATIONS OF MEMBERSHIP**

- 3.5.1 It shall be the obligation of Members of CIVS to:
  - 1) Promote the objects, interests and influence of CIVS,
  - 2) Carry out and have respect for the rules, regulations and decisions of CIVS,
  - 3) Refrain from actions that are inconsistent with the objects, rules and regulations or decisions of CIVS.
  - 4) Ensure that there shall be no discrimination on grounds of race, religion, or political affiliation against any Member.

### **3.8 SUBSCRIPTIONS**

- 3.8.1 No person shall be entitled to become a member of CIVS except those in Section 3.2, 3.3 & 3.4 and except upon payment of the annual subscription. Such subscription to be fixed by CIVS at the Annual General Meeting in each year, upon the recommendation of the Executive Board. All subscriptions shall be due on the first Day of January for each calendar year.
- 3.8.3 No Member shall in any year, be entitled to any of the rights or privileges of membership or to be represented at any General Meeting until its subscription for that year is paid in full.

## **4 GENERAL MEETINGS**

- 4.1 There are two types of General Meetings – the AGM and the SGM each referred to in this Constitution as General Meetings as defined in 1.2.6 – 1.2.8
- 4.2 CIVS shall at General Meetings adhere to “Established procedures at General Meetings of Associations” set out in Appendix 2
- 4.3 CIVS's financial year shall end on the 31st day of December in every year, unless otherwise amended by a General Meeting.
- 4.4 Seven days' notice of any General Meeting shall be given to each member entitled to attend such meeting.

### **4.5 QUARTERLY NEWSLETTERS**

- 4.5.1 Quarterly Newsletters to provide information to members regarding completed and current Programs of CIVS, and updates of the current financial activities of CIVS.
- 4.5.2 The newsletters will be designed to maximise communications and the development voyaging for all members.

### **4.7 THE ANNUAL GENERAL MEETING (AGM)**

- 4.7.1 The Annual General Meeting agenda shall include:
- Approval of Minutes of the previous AGM if not done at a QGM
  - To receive the Report of the President
  - To receive the Annual Audited Financial Statements of Income and Expenditure for the year and a Balance Sheet of Assets and Liabilities as at Balance Date, plus a budget for the next year
  - To fix Member Subscriptions
  - To elect the Executive Board for the next year
  - To deal with General Business
- 4.7.2 The AGM shall be held annually within 3 months of the Balance Date, generally in the month of March. The AGM shall be called on a day and time as the Secretary on the authority of the Executive Board shall determine.

### **4.8 THE ELECTION OF THE EXECUTIVE BOARD**

- 4.8.1 The President, Secretary General and the Treasurer and four Vice Presidents shall be elected at the Annual General Meeting of CIVS held in each year and shall assume office immediately after the annual meeting is closed.

- 4.8.2 The Qualification of the Voyaging Vice President for appointment to the Executive Board shall include a person holding a Yacht masters qualification from RYA or YNZ, and if no one has such qualification then CIVS members may elect a voyager with specific & sufficient experience and/or qualifications in matters relating to Voyaging.
- 4.8.3 The requirements of Property Vice President for appointment to the Executive Board shall include a person whose function is to ensure that property of CIVS is maintained and securely held. This position shall be responsible for co-ordinating routine maintenance of Vaka's made available to CIVS for Voyaging.
- 4.8.4 No person shall hold the office of President for more than 4 consecutive terms.
- 4.8.5 In the event that no election of the Secretary General and or Treasurer take place at a General Meeting the Executive Board shall fill such vacancies and the appointee(s) may be an appointed volunteer or an appointed paid employee of CIVS to the position of Executive Director. Such appointment(s) shall be ratified at the next General meeting.
- 4.8.6 The Executive Board shall have the power to fill casual vacancies on the Executive Board and these appointments shall remain until the next General Meeting.

## **5 MANAGEMENT**

- 5.1 There shall be an Executive Board that shall be responsible to supervise the affairs of CIVS according to regulations and in conformity with the general policies laid down by CIVS in General Meeting and shall give general direction and guidance to committees.
- 5.2 The Executive Board shall adhere to "Principles of sound and proper Financial Management" set out in Appendix 2 and shall at Board Meetings adhere to "Established Procedures at Executive Board meetings of Associations" set out in Appendix 2
- 5.3 The Executive Board shall consist of the:  
President  
Secretary General  
Treasurer  
4 Vice Presidents
- 5.4 The Executive Board shall present the annual reports and business plans which it shall present to the General Meeting, thereby set reasonable targets and timeframes to deliver the budgeted resources.
- 5.5 On the recommendation of the Executive Board, CIVS at a General Meeting may create committees. Committees may include the following:  
Vaka Maintenance

Voyage Co-ordination & Planning  
Education & Training  
Fundraising Committees  
Finance & Audit

- 5.6 The Executive Board shall appoint the Chair of each of these committees, preferably from within the elected members of the Executive Board, thereby confirming the specific functions of Executive Members and these committees shall work as directed by the Executive Board.
- 5.6 The Executive Board shall report quarterly to the Members via Newsletter and annually to the Annual General Meeting and shall circulate the report of this meeting to members.
- 5.7 The President or any four members of the Executive Board by notice in writing addressed to the Secretary General stating as far as practical the business to be transacted may convene a meeting of Executive Board.
- 5.8 Four members of the Executive Board shall form a quorum.
- 5.9 Each Executive Board member shall be entitled to one vote at an Executive Board meeting. In circumstances of dual representation on the Executive Board only one vote may be cast.
- 5.10 The members of the Executive Board shall accept no salary or bonus of any kind in consideration for their contribution to CIVS unless authorised at a General Meeting. This shall not affect any payment made to members by any other organization for their role in the administration of voyaging.

## **6 LEGAL MATTERS**

### **6.1 GOVERNING LAW**

- 6.1.1 All matters relating to the interpretation this Constitution, Cook Islands law shall govern validity, and administration of CIVS.

### **6.2 CONSTITUTION AMENDMENTS**

- 6.2.1 Notice of any amendments to the Constitution intended to be proposed by a member of CIVS shall be given to the Secretary General in writing at least 21 days before any General Meeting for consideration by the Executive Board. The Executive Board shall make recommendations to the General Meeting to be sent out in the notice convening the meeting at least 7 days prior.
- 6.2.2 The General Meeting shall vote on each amendment on a show of hands or if demanded on a secret ballot; a three-quarters majority of the votes cast by such members being entitled so to do shall be cast in favour of such proposed amendment shall be deemed to have been carried.

### **6.3 REGULATIONS**

- 6.3.1 Any Regulation or Code of Conduct adopted, amended and repealed by the Executive Board shall have immediate effect, and will, with any additions or amendments proposed by members, require ratification by members at the next General Meeting by a simple majority.
- 6.3.2 The first Regulations applying to its operation so adopted is that found in Appendix Two (2) of this Constitution. These Regulations outline Guiding Principles of Governance and Procedures relating to the Members, General Meetings and Executive Board.

### **6.4 CODE OF CONDUCT**

- 6.4.1 CIVS must, by resolution, adopt a code of conduct and, May from time to time, amend it.
- 6.4.2 The first Code of Conduct and procedures applying to its operation so adopted is that found in Appendix Three (3) of this Constitution.

### **6.5 REGISTERED OFFICE**

- 6.5.1 The registered Office of CIVS shall be at the premises of Ingram House, or such place as shall from time to time be determined by the Executive Board.

## **6.6 COMMON SEAL**

- 6.6.1 The Executive Board shall obtain a Common Seal for CIVS.
- 6.6.2 Whenever the Common Seal of CIVS is required to be affixed to any deed or document, writing, or otherwise, the seal shall be affixed, following a confirming resolution of the Executive Board by two members of the Executive Board one of whom must be either the President or the Secretary General.
- 6.6.3 The Secretary General shall maintain a register of sealed documents

## **6.7 INDEMNITY**

- 6.7.1 CIVS shall indemnify and keep indemnified all Executive Board members, staff and officers against any damages, losses, liability or expenses (including legal expenses) howsoever arising from the proper exercise of their powers or duties under this Constitution, except that such indemnity shall not extend to any member if any such claim or loss arises as the result of fraud or wilful misconduct of such member.

## **6.8 ARBITRATION**

- 6.8.1 Any dispute or difference arising under or concerning the interpretation of this Constitution, or the Rules shall if not able to be resolved by agreement whether by mediation or otherwise, be settled by arbitration.

## **6.8 WINDING UP**

- 6.8.1 If upon the winding up or dissolution of CIVS whether by the Registrar of Incorporated Societies or otherwise there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of CIVS but shall be given or transferred either to an institution within the Cook Islands having objects similar to the objects of CIVS, or the Cook Islands Government as CIVS may determine at or before the time of dissolution and in default thereof by the High Court of the Cook Islands.

## **6.9 REPEAL OF PREVIOUS CONSTITUTIONS**

- 6.9.1 All previous Constitutions of CIVS are hereby repealed and replaced by this Constitution, which was adopted at the Annual General Meeting, held at Rarotonga on the 12th day of April 2018.

**CERTIFIED TRUE COPY**

**PRESIDENT**

Cook Islands Voyaging Society

\_\_\_\_\_  
Ian Karika

**SECRETARY**

Cook Islands Voyaging Society

\_\_\_\_\_  
Cecile Marten

**Dated at Rarotonga this 12th Day of April 2018**

**Appendix One (1)  
CONSTITUTION**

**LIST OF MEMBERS AT THE DATE OF THIS**



### PRINCIPLES OF GOVERNANCE & PROCEDURES

This appendix enumerates guidelines for governance, standards of procedures at meetings and regulations that may be introduced by resolution of the Executive Board ratified by a General Meeting.

#### 2. A Principles of sound and proper financial management

- 1 Principles of sound and proper financial management shall be adopted by an Association and an Executive Board (the Board) entrusted with the management of an Association is required to manage the affairs of the Association in accordance with the Annual Business Plan as approved by the Annual General Meeting or as amended by a General Meeting.
- 2 The Executive Board shall cause proper books of account to be kept for the income and expenditure and of all the dealings with the assets of the Association and shall present to the Annual General Meeting in each year a duly audited Income and Expenditure Account and Balance Sheet and shall prepare and send a budget for the ensuing financial year together with the Board's recommendations for subscriptions for that year to each member so far as is practicable and not less than seven days before the date for the Annual General Meeting
- 3 The Executive Board is required to manage the affairs of CIVS in accordance with the Annual Business Plan as approved by the Annual General Meeting or as amended by a General Meeting. The Executive Board is not permitted to authorise expenditure or a commitment outside the business plan in excess of \$5,000.
- 4 The income and property of CIVS from whatever source derived shall be applied, invested and controlled in such a manner as may be recommended by the Executive Board and approved by an Annual General Meeting or General Meeting provided that no portion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of CIVS except by way of salary to pay an officer or by way of bonus to an honorary officer or by way of repayment of monies or without interest advanced to CIVS by a member or members.
- 5 CIVS may borrow or raise money for such purposes as the Executive may from time to time consider necessary and may offer security or securities as may be necessary.
- 6 CIVS may acquire, buy, purchase or lease or mortgage any real or personal property and any rights or privileges which considers necessary and may sell, exchange or otherwise dispose of such property rights or privileges.

#### 2. B Established Procedures at General Meetings of Associations

- 1 Whenever practical, meetings should be open to the public including all media.

- 2 Whenever practical, meetings should be open to all stakeholders to attend.
- 3 Whenever practical, stakeholders, whether members or not, should be allowed to speak.
- 4 Whenever practical, outsiders invited by members should be allowed to attend and speak.
- 5 All members shall be given the opportunity to attend and to speak.
- 6 All members should be allowed to be represented by a duly appointed delegate who then inherits the right of the member
- 7 A delegate shall not represent more than one member. Whenever a person has a conflict of interest this should be declared.
- 8 A member with a conflict of interest should abstain from voting on matters which directly affect that person's conflict of interest.
- 9 All members, whether eligible to vote or not, have the right to receive notifications of all General Meetings.
- 10 The President or in his absence the Secretary shall chair meetings but if neither are present the members present shall choose one of their number to be chairperson.
- 11 Any member shall be deemed to be present if he/she are either physically present or in contact via conference call, skype or any other means of direct verbal electronic communication where the voices of those members shall be heard by everyone.
- 12 If a number is set for quorum and there are fewer members present, no formal meeting shall take place, but an attempt should be made to hold the meeting as soon as practical, preferably within 7 days. If a Meeting does not achieve quorum then the meeting shall be deferred for 7 days, re advertised and those present at the deferred meeting shall form the Quorum.
- 13 At the commencement of each General Meeting the Secretary General shall conduct a role call and will confirm to the President, the members present, the total number of votes to be cast and the number needed for a majority resolution, and the names of the delegates representing each member and entitled to vote at the meeting.
- 14 Notices of any resolution and all nominations for election of the Executive Board should be submitted in writing to the Secretary General preferably ten (10) days before the date of the Annual General Meeting. All resolution or nomination so proposed shall be circulated to Members with the agenda 7 days before the meeting.
- 15 Executive Board Members do not vote at General Meetings
- 16 At an Annual General Meeting if there are no nominations received prior to the General Meeting, vacancies may be filled by nominations in the course of the meeting. All nominations shall be put to the vote.
- 17 If two or more nominations are received for a position, then elections shall be conducted in the following manner:
- 18 All elections shall be by secret ballot
- 19 After the first ballot the candidate who receives more than fifty (50) percent of the votes of those present and entitled to vote shall be declared elected
- 20 If after a ballot if the result is not conclusive then the names of the candidate getting the lowest number of votes shall be eliminated from the list of candidates and the voting process shall continue until only two candidates remain and then the election shall be determined by a simple majority.
- 21 In the event that the two remaining candidates receive an equal number of votes, there shall be a second ballot. In the event that the two remaining

- candidates still receive an equal number of votes, then the Chairman of the General Meeting may use a casting vote.
- 22 The Chairperson of a meeting should vacate the chair whenever he/she is about to call for a vote on a question in which he/she has a conflict of interest. This applies especially if there is a call for his/her resignation.
  - 23 If a secret ballot is called for by any one person eligible to vote, a secret ballot should be held.
  - 24 Executive board members do not vote at an Annual General Meeting or Special General Meeting. Motions and questions arising shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a casting vote.
  - 25 If there is an agenda it should as far as practical allow members to raise questions not on the agenda.
  - 26 Points of order take precedence over items on the agenda.
  - 27 Whenever nominations for Executive Board or Committee members are sought, sufficient time shall be given to nominate more than one candidate.
  - 28 If only one nomination is received a vote shall be held to allow the voting members to accept or reject this nomination.
  - 29 Minutes should be taken at all meetings and distributed to all members as soon as practical.
  - 30 Travelling expenses of members to meeting of Executive Board and General Meetings shall be the personal responsibility of the member/representative.
  - 31 The Executive Board reports to the members at General Meetings and the form of reporting should be in writing, informative and innovative, using all forms of technology where practical to communicate, present and disseminate information and the activities of the Executive Board
  - 32 The report shall include any travel to conferences or other gatherings any Executive Board Member has undertaken on behalf of the Association
  - 33 If an Executive Board Member is automatically appointed as a direct result of his/her position on the Executive Board, all funds received be it salary, travel expenses, per diems or other funds received by the other organisation, all such receipts shall be declared at the next General Meeting.

## **2. C Established Procedures at Executive Board meetings of Associations**

- 1 The principles enumerated above, paragraphs 1 to 33, that apply to General Meetings of members shall apply to Executive Board meetings, where they are deemed practical.
- 2 The Executive Board shall be responsible for carrying into effect the Constitution, including the Regulations and Code of Conduct of CIVS including the Vision, Mission and Objectives of CIVS
- 3 The Board shall meet as the President in consultation with the Board may decide but at least once in each quarter year at a place as may be fixed from time to time by the President.
- 4 A minimum of 7 days' notice shall be given to members for each meeting of the Executive Board.



## APPENDIX THREE (3) CODE OF CONDUCT

### DESIGN

The Executive Board will design and promote a Code of Conduct to be adhered to by CIVS.

### LEADERSHIP

CIVS, its Members and the Executive Board shall promote and support this Code and all activities of CIVS and its Members by leadership and example. Their philosophy shall be to at least equal the dedication and discipline of the athletes with energy, vision and professionalism.

### PRINCIPLES OF CONDUCT

**Selflessness:** CIVS and the Executive Board shall take decisions solely in the best interests of CIVS. They shall not do so in order to gain benefits for themselves.

**Integrity:** CIVS, its Members and the Executive Board shall not place themselves under any financial or other obligation to individuals or organisations that might influence them in the performance of their duties.

**Objectivity:** In carrying out the business of CIVS including appointing or electing officials, awarding contracts, selecting Voyagers or recommending individuals for rewards or benefits, CIVS, its Members and Executive Board shall make choices and decisions on merit.

**Accountability:** CIVS, its Members and the Executive Board are accountable for their decisions and actions to CIVS and shall submit themselves to whatever scrutiny is appropriate. The Executive Board Members and members of elected committees shall report regularly and communicate with the Members which elected them. Communication shall not be confined to meetings held during Annual General Meeting of CIVS.

**Openness:** CIVS, its Members and the Executive Board shall be as open as possible about all the decisions and actions that they take. They shall give reasons for their decisions and restrict information only when the wider interest clearly demands it.

**Honesty:** CIVS, its Members and Executive Board have a duty to declare any private interests relating to their duties and to take all steps to resolve any conflicts arising in a way that protects the interest of CIVS.

**Non Discrimination:** CIVS, its Members and the Executive Board shall not discriminate against any country, Island or person on any grounds whatsoever including race, colour, gender, religion or politics.

## **BREACH OF CODE OF CONDUCT - PROCEDURES**

Any allegation of a breach of this Code of Conduct shall be first referred to the Executive Board who may appoint an Ethics Commission established in accordance with these provisions under this Constitution for investigation.

The Ethics Commission may comprise one or more persons, either independent of the Executive Board or members of the Executive Board, as the Executive Board in its absolute discretion shall resolve to appoint. The Ethics Commission shall be established for the sole purpose of investigating specific matters referred to it on a case by case basis and shall in respect of each case investigated, cease to act upon its written report being provided to the Executive Board.

The Ethics Commission must investigate allegations referred to it. The Ethics Commission shall be responsible for setting its own procedure for such investigation but in any event shall act in accordance with the principles of natural justice. The Ethics Commission shall, in addition to such other powers as it considers it requires, have the power to require the attendance by summons if necessary, of all or any persons from whom it wishes to obtain information for the investigation. The Ethics Commission shall report in writing to the Executive Board with its findings and recommendations, and the reasons therefore.

For the avoidance of doubt, the principles of natural justice do require the Ethics Commission to give the person or persons, against whom the allegations being investigated have been made, the opportunity to be heard in respect of them.

The Executive Board shall report to CIVS on the proceedings and reports of the Ethics Commission with its recommendations.

CIVS, in the case of an individual, acting on a two thirds majority may take action in respect of any breach of this code, and in particular, but without limitation may suspend and/or remove any person from any office of CIVS, and in the case of a Member, may remove its voting rights and/or withdraw the right of a Member to participate in the activities of CIVS.

## ***Proposed Executive Member Roles – Duties and Responsibilities***

The following regulations specify the duties and responsibilities of named roles of Cook Islands Voyaging Society Executive Members as per section 5 of the CIVS Constitution.

### **1. *President***

- TBA

### **2. *Vice President Marketing & Media***

- TBA

### **3. *Vice President Property***

- TBA

### **4. *Vice President Voyaging***

- TBA

### **5. *Vice President Education & Training***

- TBA

### **6. *Secretary General***

- Media
- Local and international events coordinator
- Membership Services

### **7. *Treasurer***

- Bank account management
- Funding Applications and Expenditure Management
- Budgeting
- Financial & Regulatory reporting

### **8. *General***

- The named roles as defined have the duty to deliver against the defined responsibilities. However, it is understood that the Executive as a collective are responsible for all aspects of CIVS activities.
- The individual Executive Members with the Duties and Responsibilities outlined in this Regulation are expected to form whatever committees and secure the support of other individuals involved with CIVS to execute these Duties and Responsibilities.

