

Bay of Islands Swordfish Club Incorporated

Constitution

1. Introductory Rules

1.2 Name

The name of the club is BAY OF ISLANDS SWORDFISH CLUB INCORPORATED (in this **Constitution** referred to as the '**Club**').

1.3 Charitable and not for profit status

The **Club** is not and does not intend to be registered as a charitable entity under the Charities Act 2005 but is a Not for Profit Organisation.

1.4 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'**Act**' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'**Annual General Meeting**' means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.

'**Auditor**' means the auditor appointed from time to time under Rule 10.3.

'**Chairperson**' means the Officer responsible for chairing General Meetings and Committee meetings, and who provides leadership for the Club.

'**Clubhouse**' means each of the facilities from which the Club conducts its business being, at the date of adoption of this Constitution, The Strand Russell, Marsden Road Paihia, and the Opuā Marina.

'**Club Facilities**' means the Clubhouses together with weigh stations and other Club owned or operated facilities intended for the use and benefit of Members.

'**Committee**' means the Club's governing body.

'**Constitution**' means the Rules in this document.

‘Deputy Chairperson’ means the Officer elected or appointed to deputise in the absence of the Chairperson.

‘General Meeting’ means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

‘Interested Member’ means a Member who is interested in a Matter for any of the reasons set out in section 62 of the Act.

‘Interests Register’ means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

‘Matter’ means:

- (a) the Club’s performance of its activities or exercise of its powers; or
- (b) an arrangement, an agreement, or contract (a **transaction**) made or entered into, or proposed to be entered into, by the Club.

‘Member’ means a person who has consented to become a Member of the Club and has been properly admitted to the Club, who has not ceased to be a Member of the Club.

‘Notice’ to Members includes any Notice given by email, post, or courier.

‘Not for Profit Organisation’ means an organisation whose purposes are not focused on generating a profit for distribution and which is recognised as such by the laws of New Zealand.

‘Officer’ means a natural person who is:

- (a) a member of the Committee; or
- (b) occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club, including any chief executive or treasurer.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Rules’ means the rules set out in this Constitution governing the operations of the Club and its Members.

‘Secretary’ means the Officer responsible for the Matters specifically noted in this Constitution.

‘Special General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following: a Saturday, a Sunday, Waitangi

Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

1.5 Purposes

1.5.1 The primary purposes of the Club are to:

- (a)** benefit the community by operating and maintaining a boat and game fishing club for its Members and other persons in accordance with the provisions of this Constitution; and
- (b)** to represent and further the interests of boating, sport fishing, diving and other marine activities.

1.5.2 The Club must not operate for the purpose of, or with the effect of:

- (a)** distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- (b)** having capital that is divided into shares or stock held by its Members; or
- (c)** holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Club or otherwise).

1.5.3 But the Club will not operate for the financial gain of Members simply if the Club:

- (a)** engages in trade; or
- (b)** pays a Member for Matters that are incidental to the purposes of the Club, and the Member is a not-for-profit entity; or
- (c)** distributes funds to a Member to further the purposes of the Club, and the Member;
 - (i)** is a Not For Profit Organisation; and
 - (ii)** is affiliated or closely related to the Club; and
 - (iii)** has the same, or substantially the same, purposes as those of the Club.
- (d)** reimburses a Member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes; or
- (e)** provides benefits to members of the public or of a class of the public and those persons include Members or their families; or
- (f)** provides benefits to Members or their families to alleviate hardship; or
- (g)** provides educational scholarships or grants to Members or their families; or
- (h)** pays a Member a salary or wages or other payments for services to the Club on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus,

- percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Club); or
- (i) provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club; or
 - (j) on removal of the Club from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

1.6 Act and Regulations

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

Restrictions on Club powers

The Club must not be carried on for the financial gain of any of its Members.

1.7 Registered office

1.7.1 The registered office of the Club shall be at 25 The Strand, Russell.

1.7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies:

- (a) at least five Working Days before the change of address for the registered office is due to take effect; and
- (b) in a form and as required by the Act.

1.8 Contact Person

1.8.1 The Club shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

1.8.2 The Club's contact person must be:

- (a) at least 18 years of age; and
- (b) ordinarily resident in New Zealand.

1.8.3 A contact person can be appointed by the Committee or elected by the Members at an Annual General Meeting.

1.8.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

- (a) a physical address or an electronic address; and
- (b) a telephone number.

1.8.5 The registered office of the Club shall be at such place in New Zealand as the Committee from time to time determines. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

2. Members

2.1 Minimum number of Members

The Club shall maintain the minimum number of Members required by the Act.

2.2 Types of Members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

| | |
|---------------------|----------------------------|
| Provisional Members | Social Members |
| Full Members | Corporate Members |
| Family Membership | Junior Members |
| Foundation Members | Short Term Fishing Members |
| Life Members | Half Yearly Members |
| Honorary Members | Tournament Members |

2.2.1 Full Member – shall be an individual admitted to membership under this Constitution and who has not ceased to be a Member and shall have equal rights to the Club Facilities and eligible to hold office and vote at General meetings. Includes the following exception:

- (a) financial Members under the age of 18 years shall not hold any Club office or be entitled to vote.
- (b) Full Single memberships are broken into three stages: 18 – 21 years of age, 22 – 25 years of age, 26 years+.

2.2.2 Social Member – shall be an individual admitted to membership under this Constitution and who has not ceased to be a Member and shall have equal rights to Club Facilities but is not eligible to hold office and vote at General meetings.

2.2.3 Family Member – Any two persons over 18 years of age with the same address may become Full Members of the Club by application as provided in Rule 2.2 accompanied by the appropriate entrance fee and annual subscription. Any number of persons who

have not attained the age of 18 years residing with the two Full Members at the same address will be entitled to Junior membership at no cost.

2.2.4 Junior Members - shall be under the age of eighteen on the 1st day of July of any one year and have equal rights to the Club Facilities but are not eligible to hold office nor vote at General Meetings.

2.2.5 Life and Foundation Members -- shall have equal rights to the Club Facilities and be eligible to hold office and vote at General meetings (to vote, members must be of legal voting age).

2.2.6 Foundation Members

(a) From time to time the Club by special resolution in a General Meeting may resolve upon a scheme for the lump sum prepayment of subscription for a given number of years ahead. Any Member over the age of 20 years joining such a scheme shall be called a Foundation Member and for the duration of the period covered by the prepayment shall be entitled to the same rights and privileges as a Full Member.

(b) It shall be competent within the terms of Rule 2.2.6(a) for Members to create a category of membership whereby on payment of a lump sum fixed by the authorising special resolution, a Member shall be entitled to the rights and privileges of Full Members for life without payment of annual subscription. If the authorising resolution so stipulates such membership may be transferred during the lifetime of that Member or transmitted by testamentary provision.

2.2.7 Honorary Life Members – The Club in Annual General Meeting may if it sees fit appoint as Life Members any person who has rendered extraordinary service to the Club and to whom the Club wishes to make some gesture of appreciation. It shall not be competent for the Club to make an appointment of Life Membership unless there is a prior recommendation of the Committee, which shall only be made pursuant to a unanimous resolution of the Committee. It shall not be obligatory on the Committee at any time to make a recommendation or, on the Members in a General Meeting, to accept a recommendation and make the appointment. Subject to these Rules, Life Members shall hold office during their lifetime and shall be entitled to all the powers and privileges of Full Members without being liable for subscription, levies or other charges. The number of Life Members at any time shall not exceed fifteen.

2.2.8 Honorary Members – The Committee may from time to time elect as Honorary Members of the Club such person whom they deem worthy of that honor or (as in the case of participating anglers in international tournaments) upon whom the conferment

of pro tem membership is a normal convention and courtesy of the sport. Honorary Members shall be entitled to all the powers and privileges of full membership save only the right to vote at meetings of the Club without being liable for subscriptions, levies or other charges. The term honorary membership shall be fixed by the Committee in each specific instance, not however in any event to extend beyond the current financial year in which Honorary membership was bestowed.

2.2.9 Short Term Members and Tournament Members – Any person paying the appropriate subscription fixed as provided in these Rules may become a Short Term or Tournament Member by application in such form as may from time to time be set by the Committee. The payment of such subscription for the appropriate number of days shall entitle the Member to compete for trophies for which they are eligible, plus pins and other unrestricted tournaments and to use the Clubs Facilities. It does not confer any other rights of membership of the Club other than the right of entry to the Clubhouses during the currency of their Membership and subject to their compliance with the Clubs by-laws and (in the case of Members who win trophies) the right to attend the Club's annual prize giving function. For the purpose of this Rule, the duration of each Short Term or Tournament Membership shall not exceed one week. Short Term Members do not qualify to participate in any Club administration matters, voting rights nor rights to hold office during such period.

2.2.10 Provisional Members – Any person who has filled in an application form and has been nominated and seconded by two financial Members and has paid the entrance and subscription fee specified under these Rules will become a Provisional Member or in the case of a Family Membership, Members. Provisional Members will be issued with a Provisional Membership card and will be entitled to the rights and privileges of a Full Member of the Club other than the right to vote at meetings of the Club. Provisional Membership will cease once their membership has been approved by the Committee as provided in Rule 2.3 and their Club Membership card has been issued. In the event that a membership application is rejected by the Committee as provided in Rule 2.3, then the Provisional membership will cease, and the entrance and subscription fees will be returned to the applicant, and the provisions of Rule 2.3 will apply.

2.2.11 Half Yearly Members – Any person may become a Half-Yearly Member by application as provided in rule 2.3 accompanied by the appropriate entrance and subscription fees. The payment of such subscription for the appropriate number of days shall entitle the Half Yearly Member to compete for trophies for which they are eligible, pins, and

other unrestricted tournaments and the use of the Club's Facilities. It does not confer any other rights of membership of the Club other than the right of entry to the Clubhouses during the currency of their Half Yearly Membership and subject to their compliance with the Club's by-laws (in the case of Half Yearly Members who win trophies) the right to attend the Club's annual prize giving function. For the purpose of this Rule, Half Yearly is defined as any continuous period not exceeding six months in total duration. All Half Yearly memberships shall expire on the first to occur of the 30th of December or 30th of June each year following the granting of Half Yearly Membership.

2.2.12 Corporate Members – The term “Corporate Member” shall mean any association, business, club or other incorporated body approved for membership by the Committee under rule 2.3 of these Rules.

- (a) For the purposes of voting, quorum or other count of financial Members under these Rules a Corporate Member shall be the equivalent of three Members of the Club and at all times the annual membership fee payable by a Corporate Member shall be not less than three times the fee payable by Social Members admitted under Rule 2.2.2.
- (b) On applying to join a corporate Member shall supply the Club with a list of corporate affiliates for the purposes of this membership. It shall at all times keep that list updated and will provide those persons with a method of identifying themselves to the Club that is acceptable to the Club.
- (c) Those persons who are on the list of corporate affiliates supplied by a Corporate Member and who do not otherwise hold any other membership of the Club shall be deemed to be Members of and subject to the Rules of the Club with the following limits:
 - (i) The rights of entry to the Clubhouses are restricted to such times as the Corporate Member is using the Clubhouses for an agreed purpose.
 - (ii) They shall at all times carry and provide on request the form of identification agreed by the Corporate Member.
 - (iii) The voting and speaking rights at the meetings of the Club shall be limited to the rights extended to a Social Member as describe in Rule 2.2.2.
 - (iv) This membership does not entitle them to hold office in the Club, participate in any reciprocal visiting rights with other clubs, and receive any membership badge of the Club or to represent the Club at any sporting or other fixture.

- (v) All rights of membership shall cease upon the cessation of the Corporate Membership.
- (vi) The decision of the Committee shall be final and in the event of membership being refused

2.3 Becoming a Member

- 2.3.1 Consent** – Every applicant for membership must consent in writing to becoming a Member.
- 2.3.2 Process** – An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.
- 2.3.3** The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.
- 2.3.4** The signed written consent of every Member to become a Club Member shall be retained in the Club's membership records.

2.4 Members' obligations and rights

- 2.4.1** Every Member shall provide the Club in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Club in writing of any changes to those details.
 - (a) all Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
 - (b) a Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's Facilities) if all subscriptions and any other fees have been paid to the Club not less than three days prior to the meeting, and have no other outstanding levies or charges, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.
 - (c) the Committee may decide what access or use Members may have of or to any Club Facilities and to participate in Club activities, including any conditions of and fees for such access, use or involvement.

2.5 Subscriptions and fees

2.5.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of an Annual General Meeting (which can also decide that payment be made by periodic instalments).

2.5.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity or to access or use the Club Facilities until all the arrears are paid. If such arrears are not paid within 2 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior Notice to that Member).

2.6 Ceasing to be a Member

A Member ceases to be a Member:

- (a)** by resignation from that Member's class of membership by written Notice signed by that Member to the Committee; or
- (b)** on termination of a Member's membership following a dispute resolution process under this Constitution; or
- (c)** on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership); or
- (d)** by resolution of the Committee where:
 - (i)** the Member has failed to pay a subscription, levy or other amount due to the Club within 60 Working Days of the due date for payment; and
 - (ii)** in the opinion of the Committee the Member has brought the Club into disrepute.

with effect from (as applicable):

- (i)** the date of receipt of the Member's Notice of resignation by the Committee (or any subsequent date stated in the Notice of resignation); or
- (ii)** the date of termination of the Member's membership under this Constitution, or
- (iii)** the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- (iv)** the date specified in a resolution of the Committee; and

when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

2.7 Expulsion of Members

If any Member shall willfully infringe these Rules or by-laws or regulations in pursuance hereof or be guilty of un-sportsman like conduct or any act detrimental to the interests of the Club it shall be in the power of the Committee provided the majority of the whole approve:

- 2.7.1** To suspend such Member for a period not exceeding 12 calendar months during which period such Member shall not be entitled to any of the privileges of the Club.
- 2.7.2** To call such Member to resign their membership and if any such Member after being so called upon shall refuse or neglect to forward their written resignation within seven days the Committee may expel the Member who shall thenceforth cease to be a Member of the Club subject to the right of appeal hereinafter provided.
- 2.7.3** Prior to exercising the aforesaid powers of suspension or expulsion the Committee shall give the Member details of the allegations against them and a reasonable opportunity of presenting in person before the Committee their answers thereto or explanation thereof.
 - (a)** If the Committee shall expel a Member as aforesaid such Member shall have the right to appeal to a General Meeting of Members provided that within seven days of the decision of the Committee being made known to them they shall notify the Committee in writing of their intention to appeal.
 - (b)** On the receipt of such Notice the Committee shall convene a Special General Meeting for the purpose of hearing the appeal.
 - (c)** The proceedings before such a meeting shall be by way of rehearing and the meeting by a majority of Members present and voting may expel such Member or impose any suspension or make any other decisions which the Committee might have made.
 - (d)** The Member shall be bound to attend any such Special General Meeting and if they shall fail to attend, the meeting may proceed with the appeal in their absence or dismiss it.
 - (e)** The Chairman of any such Special General Meeting may admit as evidence statements not strictly within the rules of evidence and any person whether a Member or not shall be able to give evidence on any Matter and may be called as a witness either by the Committee, or by the Member.

- (f) At any meeting at which any appeal is held, the Member may be represented by any other Member of the Club.

2.8 Obligations once membership has ceased

A Member who has ceased to be a Member under this Constitution:

- (a) remains liable to pay all subscriptions and other fees to the Club's next balance date;
- (b) shall cease to hold himself or herself out as a Member of the Club;
- (c) shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks and manuals), and
- (d) shall cease to be entitled to any of the rights of a Member.

2.9 Becoming a Member again

2.9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

2.9.2 But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

3. Rules of Competition

3.1 Rules of Competition

3.1.1 All competitions for presented trophies shall be conducted in accordance with the conditions laid down by the donors thereof at the time of presentation or subsequently varied by agreement with the Committee and such conditions and general rules of competition shall be available at all reasonable times at the offices of the Club and shall be published from time to time in the Club yearbook.

3.1.2 Save the case where the donor of the trophy specifically stipulates to the contrary or the Committee so resolves in the case of a particular trophy, all Club trophy competitions will be held between the 1st day of July in any year and the 30th day of June in the following year.

3.1.3 All Club awards and trophy competitions shall be subject to the rules of the International Game Fishing Association as from time to time in force with regard to fishing and tackle which rules the Club adopts as part of these Rules. The Club will notify Members of any change in the fishing rules of the IGFA or the NZBGFC and the Club, by notices posted in all Clubhouses within seven days following notification of

these changes being received by the Secretary from the relevant organisation and by insertion in the issue of any Club newsletter next published after the Secretary receives such notification.

3.1.4 No certificate or trophy shall be awarded by the Club unless:

- (a)** The claimant therefore was a Member of the Club at the time of catching the fish.
- (b)** The weighing of the fish was at one of the Bay of Islands authorised weigh stations and by authorised weigh masters, or by a deputy appointed by the weighmaster concerned (in the latter's unavoidable absence) and the Secretary was so advised provided that weighing at an authorised weigh-station of an affiliated club by an authorised weighmaster will be accepted provided the Secretary of the affiliated club concerned has supplied to the New Zealand Sports Fishing Council the receipt from the Government Inspector of Weights and Measures who has tested and passed as accurate, for the season in question, the scales concerned, and that this club has been so informed by the Council Secretary.
- (c)** All conditions of these Rules and of the IGFA have been complied with and the angler and boatman have signed a declaration to that effect.

4. General meetings

4.1 Procedures for all General Meetings

- 4.1.1** The Committee shall give all Members at least 28 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting. Any Notice required to be given by the Club under these Rules may be given either personally, by electronic means or by sending post to the Member at the contact address notified to the Club and recorded in the Club's Register of Members.
- 4.1.2** That Notice will be addressed to the Member at the contact address notified to the Club and recorded in the Club's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive Notice of the General Meeting.
- 4.1.3** Only financial Members may attend, speak and vote at General Meetings. They may do so:
 - (a)** in person, or

- (b)** by advanced voting two weeks (fourteen days) prior to the set date for the General Meeting which shall end at 5.00 pm on the Friday fourteen days or more before the Annual General Meeting; and
 - (i)** advanced voting shall be at a place designated by the Committee; and
 - (ii)** advanced voting shall be via electronic mail, or postal; and
 - (iii)** advanced voting shall be through the authorised representative of a body corporate as notified to the Committee.

4.1.4 No General Meeting may be held unless at least fifteen eligible financial Members attend throughout the meeting and this will constitute a quorum.

4.1.5 If, within half an hour after the time appointed for a General Meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Club, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum so long as two or more Members are present in person.

4.1.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more Members present, by secret ballot.

4.1.7 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or recorded by advance voting.

4.1.8 Subject to Rule 4.1.9, any decisions made or resolutions passed when a quorum is not present shall not be valid.

4.1.9 The Club may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 66 percent of the eligible financial Members voting on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (including by electronic means).

- 4.1.10** General Meetings shall be held at 25 The Strand, Russell by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- 4.1.11** All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair that meeting.
- 4.1.12** Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 4.1.13** Any person chairing a General Meeting may:
- (a)** With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b)** Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the Chairperson be removed from the General Meeting, and
 - (c)** In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- 4.1.14** The Committee may propose motions for the Club to vote on (**Committee Motions**), which shall be notified to Members with the Notice of the General Meeting.
- 4.1.15** Any Member may request that a motion be voted on (**Member's Motion**) at a General Meeting, by giving Notice to the Secretary or Committee at least 28 Working Days before that meeting. The Member may also provide information in support of the motion ('Member's Information'). If Notice of a motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, Notice of the motion shall be provided to Members with the written Notice of the General Meeting.

4.2 Minutes

The Club must keep minutes of all General Meetings.

4.3 Annual General Meetings: when they will be held

- 4.3.1** An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and

consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

4.3.2 The Annual General Meeting must be held no later than the earlier of the following:

- (a) six months after the balance date of the Club
- (b) fifteen months after the previous annual meeting.

4.4 Annual General Meetings: business

4.4.1 The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopt the annual report on the operations and affairs of the Club;
- (c) adopt the Committee's report on the finances of the Club, and the annual financial statements;
- (d) set any subscriptions for the current financial year;
- (e) consider any motions of which prior Notice has been given to Members with Notice of the Meeting;
- (f) consider any general business, and
- (g) to elect for the following year and in the following order:
 - (i) A President;
 - (ii) nine Committee members;
 - (iii) Up to two Club Captains;
 - (iv) A Patron or Patrons (not exceeding three);
 - (v) Any new Life Members;
 - (vi) An Honorary Solicitor who may or may not be a Member of the Club, but who holds a current practicing certificate; and
 - (vii) An Auditor who may or may not be a Member of the Club, but who shall not hold any other office in the Club.

4.4.2 The Committee must, at each Annual General Meeting, present the following information:

- (a) an annual report on the operation and affairs of the Club during the most recently completed accounting period
- (b) the annual financial statements for that period, and

- (c) Notice of any disclosures of conflict of interest made by Officers during that period (including a summary of the Matters, or types of Matters, to which those disclosures relate).

4.5 Special General Meetings

- 4.5.1** Special General Meetings may be called at any time by the Committee by resolution.
- 4.5.2** The Committee must call a Special General Meeting if it receives a written request signed by fifty members or more.
- 4.5.3** Any resolution or written request must state the business that the Special General Meeting is to deal with.
- 4.5.4** The Rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

5. Committee

5.1 Committee composition

- 5.1.1** The Committee will consist of at least the following:
 - (a) Club President; and
 - (b) Secretary; and
 - (c) not less than six nor more than nine Members, including a Vice-President.
- 5.1.2** The Club President, Club Vice-President and Secretary must have been Members of the Club for a period of not less than two years prior to the date of the meeting.
- 5.1.3** The other Committee members must have been Members of the Club for a period of not less than one year prior to the date of the meeting.
- 5.1.4** Notwithstanding any other provisions of these Rules including Rule 8:12 no person shall be eligible for membership of the Committee if and for so long as they are:
 - (a) a lessee, sub-lessee, licensee or sub-licensee of a Clubhouse; or
 - (b) a shareholder or director of anybody corporate coming within the descriptions set out in paragraph (a) of this Rule; or
 - (c) an employee of the Club.

5.1.5 For the first year only after he or she has ceased to hold office, the outgoing President shall be an additional ex-officio member of the Committee and shall be entitled to attend and vote at its meetings.

5.2 Functions of the committee

From the end of each Annual General Meeting until the end of the next, the Club shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act, any Regulations made under the Act and this Constitution.

5.3 Powers of the committee

The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

- (a) The Committee shall not sell lease or dispose or agree to sell lease or dispose of a Clubhouse or a significant part thereof without the prior approval of 66% or more of the Members. Notwithstanding the foregoing, the Committee may enter into such a transaction as long as in doing so it is expressly conditional (as a condition subsequent) to the approval of 66% or more of the Members.

5.4 Sub-committees

5.4.1 The Committee may appoint sub-committees to assist in the conduct of the Club's affairs but they must be chaired by a member of the Committee with relevant experience or expertise in that portfolio.

5.4.2 All sub-committees will consist of such persons (whether or not Members of the Club) and for such purposes as the Committee thinks fit. Unless otherwise resolved by the Committee:

- (a) the quorum of every sub-committee is half the members of the subcommittee but not less than two;
- (b) no sub-committee shall have power to co-opt additional members;
- (c) a sub-committee must not commit the Club to any financial expenditure without express authority from the Committee; and
- (d) a sub-committee must not further delegate any of its powers.

5.5 General Matters: committees

5.5.1 The Committee and any sub-committee may act by resolution approved during a

conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.

- 5.5.2** Other than as prescribed by the Act or this Constitution, the Committee or any subcommittee may regulate its proceedings as it thinks fit.

6. Committee meetings

6.1 Procedure

- 6.1.1** The quorum for Committee meetings is at least half the number of members of the Committee.

- 6.1.2** A meeting of the Committee may be held either:

- (a)** by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b)** by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- 6.1.3** A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every member of the Committee shall have one vote.

- 6.1.4** The Chairperson shall chair all meetings of the Committee but if the Chairperson is not present, the members of the Committee present may choose one of their number to chair the meeting. The chairperson of each Committee meeting has a casting vote in the event of a tied vote on any resolution of the Committee.

- 6.1.5** Except as otherwise provided in this Constitution, and the Act, the Committee may regulate its own procedures.

6.2 Frequency

- 6.2.1** The Committee shall meet at least four times per annum at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.

- 6.2.2** The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members not less than two Working Days' Notice of Committee

meetings, but in cases of urgency a shorter period of Notice shall suffice.

7. Officers

7.1 Qualifications of Officers

7.1.1 Every Officer must be an actual person who:

- (a) has consented in writing to be an Officer of the Club, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

7.1.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Club, namely:

- (a) a person who is under 16 years of age
- (b) a person who is an undischarged bankrupt
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- (d) a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4 of the Act.
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961).
 - (iii) an offence under section 143B of the Tax Administration Act 1994
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3).
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act, or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

7.1.3 Prior to election or appointment as an Officer a person must:

- (a) consent in writing to be an Officer, and
- (b) certify in writing that they are not disqualified from being elected or appointment as an Officer either by this Constitution or the Act.

7.1.4 Only a natural person may be an Officer and each certificate shall be retained in the Club's records.

7.2 Officers' duties

At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be in the best interests of the Club,
- (b) must exercise all powers for a proper purpose,
- (c) must not act or agree to the Club acting, in a manner that contravenes the Act or this Constitution.
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the Club;
 - (ii) the nature of the decision; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her
- (e) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, and
- (f) must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

7.3 Election or appointment of Officers

7.3.1 The election of Officers shall be conducted as follows.

- (a) at least 28 Working Days before the date of the Annual General Meeting, the

Club shall give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Club by or on behalf of each nominee, in support of the nomination.

- (b) only nominees who are not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above) may stand for election and vote in elections.
- (c) if there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) votes shall be cast in such a manner as the Chairperson of the Annual General Meeting shall determine.
- (e) two Members (who are not nominees) or non-Members appointed by the Chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- (f) the failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- (g) in the event of any vote being tied the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- (h) in addition to Officers elected under the foregoing provisions of this Rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Club. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

7.3.2 Notwithstanding any other provision in this Rule 7.3, or the Constitution, if nominations received for any position of Officer or Trustee are less than or equal to the number of positions to be filled, then the Committee shall not be required to conduct an election and in its place shall declare the nominees so elected as Officers or Trustees as the case may be.

7.4 Term

The term of office for all Officers elected to the Committee shall be one year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office. Officer's may stand for election the following year/s if they wish.

7.5 Removal of Officers

An Officer shall be removed as an Officer by resolution of the Committee or the Club where in the opinion of the Committee or the Club:

- (a) the Officer elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee;
- (b) the Officer has brought the Club into disrepute;
- (c) the Officer has failed to disclose a conflict of interest;
- (d) the Officer has divulged confidential information; or
- (e) the Committee or Club passes a vote of no confidence in the Officer,

with effect from (as applicable) the date specified in a resolution of the Committee or Club.

7.6 Ceasing to hold office

7.6.1 An Officer ceases to hold office when they resign (by Notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

7.6.2 Each Officer shall within five Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Club held by such former Officer.

7.7 Conflicts of interest

7.7.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Committee and/or sub-committee, and
- (b) in an Interest Register kept by the Committee.

7.7.2 Disclosure must be made as soon as practicable after the Officer or member of a subcommittee becomes aware that they are interested in the Matter.

7.7.3 An Officer or Member of a sub-committee who is an Interested Member regarding a Matter:

- (a) must not vote or take part in the decision of the Committee and/or subcommittee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but

- 7.7.4** may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or subcommittee decides otherwise). However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 7.7.5** Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 7.7.6** Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

8. Trustees

8.1 Trustees

- 8.1.1** There shall be three Trustees (in these Rules referred to as "The Trustees") each of whom shall be a Member and shall be elected at an Annual General or Special General Meeting.
- 8.1.2** Nominations duly seconded and consented to by the nominee shall be made to the Secretary in writing at least one month before the date of the Annual General or Special General Meeting at which the election is to be held.
- 8.1.3** Subject always to rule 7.3.2, the election of Trustees shall be conducted in the same manner as for Officers as is set out in Rule 7.3 of this Constitution.
- 8.1.4** Subject always to Rule 8.1.5, the Trustees shall be elected for a term of three years with the longest serving Member standing down at the end of that term but being eligible for re-election.
- 8.1.5** The only exception to Rule 8.1.4 shall be that with effect from the date of adoption of this Constitution, the initial Trustees shall be those currently serving.
- 8.1.6** The role of the Trustees shall be the final control and supervision of all transactions relating to any Club owned real estate including the Clubhouses whether freehold or leasehold and to take control of the affairs and day to day running of the Club prior to an election in the event of the resignation or expulsion of the Committee as a whole.
- 8.1.7** Prior to the Committee entering into any sale, lease, disposal or purchase of any real property or any mortgage or loan secured against any real property or agreeing to

enter into any sale, lease, disposal or purchase of any real property or any mortgage or loan secured against any real property on behalf of the Club (**Restricted Transaction**) they shall first obtain the consent and approval in writing of a majority of the Trustees which consent and approval shall not be unreasonably withheld, delayed or conditioned. Notwithstanding any of the foregoing, the Committee may enter into a Restricted Transaction so long as in doing so it is expressly conditional (as a condition subsequent) to the consent and approval in writing of a majority of the Trustees being obtained.

8.1.8 If, in the opinion of the Committee, the Trustees approval in terms of clause 8.1.7 is unreasonably withheld, delayed or conditioned, then the following shall apply:

- (a)** the Committee and the Trustees shall enter into good faith negotiations for a period not exceeding twenty Working Days from when the decision of the Trustees in respect of a Restricted Transaction is notified to the Committee with a view to resolving such Matter and the Restricted Transaction proceeding with Trustee's approval or being abandoned by the Committee;
- (b)** if the process in Rule 8.1.8 does not result in the Restricted Transaction proceeding with Trustee's approval or being abandoned by the Committee, then the Committee may resolve to call a Special General Meeting in order for Members to determine if the Restricted Transaction should proceed or not, and if so, on what terms and conditions. If in that Special General Meeting, 66% or more of Members resolve that the Restricted Transaction should proceed on a basis acceptable to the Committee, then the Committee may proceed to implement the Restricted Transaction on that basis.

8.1.9 Notwithstanding 8.1 in the event of the death or resignation of a Trustee the remaining Trustees shall be fully competent to act notwithstanding their number is less than three pending the election of a replacement Trustee at the next following General or Special General Meeting.

9. Records

9.1 Register of Members

9.1.1 The Club shall keep an up-to-date Register of Members.

9.1.2 For each current Member, the information contained in the Register of Members shall include:

- (a)** their name, and

- (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- (c) their contact details, including –
 - (i) a physical address or an electronic address, and
 - (ii) a telephone number
- (d) the register will also include each Member's
 - (iii) postal address
 - (iv) email address (if any)
 - (v) whether the Member is financial or unfinancial
- (e) any other information prescribed by the Act.

9.1.3 Every current Member shall promptly advise the Club of any change of the Member's contact details.

9.1.4 The Club shall also keep a record of the former Members of the Club. For each Member who ceased to be a Member within the previous 7 years, the Club will record:

- (a) the former Member's name, and
- (b) the date the former Member ceased to be a Member.

9.2 Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

9.3 Access to information for members

9.3.1 A Member may at any time make a written request to the Club for information held by the Club.

9.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

9.3.3 The Club must, within a reasonable time after receiving a request :

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

9.3.4 Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if :

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its Members, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club, or
- (d) the information is not relevant to the operation or affairs of the Club, or
- (e) withholding the information is necessary to maintain legal professional privilege, or
- (f) the disclosure of the information would, or would be likely to, breach an enactment, or
- (g) the burden to the Club in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- (h) the request for the information is frivolous or vexatious, or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

9.3.5 If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within ten Working Days after receiving notification of the charge, the Member informs the Club

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

9.3.6 Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

10. Finances

10.1 Control and Management

10.1.1 The funds and property of the Club shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution, and

(b) devoted solely to the promotion of the purposes of the Club.

10.1.2 The Committee shall maintain bank accounts in the name of the Club.

10.1.3 All accounts paid or for payment shall be submitted to the Committee for approval of payment.

10.1.4 The Committee must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Club, and
- (b) allow the Club to produce financial statements that comply with the requirements of the Act, and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Club's Constitution).

10.1.5 The Committee must establish and maintain a satisfactory system of control of the Club's accounting records.

10.1.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.

10.2 Balance date

10.2.1 The Club's financial year shall commence on the 1st of July in each year and end on the 30th of June the following year (the latter date being the Club's balance date).

10.3 Appointment of an Auditor

10.3.1 The Club shall appoint an Auditor at the Annual General Meeting who shall be a suitably qualified person appointed by the Members.

10.3.2 the Auditor shall not hold any office in the Club but, shall have the right to attend any meeting of which the Club's financial affairs are under discussion.

10.3.3 the audit fees shall be determined by the Committee and the Auditor shall have access to all the books and accounts of the Club.

11. Dispute Resolution

11.1 Meanings of dispute and complaint

11.1.1 A dispute is a disagreement or conflict involving the Club and/or its Members in relation to specific allegations set out below.

11.1.2 The disagreement or conflict may be between any of the following persons:

- (a) two or more Members
- (b) one or more Members and the Club
- (c) one or more Members and one or more Officers
- (d) two or more Officers
- (e) one or more Officers and the Club
- (f) one or more Members or Officers and the Club

11.1.3 The disagreement or conflict must relate to any of the following allegations:

- (a) a Member or an Officer has engaged in misconduct
- (b) a Member or an Officer has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.
- (c) the Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act.
- (d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

11.2 How complaint is made

11.2.1 A Member or an Officer may take a complaint by giving to the Committee (or a complaints subcommittee) a Notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- (b) sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Club.

11.2.2 The Club may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a Notice in writing that:

- (a) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- (b) sets out the allegation to which the dispute relates.

11.2.3 The information given under sub clause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

11.2.4 A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

11.3 Person who makes complaint has right to be heard

11.3.1 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

11.3.2 If the Club makes a complaint:

- (a) the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Club.

11.3.3 Without limiting the manner in which the Member, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Club's written or verbal statement or submissions (if any) are considered by the decision maker.

11.4 Person who is subject of complaint has right to be heard

11.4.1 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Club (the **respondent**):

- (a) has engaged in misconduct; or
- (b) has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or this Act, or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

11.4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

11.4.3 If the respondent is the Club, an Officer may exercise the right on behalf of the Club.

11.4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:

- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

11.5 Investigating and determining dispute

11.5.1 The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

11.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

11.6 Club may decide not to proceed further with complaint

11.6.1 Despite the 'Investigating and determining dispute' Rule above, the Club may decide not to proceed further with a complaint if:

- (a) the complaint is considered to be trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct
 - (ii) that a Member, an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Constitution or bylaws or the Act.
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the Matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

- (f) there has been an undue delay in making the complaint.

11.7 Club may refer complaint

11.7.1 The Club may refer a complaint to:

- (i) a subcommittee or an external person to investigate and report on; or
- (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

11.7.2 The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

11.8 Decision makers

A person may not act as a decision maker in relation to a complaint if two or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the Matter without a predetermined view.

12. Liquidation and removal from the register

12.1 Resolving to put Club into liquidation

12.1.1 The Club may be liquidated in accordance with the provisions of Part 5 of the Act.

12.1.2 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to put the Club into liquidation.

12.1.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

12.1.4 Any resolution to put the Club into liquidation must be passed by a two-thirds majority of all Members present and voting.

12.2 Resolving to apply for removal from the register

12.2.1 The Club may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

12.2.2 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Club from the Register of Incorporated Societies.

12.2.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

12.2.4 Any resolution to remove the Club from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

12.3 Surplus assets

12.3.1 If the Club is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

12.3.2 On the liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in an organisation to be confirmed by the elected representatives.

12.3.3 However, in any resolution under this rule, the Club may approve a different distribution to a different Not for Profit Organisation from that specified above, so long as the Club complies with this Constitution and the Act in all other respects.

13. Alterations to the Constitution

13.1 Amending this Constitution

13.1.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.

13.1.2 The Club may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

13.1.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

13.1.4 Any proposed resolution to amend or replace this Constitution shall be signed by at least 66 per cent of eligible Members and given in writing to the Committee at least 28 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

13.1.5 At least fifteen Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

13.1.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

14. Other

14.1 Common seal

14.1.1 The Club will have a common seal that must be kept in the custody of an Officer.

14.1.2 The common seal may be affixed to any document:

- (a) by resolution of the Committee, and must be countersigned by two Officers; or
- (b) by such other means as the Committee may resolve from time to time.

14.2 Indemnity

The Club Committee and each of them shall be fully indemnified by the Club against any loss or damage caused, or liability incurred, to any person or body by reason of or in connection with any act properly done or omitted in the performance of any of the duties of the said Club Committee or any Committee person but not in the case of such as happen to be by their own wilful act neglect or default.

14.3 Bylaws

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.