

# Constitution of the Whakatane Sport Fishing Club Incorporated



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## Whakatane Sportfishing Club Constitution

### Contents:

1. Definitions and interpretations
2. Club Details
3. Purpose and Powers
4. Members
5. General Meetings
6. Committee
7. Committee meetings
8. Officers Duties
9. Interests
10. Patrons
11. Manager
12. Finances
13. Amendments
14. Bylaws
15. Dispute Resolution
16. Liquidation and removal
17. Matters not provided for
18. Transition

# 1: Definitions and Interpretations

## 1.1 **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, including any amendments, and any regulations made under that Act.

**AGM or Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

**Bylaws** means any bylaws, policies, regulations and codes of the Club made under clause 14.

**Casual Vacancy** is a vacancy which arises when a Committee Member does not serve their full term of office.

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

**Committee Member** means a member of the Committee.

**Constitution** means this Constitution, including any amendments and any schedules to this Constitution.

**Contact Details** means a physical or an electronic address and a telephone number.

**Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

**Club Manager** means the person in the highest-ranking management position in the Club.

**General Meeting** means an AGM or SGM 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 the Council's performance of its activities or exercise of its powers or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Council.

**Member** means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.0

**Officer** means a Committee Member and any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**"President"** means the person appointed as President under section 11.4.

**"Secretary/Executive Officer"** means the Officer responsible for the matters specifically noted in this Constitution.

**SGM** or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

**Special Resolution** means a resolution passed by a 75% majority of votes cast.

**Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in the Bay of Plenty.

**Interpretation:** Unless the context otherwise requires:

- (1) Words referring to the singular include the plural and vice versa.
- (2) Clause headings are for reference only.
- (3) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (4) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (5) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (6) All periods of time or notice exclude the days on which they are given.

**1.2 Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (1) a Member if delivered by hand to the Member or sent to the address set out in their Contact Details;
- (2) the Club if sent to [secretary@wsfc.co.nz](mailto:secretary@wsfc.co.nz) or by post to the Club's registered office set out on the Register of Incorporated Societies.

**1.3 Receipt of notices:** A notice is deemed to have been received:

- (1) if delivered by hand, at the time of delivery;
- (2) if given by post, when left at the address of that party or five Business Days after being put in the post; or
- (3) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

## 2: Club Details

**2.1** Whakatane Sport Fishing Club Incorporated (hereinafter referred to as the ("Club"))

**2.2** The registered office of the society shall be in such a place in New Zealand as the committee from time to time determines.

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

(a) At least five (5) working days before the change of address for the registered office is due to take effect.

(b) In a form and as required by the Act.

**2.4** The Club shall have at least one (1) but no more than three (3) contact persons whom the Registrar can contact when needed.

**2.5** The Clubs contact person must be:

(a) At least 18 years of age

(b) Ordinarily resident in New Zealand

**2.6** A contact person can be appointed by the Committee or elected by the Club at a General Meeting.

**2.7** 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.

(b) A telephone number.

**2.8** Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within twenty (20) working days of that change occurring, or the Council becoming aware of the change.

### 3.0 Purpose and powers

**3.1** To maintain and further interests of Sportfishing.

**3.2** The protection and preservation of gamefish and their food supply.

**3.3** To accumulate reliable piscatorial information and place such information at the disposal of visiting and local anglers.

**3.4** To accurately weigh and record fish caught on rod, reel and line.

**3.5** To award season's certificates and trophies as determined by the Committee.

**3.6** To develop further the welfare of the Club as members from time to time deem expedient.

**3.7** To purchase, sell, exchange, take on lease, hire, let or otherwise acquire, dispose of or deal with any real and personal property, to erect and maintain buildings and other facilities, to open and operate bank or savings accounts, to lend and borrow money, to enter into contracts, operate licensed premises, employ staff and generally to do any act necessary or convenient for the purposes of this or any of the objects.

**3.8** To conduct and organize tournaments for the welfare of the Club and its members and members of the public.

**3.9** In pursuance of its objects, the club shall not permit any part of its income or other funds to be used or be made available for the private pecuniary profit of any member except in cases

where such member is engaged by the Club to perform such professional or other normal services as may be required from time to time.

- 3.10** Lead, promote and enable Diversity, Equity and Inclusion across the whole Club including Fishing in all forms.
- 3.11** Promote, develop and co-ordinate Fishing competitions.
- 3.12** Protect the integrity of Sportfishing and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance.
- 3.13** Support the development of Members, including the relevant training, education and development of the Members, including officials and volunteers in best practices for fishing, fish handling, fish release, resource conservation and fish utilization

## 4.0 Members

### 4.1 Membership generally:

- (a) A Candidate for admission as a member shall be proposed by one member and seconded by another both of whom shall vouch from their personal knowledge for the fitness of the candidate. The candidate shall pay the appropriate subscription with the nomination form. The Candidate initially will be on a trial period of 3 months.
- (b) The election of a candidate to Club membership shall be by a majority of the committee present at the Committee meeting at which the candidate's admission is considered. The Committee may itself, or by delegation of its authority may authorize any person or persons to provisionally accept any duly nominated candidate wishing to fish in a Club tournament. Any candidate provisionally accepted in accordance with this provision shall be deemed to be a full financial member pending ratification or declining of membership when the candidate's nomination is considered in accordance with the foregoing provisions.
- (c) The Committee shall have the right to refuse or defer any application for membership without having to assign reasons for doing so. Any candidate not elected shall not be proposed again for election within a period of twelve months.
- (d) Membership shall begin on the 1st day of August on any one year and expire on the 31st day of July the following year, with the exception of Summer Membership, which shall begin on the 1st day of December and expire on the 31st day of May.
- (e) Subscriptions shall be paid in advance and shall become due for payment on the 1st day of August in each year. Summer Memberships shall become due on the 1st day of December each year.
- (f) Financial members shall be those who have paid their subscriptions within the membership year and deemed financial from the payment date of subscription.
- (g) Life members shall be persons who have rendered special services to the Club over a period of years, shall be elected at an Annual General Meeting upon a recommendation from the Committee and shall be deemed to be financial members.

- (h) Senior members shall be persons aged seventeen (17) and over on the 1st day of July in each year unless that person qualifies for student membership.
- (i) Student members shall be persons aged Seventeen (17) and who are under the age of Twenty-Three (23) on the first day of July of the current financial year and who are school pupils or enrolled in a full-time course of study at a Tertiary Institution. On leaving school or full-time tertiary study or reaching the age of Twenty-Three (23) such members will become Senior members in the following year.
- (j) Junior members shall be persons aged sixteen ( 16) and under on the 1st day of July in each year and shall be entitled to financial membership excluding voting right. When a junior member becomes seventeen (17) their membership shall convert to Student or Senior membership as appropriate in the following year.
- (k) Honorary members shall be persons who have rendered special services to the Club and shall be appointed by the Committee for a one year only at a time and shall be deemed to be financial members excluding voting rights.
- (l) Affiliate members shall be persons who are entitled to use of the Club's facilities only and receiving of newsletters and yearbook.
- (m) Social and Summer members shall be persons who are entitled to use of the Club's facilities and privileges of Financial membership but shall not have speaking or voting rights at any Annual General Meeting or Special General Meeting.
- (n) Day members shall be persons who have paid such a subscription as may be current and such membership shall be valid for the period from the date and time nominated by the applicant on the application form supplied by the club.
- (o) Family membership shall include a maximum of two Senior members and their children who are Junior members.
- (p) Only Senior members, Student members and Life members qualify to hold office in the club and speak and vote at meetings.

#### **4.2 Membership rights and duties**

Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of The New Zealand Sport Fishing Council.
- (b) They are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee.
- (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period.
- (d) if they fail to comply with sub-clause (a) the Committee may terminate their membership, but the Member continues to be bound by this Constitution.

- (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property; and
- (f) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.

#### 4.3 Suspension of a Member

- (a) **Suspension of Member:** If a Member is, or may be, in breach under clause 4.5, and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the Member must be given notice of the suspension.
- (b) **Suspension of Member rights:** Unless otherwise determined by the Committee, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.

#### 4.4 Ceasing to be a member

A Member ceases to be a Member:

- (i) on death;
- (ii) by giving notice to the Committee of their resignation;
- (iii) if their membership is terminated under clause 4.3;
- (iv) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- (v) If the member has failed to pay a subscription three months after the date appointed for payment.

#### 4.5 Consequences of ceasing to be a Member:

A Member who ceases to be a Member:

- (i) remains responsible to pay all their outstanding membership and other fees to the Club;
- (ii) must return all the Club's property if required;
- (iii) ceases to be entitled to any rights of a Member

#### 4.6 Members Register

The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.



#### 4.6 Membership fees :

The Committee shall recommend all subscriptions, fees and levies for the ensuring year and shall submit them to the Annual General Meeting for approval.

## 5.0 General Meetings

### 5.1 AGM

(a) An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.

- Posting notice on the club web site
- Posting notice in the club news letter
- Posting notices within the club
- Posting on Social media

(b) Voting shall be by a show of hands, but a secret ballot shall be taken if requested by a minimum of four financial members present and entitled to vote. The majority vote shall prevail.

(c) The quorum at any General Meeting shall be 30 Financial members present.

(d) The President, or in the President's absence the Senior Vice-President or in the Senior Vice-President's absence the Vice-President shall preside at all general meetings and in the absence of these the members shall elect their own chairperson from amongst their number.

(e) The Business of the Annual General Meeting shall be in the following order:

- (i) Receive apologies.
- (ii) To confirm, subject to any necessary corrections, the minutes of the previous Annual General Meeting and any other General Meetings held in the intervening period.
- (iii) Receive the President's Report and any other reports which the Committee has resolved should be put before the meeting.
- (iv) Receive the Financial Statement
- (v) Elect a Patron
- (vi) Elect Officers and additional Committee members for the ensuing year.
- (vii) Appoint an Auditor and Solicitor.
- (viii) Consider any nominations for Life Membership.
- (ix) Fix subscriptions for the next financial year.
- (x) Consider any constitutional amendments and any other motions of which notice has been given in the manner prescribed for constitutional amendments.
- (xi) Consider General Business.

**5.2 Notice of proposed motions:**

Members must give notice of any proposed motions and other items of business to the Club at least 14 days before the date of the AGM.

**5.3 Notice of agenda:**

Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

**5.4 Calling of SGM:**

The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by Ten current financial members who would be entitled to vote at any General Meeting.

**5.5 Notice of SGM:**

Members must be given at least 14 days notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.

**5.6 Method of holding meeting:**

A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.

**5.7 Quorum:**

No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 30 financial members who are entitled to vote, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.

**5.8 No quorum at AGM:**

If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

**5.9 No quorum at SGM:**

If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

**5.10 Control of General Meetings:**

The President, or in the President's absence the Senior Vice-President or in the Senior Vice-President's absence the Vice-President shall preside at all general meetings and in the absence of these the members shall elect their own chairperson from amongst their number.

**5.11 Omissions and irregularities:**

The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice

within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:

- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
- (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

#### **5.12 Attendance:**

Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings

#### **5.13 Voting:**

A Member is entitled to exercise one vote on any motion at a General Meeting or SGM in person (voting in person includes voting via electronic means who are participating as per clause 5.6)

#### **5.14 Conduct of voting:**

Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or as otherwise required under this Constitution.

#### **5.15 Minutes:**

Minutes must be kept of all General Meetings.

#### **5.16 Resolution:**

An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

## **6.0 Committee**

### **6.1 Functions and powers:**

Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club. All acts done by any meeting of the Committee (sub-committee, Committee Member, or their agents) shall be as valid as if such Committee (subcommittee, Committee Member or agent) had been duly appointed and was qualified to act, unless afterwards discovered that there was some defect in the appointment of any such Committee (sub-committee, Committee Member, or their agent) or that they or any of them were not qualified.

### **6.2 Composition**

- (a) The Club Committee shall consist of the following:
- (b) 3 Officers; and
- (c) A minimum of 6 Committee Members (A maximum of 9 Committee Members).

Not more than two (2) members of the Committee may be charter boat operators or persons whose principal occupation or source of income is that of charter boat owning or operation.

The Club Officers shall be the President, the Senior Vice-President, the Vice-President, and for one year only the immediate Past President.

### **6.3 Election of Committee Members:**

Committee Members are elected as follows:

- (a) All nominations for officers or committee members shall be in writing and received by the Secretary at the office of the Club no later than 7 days prior to the AGM and no later than 7pm on that day. A nomination shall include:
- (b) The name of the person nominated, who must be a financial member at the time that the nomination is lodged and who holds a class of membership that entitles the member to hold office in the Club.
- (c) The office(s) or vacancy for which the member is being nominated.
- (d) The signatures of two financial members as proposers, not being Affiliate, Social, Summer or Junior members.
- (e) The signature of the nominee (as evidence of the member's acceptance of nomination)
- (f) The Committee may issue nomination forms, but any nomination complying with this rule shall be valid.
- (g) Where the number of nominees for any office or vacancy on the Committee does not exceed the number required:
- (h) The nominee(s) shall be declared elected.
- (i) Where no nominations or insufficient nominations are received for any office or vacancy then:
  - (i) oral nominations, to fill the office or vacancies remaining after the procedure prescribed in sub-paragraph (i) above has been followed shall be sought from the floor on the General Meeting at which the election is being held.
- (j) Where the number of nominations exceeds the number of vacancies a secret ballot shall be conducted under the supervision of two or more member appointed scrutineers who are not candidates for office shall be elected by the meeting.
- (k) Ties shall be decided by lot. The casting vote given to the Chair shall not be used in elections.
- (l) Subject to these rules the Committee shall have the power to establish more detailed electoral procedures. In any case of doubt or dispute the ruling of the Chairperson for the time being shall be final.
- (m) The Position of Senior Vice-President shall be the highest polling vote of the two (2) Vice-Presidents.

### **6.4 Qualification:**

Every Committee Member must, in writing:

- (a) consent to be a Committee Member; and
- (b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act

### **6.5 Disqualification:**

The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is an employee of, or independent contractor to, the Club.
- (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- (c) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.
- (d) Non-attendance at two consecutive Committee meetings by a Committee member will cause the member's position to be forfeited unless granted leave of absence or excused on reasonable grounds
- (e) In the event that a Committee member, in the absence of being excused on reasonable grounds attends less than three quarters of the yearly meetings that person shall not be eligible for re-election to the Committee in the subsequent year.
- (f) A Committee member may be removed from their position as Committee member by a two-thirds majority vote of the entire Committee for failing to carry out the functions allotted and accepted by that member. The Committee's decision shall be final, and no correspondence or discussion will be entered into in respect of that decision.

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those

#### **6.6 Term of office:**

The period of office for Officers shall be one (1) year but upon re-nomination may offer themselves for re-election.

The period of office for Committee members shall be two (2) years except that at the first election following the coming into force of these rules the five (5) highest polling members shall be elected for a two (2) year term and the remaining five (5) members shall be elected for a one (1) year term, thereafter five (5) such committee members shall be elected annually for two (2) year terms. Those Committee members whose term has expired may upon re-nomination offer themselves for re-election.

#### **6.7 Casual Vacancy:**

If a Casual Vacancy arises, the remaining Committee Members may:

- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
- (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
- (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.

#### **6.8 Suspension of Committee Member:**

If any Committee Member is or may be the subject of an allegation, notice or charge described under the sub-clause headed “**Disqualification**” or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may

by Special Resolution suspend the Committee Member from the Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.

#### **6.9 Removal of Committee Member:**

- (a) The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:
  - (i) has seriously breached duties under this Constitution or the Act; or
  - (ii) is no longer a suitable person to be a Committee Member.
- (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
- (c) Before considering a motion for removal, the Committee Member affected by the motion must be given:
  - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
  - (ii) adequate time to prepare a response; and
  - (iii) the opportunity prior to the Committee meeting to make written submissions; and
  - (iv) the opportunity to be heard at the Committee meeting.

#### **6.10 Committee Member ceasing to hold office:**

A person ceases to be a Committee Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Committee;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act
- (e) the person dies.

## **7.0 Committee Meetings**

#### **7.1 Calling meetings:**

Committee meetings may be called at any time by the Chair or by 3 committee members, but generally the Committee meets Monthly.

#### **7.2 Meeting procedure:**

Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.

#### **7.3 Quorum:**

The quorum for a Committee meeting is 66% of the elected Committee and officers. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic

communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.

#### **7.4 Chair:**

The President, or in the President's absence the Senior Vice-President or in the Senior Vice-President's absence the Vice-President shall preside at all committee meetings and in the absence of these the committee shall elect their own chairperson from amongst their number.

#### **7.5 Voting:**

Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.

## **8.0 Officers Duties**

An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Club;
- (b) must exercise a power as an Officer 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 the nature of the Club, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (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'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's creditors;
- (f) must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - a. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - b. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - c. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,
  - d. if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## **9.0 Interests**

### **9.1 Register of interests:**

The Committee must keep a register of interest disclosures made by Officers.

**9.2 Duty to disclose interest:** An Officer who is Interested in a Matter relating to 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) to the Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.

**9.3 Consequences of being Interested:** A Committee Member who is Interested in a Matter:

- (i) must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent;



- (ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent;
- (iii) must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent;
- (iv) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

## 10.0 Patrons

A person may be invited by the Committee to be a Patron to show their support for the Club and to help establish or maintain public credibility of the Club. A Patron is entitled to attend and speak at General Meetings

## 11.0 Club Manager

**11.1 Role of Club Manager:** A Committee may engage a Club Manager. The Club Manager is under the direction of the Committee and is responsible for the day-to-day management of the Club under this Constitution and the Bylaws and within any delegated authority from the Committee.

**11.2 Committee involvement:** The Club Manager may attend Committee meetings when required by the Committee but has no voting rights.

## 12.0 Finances

**12.1 Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 3.

**12.2 Balance date:** The Club's balance date is 31st May or on the date as the Committee decides.

**12.3 Audit of financial statements:** The Club's financial statements must be audited each year and the audited financial statements must be submitted to the AGM.

**12.4 No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Club. This does not prevent Officers or Members:

- (i) receiving reimbursement of actual and reasonable expenses incurred, or
- (ii) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Officer or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

## 13.0 Amendments

**13.1 Amendments:** This Constitution may only be amended or replaced by Special Resolution of three-fifths of the Members present and entitled to vote at a General Meeting.

**13.2 No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

## 14.0 Bylaws

The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Club's purposes set out in clause 3, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

## 15.0 Dispute resolution

### 15.1 How to make a complaint

- (a) A Member or an Officer may make a complaint by giving to the committee a notice in writing that—
  - (i) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
  - (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (iii) sets out any other information reasonably required by the Club.
- (b) The Club may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
  - i) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
  - ii) sets out the allegation to which the dispute relates.
- (c) The information given under sub clause (a) (ii) or (b) (ii) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

### 15.2 Person who makes complaint has the right to be heard:

- (a) 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.
- (b) If the Club makes a complaint, —
  - (i) the Club has a right to be heard before the complaint is resolved or any outcome is determined; and

- (ii) an Officer or Member of the Board may exercise that right on behalf of the Club.
- (c) 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—
  - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) the Member's, Officer's, or Club's written statement or submissions (if any) are considered by the decision maker.

### **15.3 Person who is subject of the complaint has the right to be heard:**

- (a) This Rule applies if a complaint involves an allegation that a Member, an Officer, or the Club (the respondent)—
  - (i) has engaged in misconduct; or
  - (ii) has breached, or is likely to breach, a duty under the Club's Constitution or Regulations or the Act; or
  - (iii) has damaged the rights or interests of a Member or the rights or interests of members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Club, an Officer or Member of the Board may exercise the right on behalf of the Club.
- (d) 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—
  - (i) 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
  - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iv) an oral hearing (if any) is held before the decision maker; and
  - (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

### **15.4 Investigating & Determining Dispute**

(a) The Committee 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.

(b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.

(c) The Committee has the right to hold an enquiry, even if the member fails to attend an in person hearing or respond in writing.

(d) If, after an enquiry, the Committee finds evidence that such misconduct was injurious to the standing or interests of the Club, the Committee may:

(i) Request a written apology.

(ii) Reprimand the member in writing.

(iii) On a majority vote suspend the member for a period not exceeding 12 months.

(iv) On a majority vote expel the member from the Club.

#### **15.5 Club may decide not to proceed further with complaint:**

Despite clause 11.4 above, the club may decide not to proceed further with a complaint if—

(a) the complaint is 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 Council has materially breached, or is likely to materially breach, a duty under the Council's Constitution, bylaws or Regulation or the Incorporated Societies Act 2022:

(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.

#### **15.6 Club may refer complaint:**

(a) The Club may refer a complaint to —

(i) a subcommittee or an external person to investigate and report; or

(ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision under clause 15.4.d(i), (ii) and (ii) or recommend to the Committee to exercise the option under clause 15.4.d(iv).

(b) 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).

### 15.7 Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee consider that there are reasonable grounds to believe that the person may not be—impartial, or able to consider the matter without a predetermined view.

## 16 Liquidation and removal

**16.1 Notice:** The Committee must give notice to all Members at least 20 Working Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) or to remove the Club from the Register of Incorporated Societies;
- (c) or for the distribution of the Club's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

**16.2 Special Resolution:** Any resolution for a motion set out in clauses 16.1(a) to (c) must be passed by a Special Resolution of Members.

**16.3 Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to any not-for-profit entity that shares similar purposes to the Club.

## 17.1 Matters not provided for

If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

## 18 Transition

**18.1 Transition:** This clause 18 applies to facilitate transition of the Club from the previous Constitution to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

**18.2 Power of Committee during transition period:** Subject to the Act, the Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for 1 year and is solely to enable flexibility in the transition of the Club from the previous Constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.

**18.3 Transition of Committee Members:** The Committee Members under the previous Constitution continue.