

THE CANTERBURY CAR CLUB INCORPORATED

CONSTITUTION

Full Revision November 2024

Re-registered under the Incorporated Societies Act 2022 on 9 January 2025

P O Box 16610, Hornby, Christchurch 8441

CONSTITUTION OF THE CANTERBURY CAR CLUB **INCORPORATED**

1. NAME

The name of the Club shall be **The Canterbury Car Club Incorporated (the “Club”)**.

The Canterbury Car Club Incorporated is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

2. DEFINITIONS

In this Constitution, words have the meaning set down in the Act. If a term is not defined in the Act, then that term has the meaning given to it in the Incorporated Societies Act 2022. Unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 1908 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.

Board means the Club’s governing body.

Board Member means a member of the **Board** including the **President, Vice President, Club Captain and elected and appointed board members**.

Council Member means a member appointed to the Sporting Council.

Days means calendar days.

General Manager means the individual employed by the **Board** responsible for, among other things, managing day to day operations, overseeing the finances of the **Club** and keeping the **Register of Members**, and the **Register of Interests**

General Meeting means either an **Annual General Meeting** or a **Special General Meeting** of the **Club**.

Honorary Member means a non-voting member awarded membership in recognition of support to 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 Incorporated Societies Act 2022.

Interests Register means the register of interests of Officers, including **Board Members**, kept under these **Rules**

Matter means ;

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

Member means a person properly admitted to the **Club** who has not ceased to be a member of the **Club**.

'**Notice**' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

President means the elected President of The Canterbury Car Club.

'**Register of Members**' means the register of **Members** kept under this Constitution as required by Section 79 of the Act.

Secretary means the individual engaged to record the minutes of **Board** and **General Meetings**.

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

Sport representative means a member elected to a Sporting Section.

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.

3. PURPOSES

The purposes of the Club shall be to:

- (a) organise, and conduct motorsport and associated activities for Club members and the general public.
- (b) promote, organise, conduct and assist driver training and road safety.
- (c) maintain affiliation with any other Association, (for example, MotorSport New Zealand Inc.)
- (d) promote inclusive membership and use of the Club facilities to the wider community regardless of religious or political beliefs, sex, race or age,
- (e) act as a good corporate citizen and act in the interests of the Club members

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

- 1) any Member of the Club deriving any personal financial gain from membership of the Club, other than as may be permitted by law, or
- 2) returning all or part of the surplus generated by the Club's operations to Members, in money or in kind, or
- 3) conferring any kind of ownership in the Club's assets on Members

The Club will not operate for the financial gain of Members simply if the Club;

- engages in trade,
- for matters that are incidental to the purposes of the Club, pays a Member of the Club that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- 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),
- pays any Member interest at no more than current commercial rates on loans made by that Member to the Club, or

- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.

No Interested Member is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.

Any payments made to an Interested Member must be for goods and services used to meet the purposes of the Club and to maintain the Club facilities and must be reasonable and comparable to payments that would be made between unrelated parties.

4. POWERS

The Club shall have the following powers:

- a. to make or alter constitutions, rules, regulations and by-laws
- b. establish committees and delegate powers and duties to these committees
- c. to organise and control competitions and engage in promotional activities
- d. to affiliate and co-operate with other organisations
- e. to purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences
- f. to raise funds by accepted means, make investments, acquire property and exercise prudent financial management and accounting
- g. to sell, lease, mortgage, charge or otherwise dispose of any of its property and grant such rights and privileges over such property as it considers appropriate
- h. to manage contracts with appointed staff, club members, individuals, and others
- i. to insure the property and protect employees and officials of the Club
- j. to store and manage information about members in accordance with the Privacy Act 2020 and any amendments
- k. to deal with potential conflicts and invoke disciplinary procedures
- l. to exercise any power a prudent person of business would exercise in managing the affairs of others.

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.

Notwithstanding the above, the Club may:

- only use, dispose of, or otherwise deal with any asset of the Club (including property and financial interests) for a purpose of the Club; and
- only borrow money (with agreed security), if authorised by majority vote of the Board.

5. REGISTERED OFFICE

The Registered Office of the Club shall be situated at 107 Hasketts Road, Ruapuna Park, Templeton, Christchurch.

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

at least 5 working days before the change of address for the registered office is due to take effect, and

in a form and as required by the Act.

Contact Person

- i. The contact person is the General Manager of the Club.
- ii. The back-up contact person is the President of the Club.

The Club's contact person must be:

At least 18 years of age and ordinarily resident in New Zealand.

The contact person will be appointed by the Board.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details including a physical address or an electronic address, and a Telephone number.

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.

6. **MEMBERSHIP**

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

Membership shall be open to all persons subscribing to the objects of the Club and paying the prescribed subscription. There shall be several categories of membership as defined in the by-laws.

No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, race or age, but the Board shall have the right to refuse membership to any person without publishing any reason. The Board must advise the applicant of its decision

Life members shall be entitled to all Club privileges without the payment of the annual subscription.

All members shall conduct themselves in a manner which upholds the Constitution, By-laws and Rules of the Club and MotorSport NZ, and shall maintain a spirit of good sportsmanship at all times.

Admission Procedures

Every applicant for membership must consent in writing to becoming a Member by completing a Membership Application form.

The applicant will become a probationary member of the Club on submission of a completed application form, accompanied by the appropriate subscription fee. The Board shall consider all applications at the next board meeting after the receipt of the application form.

Register of Members

A register of members shall be maintained by the Club in accordance with the Privacy Act 1993 and any amendments. If a member's contact details change, that member shall advise the Club of the new postal or e-mail address and telephone number.

Entitlements

Each member shall be entitled to:

1. stand for office
2. propose any eligible person for office or membership
3. attend any General Meeting
4. receive the Annual Report
5. the right of appeal against expulsion from membership in accordance with the by-laws.

Voting Entitlement

All subscribed members are entitled to vote at the Annual General Meeting.

All members shall have voting rights at all other General Meetings.

Members must be registered prior to a general meeting to cast their vote.

Subscriptions and fees

The annual subscription and any other fees for membership for the next financial year shall be set by resolution of a General Meeting.

Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 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's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the Board may terminate the Member's membership (without being required to give prior notice to that Member).

Cessation of Membership

A Member ceases to be a Member;

- by resignation from that Member's class of membership by written notice signed by that Member to the Board, or
- on termination of a Member's membership following a dispute resolution process under this Constitution, or
- on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- by resolution of the Committee where;
- The Member has failed to pay a subscription, levy or other amount due to the Society within 200 Working Days of the due date for payment.
- In the opinion of the Board the Member has brought the Society into disrepute.
- with effect from (as applicable);
- the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation), or
- the date of termination of the Member's membership under this Constitution, or 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 the date specified in a resolution of the Board and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

Obligations once membership has ceased

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

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

Becoming a member again

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 Board.

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 Board.

7. MANAGEMENT STRUCTURE

A BOARD

The Board may exercise all the Powers of the Club. Key responsibilities are:

- 1) to appoint the General Manager and oversee the General Manager's operation and decisions
- 2) to approve the Club's annual plan and budget
- 3) to set and oversee the Club's strategic direction
- 4) financial accountability including appointment of a club accountant
- 5) long term planning
- 6) to recommend changes to the rules of motorsport
- 7) to arrange and manage judicial proceedings
- 8) to appoint honorary officers, subject to ratification at a general meeting
- 9) to recommend Life memberships
- 10) to make and amend by-laws

The Board shall consist of a maximum of eight members ;

The Club President,

The Club Captain,

Three Club members, one of whom shall be the Vice President,

Two Club members to be appointed by the board. These members shall have skills and experience to assist in specific projects initiated by the Board.

One Board member may be seconded from the Motor Racing Club.

The President shall be the Chair of the Board and also chair all General Meetings. If the President is unable to attend a meeting the Vice President will assume the role of Chair.

The President shall serve a three-year term. Board members shall serve a two-year term. Each will retire on rotation at the Annual General Meeting on expiry of their term in office. They are eligible for re-election. No President shall serve more than two consecutive terms. Board members shall serve no more than three consecutive terms.

Appointed Board members shall serve a one-year term and may be reappointed for one further term, after which they must retire. They are eligible to stand for elected Officer positions.

The Board shall be able to form sub-committees and shall have the right to second a member if and when required. Seconded members do not have voting rights at Board meetings.

Members of the Board may resign by giving written notice to the Board. Should a casual vacancy occur during the term of office then the Board may fill that vacancy for the remainder of the term for which the vacating member was elected by calling a special general meeting or by appointing a replacement until the next Annual General Meeting.

Decisions of the Board bind the Club. The Board has all of the powers of the Club, unless the Board's power is limited by this Constitution, or by a majority decision of the members of the Club.

Power to make decisions in emergency situations shall be vested in the General Manager provided that all such decisions are subject to subsequent ratification by the Board.

The Board from time-to-time amend, alter or rescind by-laws of the Club, so long as these are not in contravention of this Constitution. All such by-laws shall be binding on members of the Club. A copy of the current by-laws will be available for inspection by any member upon request to the General Manager.

B MANAGEMENT STAFF

The Board shall employ the following management staff;

General Manager who must qualify as an officer in terms of the Incorporated Societies Act 2022, to make all day-to-day decisions that do not contravene this Constitution or any policy decisions of the Annual General Meeting or of the Board.

Club Accountant who must qualify as an officer in terms of the Incorporated Societies Act 2022, to advise and provide accountancy services.

Specific duties will be set down in the employment contracts.

C SPORTING COUNCIL

The Sporting Council will be overseen by the Club Captain assisted by the Deputy Club Captain and include two members from each of the sporting sections listed in the By Laws:

The number and function of these sporting sections may be changed with the approval of a General Meeting.

Each sporting section will organise sporting and social activities as required in conjunction with the Club Captain, and in consultation with the General Manager or delegated management member. All sporting section members shall retire after a two-year term and shall be eligible for re-election.

The Deputy Club Captain may resign by giving written notice to the President for the Board to confirm. Should a casual vacancy occur during the term of office, the Board may fill the vacant position until the next Annual General Meeting.

Each sporting section shall consist of up to seven elected representatives.

Each newly elected sporting section shall elect two of these representatives to represent them on the Sporting Council.

The Club President, Vice President, Club Captain and Deputy Club Captain are also ex officio members of all sporting sections.

Any member of a sporting section may resign by giving written notice to the Club Captain.

D PATRON

There may be a Patron who shall be appointed by the Board and ratified at the Annual General Meeting.

E REMOVAL OF OFFICERS

Any member of the Board, President, Vice President, Club Captain, Deputy Club Captain or an Honorary Officer may be removed from their position in the following circumstances:

- a. Dies; or
- b. Resigns in accordance with section 7A or 7C of this Constitution; or
- c. Is removed from office in accordance with this constitution or the By-laws of the Club; or
- d. Becomes disqualified from being an officer an officer in terms of the Incorporated Societies Act 2022; or
- e. Otherwise vacates office in accordance with this Constitution

8. NOMINATIONS

Nominations of President, Vice President, Board Members, Club Captain, Deputy Club Captain, and members of Sporting Sections shall be called for no later than the 1st of July each year.

Nominations shall be lodged in writing and signed by a proposer, seconder and by the nominee, all of whom shall be members, and forwarded to the General Manager to arrive no later than the 20th July each year.

All nominees for the President, Vice President, Board Member, Club Captain and Deputy Club Captain positions will be required to confirm that they are qualified to be an officer in terms of the Incorporated Societies Act 2022.

A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as required by the Act) shall be received by the **General Manager** at least 20 **Working Days** before the date of the **Annual General Meeting**.

A candidate may stand for more than one vacancy.

Should there be a greater number of nominations than there are vacancies to be filled, an election must be held.

Where there are fewer written nominations than the number of vacancies to be filled, those nominees shall be declared elected.

For Sporting Sections only, nominations may be called from the floor of the meeting for the remaining vacancies. Such nominees must be Club members and be supported by a mover and seconder and accepted by the nominee.

The Board may second members to fill any vacancies occurring between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Board**. 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). Any such appointment must be ratified at the next **Annual General Meeting**.

Any nomination may be withdrawn by the nominee at any time prior to the election.

The candidates elected to the positions of Vice President or Deputy Club Captain shall not be eligible for election to any other office.

The candidates elected to the positions of Club President, Vice President and Club Captain will be automatically elected to the Board,

At the first meeting of the Board following the Annual General Meeting the Board will appoint two experienced Club members to the Board in accordance with this Constitution. The appointees will be required to confirm that they are qualified to be an officer in terms of the Incorporated Societies Act 2022.

9. MEETINGS

Meetings may be held at a physical venue and/or on-line as directed by the Board.

(A) ANNUAL GENERAL MEETING

The Annual General Meeting may -

- 1) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
- 2) agree to any change to the Constitution and By-Laws
- 3) set overall policy directions
- 4) approve a long-term plan
- 5) decide rules of participation
- 6) elect members to the Board, Club Offices and Sporting sections
- 7) receive and approve the Annual Report and provide notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).
- 8) recommend changes to the rules of motorsport
- 9) set annual fees and levies
- 10) confer Life Memberships
- 11) receive any notices of motion
- 12) ratify the appointment of Patron.

The Annual General Meeting of the Club shall be held during the month of September each year and will be called by the Board.

Should the Board default in convening any Annual General Meeting, such meeting may be convened by signed requisition of any 15 members.

The Annual General Meeting shall be chaired by the President or Vice President if circumstances require.

The Annual Report and audited Financial Statements for the preceding year shall be presented to the Annual General Meeting.

Any member desiring to place any item of business on the Agenda of the Annual General Meeting shall submit the request in writing to the General Manager no later than the 28 days prior to the date of the Annual General Meeting.

(B) SPECIAL GENERAL MEETING

Special General meetings of the Club may be convened at any time by resolution of the Board or by requisition in writing from and signed by any 15 financial members. Any such requisition shall be addressed to the General Manager and shall state clearly the purpose

of the requisitioned meeting. On receipt, the General Manager shall call a Special General Meeting, notice of which shall be issued within 10 days of receipt of the requisition.

The Special General Meeting shall be chaired by the President or Vice President if circumstances require.

(C) NOTICES

Fourteen days' notice of all general meetings shall be given in writing to all Members of the Club. The notice shall include the date, time, place, the registration process, names of all nominees for any elected positions including proposers and seconders, and the agenda for the meeting.

All notices required to be given by this Constitution shall be deemed to have been given if they have been posted or e-mailed to the addressee at their last known address. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

(D) VOTING

Only financial Members may attend, speak and vote at General Meetings;

in person; or

by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting,

At all general meetings voting, other than for elected positions, shall be by voice or, if the Chairman or any three other members shall require it, by show of hands.

Each member shall have one vote for each position.

All voting for elected positions shall be by secret ballot, counted by three elected scrutineers who shall not be candidates. For any on-line component of the meeting the scrutineers may be replaced by an electronic voting system. Those candidates who receive the highest number of votes shall be declared elected.

In the case of equality of votes for any elected position, the Chairman shall have the power to order an elimination election of the tied candidates.

The voting for elected positions shall be conducted in the following sequence:

President

Vice President

Board members

Club Captain

Deputy Club Captain

The above positions are officers of the Club

Sporting Section representatives are not considered officers of the Club

A maximum of seven members may be elected for each section.

(E) OFFICERS

Qualifications of officers

Every Officer must be a natural person who has consented in writing to be an officer of the Club, and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

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

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. 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
4. 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
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years;
 - 1) an offence under subpart 6 of Part 4 of the Act
 - 2) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 3) an offence under section 143B of the Tax Administration Act 1994
 - 4) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
 - 5) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - 1) a banning order under subpart 7 of Part 4 of the Act, or
 - 2) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - 3) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - 4) 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.

7. 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.

Prior to election or appointment as an Officer a person must;

consent in writing to be an Officer, and

certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note that only a natural person may be an Officer and each certificate shall be retained in the Club's records.

Officers' duties

At all times each Officer:

1. shall act in good faith and in what he or she believes to be the best interests of the Club,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution,
4. 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 him or her
5. 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
6. 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.

Removal of officers

An Officer shall be removed as an Officer by resolution of the Board where in the opinion of the Board;

The Officer elected has been absent from 2 Board meetings without leave of absence from the Board

The Officer has brought the Club into disrepute.

The Officer has failed to disclose a conflict of interest.

The Board passes a vote of no confidence in the Officer with effect from the date specified in the resolution of the Board.

Ceasing to hold office

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

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Club held by such former Officer.

Conflicts of interest

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),

1. to the Board and or sub-committee, and
2. in an Interests Register kept by the Club.

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

An Officer or member of a sub-committee who is an Interested Member regarding a Matter;

1. must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but

3. may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Committee and/or sub-committee 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.

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.

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 Board shall consider and determine the Matter.

(F) BOARD MEETINGS

The Board shall meet a minimum of every second month.

The chair shall be a member of the Board who is elected to the position by the Board. Decisions of the Board shall be by majority vote, and each member of the Board shall have one vote. In the case of equality of votes, the Chairperson shall have a casting vote.

The Board shall appoint a Meeting Secretary to record the minutes of the meeting.

(G) SPORTING COUNCIL MEETINGS

The Sporting Council shall meet bi-monthly. The Club Captain or Deputy Club Captain and the General Manager or a delegated management member shall attend. The meeting shall be chaired by a Sporting Council member elected by those present at the meeting. These meetings should be immediately prior to the next Board meeting.

1. Sporting Sections

Each sporting section shall meet as often as required and shall be chaired by a section member elected by the meeting.

(H) QUORUM

The quorum for meetings shall be:

Annual General Meeting	25 members
Special General Meetings	25 members
Board	4 members
Sporting Council	5 members
Sporting Sections	4 members

(I) ADJOURNMENTS

In the event of a quorum not being present within thirty minutes of the time for which the meeting was called, the Chair shall decide the time and place to which the meeting shall adjourn.

Any meeting may be adjourned to such other time as the majority of members present may decide. 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

No business shall be conducted without a quorum, except the arrangement of the adjourned meeting.

(J) MINUTES

Minutes of all meetings shall be kept and when confirmed shall be conclusive evidence of the proceedings recorded therein.

(K) NOTICES OF MOTION FOR THE ANNUAL GENERAL MEETING

Any notice of motion must be submitted to the Board in writing no later than the 28 days prior to the date of the Annual General Meeting. The notice of motion shall be read at the next Annual General Meeting, and will be debated and voted on at that meeting.

10. RECORDS

Register of Members

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

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

Their name, and

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

Their contact details, including;

A physical address or an electronic address, and a telephone number.

The register will also include each Member's;

- 1) postal address
- 2) email address (if any)
- 3) occupation
- 4) whether the Member is financial or unfinancial

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

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

The former Member's name, and

The date the former Member ceased to be a Member.

Interests Register

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

Access to information for members

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

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

The Club must, within a reasonable time after receiving a request;

1. provide the information, or
2. agree to provide the information within a specified period, or
3. 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

4. refuse to provide the information, specifying the reasons for the refusal.

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

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. 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
3. 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
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. 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
8. the request for the information is frivolous or vexatious, or
9. 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.

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 10 Working Days after receiving notification of the charge, the Member informs the Club;

1. that the Member will pay the charge; or
2. that the Member considers the charge to be unreasonable.

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

11. FINANCES

Control and management

The funds and property of the Club shall be;

controlled, invested and disposed of by the Board, subject to this Constitution, and devoted solely to the promotion of the purposes of the Club.

The Board shall maintain bank accounts in the name of the Club.

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

The Board must ensure that there are kept at all times accounting records that;

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

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

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form.

The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.

Balance Date

The financial year of the Club shall be 1st July to 30th June of the following year.

12. DISPUTE RESOLUTION

Meanings of dispute and complaint

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

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

1. 2 or more Members
2. 1 or more Members and the Club
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Club
6. 1 or more Members or Officers and the Club

The disagreement or conflict relates to any of the following allegations;

1. a Member or an Officer has engaged in misconduct

2. a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
3. the Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Board (or a complaints sub-committee) a notice in writing that;

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

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;

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

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

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

All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A Member or an Officer may make a complaint by giving to the Board (or a complaints sub-committee) a notice in writing that

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the Club.
2. The Society 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;
 1. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 2. sets out the allegation to which the dispute relates.
 3. The information given under subclause (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.
 4. A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

Person who makes complaint has right to be heard

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.
2. If the Society makes a complaint;
 1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 2. an Officer may exercise that right on behalf of the Club.
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;
 1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 3. an oral hearing (if any) is held before the decision maker; and
 4. the Member's, Officer's, or Club's written or verbal statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

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.
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.

Club may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Club** may decide not to proceed further with a complaint if;

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 1. that a Member or an Officer has engaged in material misconduct:
 2. 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:
 3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

Club may refer complaint

1. The Club may refer a complaint to;
 1. a sub-committee or an external person to investigate and report; or
 2. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.
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).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be;

1. impartial; or
2. able to consider the matter without a predetermined view.

Without limiting their powers, the decision-maker may:

decide not to proceed further with the complaint;

decide not to uphold the complaint; or

uphold the complaint and make such directions as the decision-maker thinks appropriate including but not limited to:

- (a) suspending or termination a Member's membership;
- (b) suspending an Officer's term of office or removing an Officer from office;
- (c) revoking any honour or award granted by the Club;
- (d) ordering any party to the dispute to meet the reasonable costs of any other party to the dispute;
- (e) ordering either party to the dispute to meet any of the Club's reasonable costs in dealing with the complaint,

and such direction or directions shall be binding on the parties to the dispute.

13. LIQUIDATION AND REMOVAL FROM THE REGISTER

Resolving to put society into liquidation

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

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

The Board 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.

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

Resolving to apply for removal from the register

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

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

The Board 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.

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.

Surplus assets

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

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 incorporated society with similar aims and purposes.

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

14. ALTERATION TO THE CONSTITUTION

Amending this constitution

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.

The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a 75% majority of those Members present and voting. That amendment may be approved by a resolution passed in lieu of a meeting, but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 5 per cent of eligible Members and given in writing to the Board at least 30 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.

At least 20 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.

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.

15. OTHER

Interpretation

If any matter shall arise that is not provided for in the Constitution or in the interpretation of this Constitution, then the matter shall be determined by the Board whose decision shall be final.

Bylaws

The Board 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.