

# CONSTITUTION

## 1. Name of the Society

The Society shall be called the "Mercury Bay Game Fishing Club Incorporated".

## 2. Registered Office

The Registered Office of the Society shall be in New Zealand.

## 3. Interpretation

In the interpretation of these rules unless there is something in the subject or context inconsistent therewith:

- (a) "The Club" means the "Mercury Bay Game Fishing Club Incorporated".
- (b) "The Office" means the registered office for the time being of the club.
- (c) "The Register" means the Register of Members.
- (d) "Month" means calendar month.
- (e) "In writing" and "written" include printing and other modes of representing or reproducing words in a visible form including electronic form.
- (f) "The Committee" means the Committee of the Club constituted as hereafter mentioned.
- (g) Words importing the singular number include the plural number and vice versa.
- (h) Words importing persons include corporations.
- (i) "The Rules" means these rules or other rules of the Club for the time being in force.
- (j) "The Act" means 'The Incorporated Societies Act 1908' and its amendments and any statutory provisions for the time being in force in modification of or substitution for the same.
- (k) "The Hearings committee" means a sub-committee appointed by the committee comprising three or more committee members at least one of whom shall be the President or the Vice President and the Chairman will be either the President or the Vice President.
- (l) A "registered place of address" means, firstly an email address and secondly a valid postal address in New Zealand.
- (m) The words 'post' and 'postal' include both mail and electronic means.

## 4. Objects of the Society

The objects for which the Society is established are:

- (a) To maintain and further the interests of sportfishing and marine activities.
- (b) The protection and preservation of all fish and their food supply.
- (c) To promote tag and release of fish species that are included in the MFish tagging programme and the release of other species.
- (d) To accumulate reliable piscatorial information and place such information at the disposal of visiting and local anglers.
- (e) To weigh and record fish caught on rod, reel and line accurately.
- (f) To award season's certificates and trophies as determined by the Committee.
- (g) To develop further the welfare of the Club as members from time to time deem expedient.
- (h) To purchase, sell, exchange, take on lease, hire, let or otherwise acquire, dispose of, 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 purpose of this or any of the aforesaid objects.
- (i) To conduct and organise tournaments for the welfare of the Club and its members.
- (j) 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 only with full Committee approval which shall be minuted.
- (k) To affiliate with other Clubs and/or societies having similar aims and objects if thought desirable.

## 5. Membership

- a) The 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 suitability of the candidate. The particulars relating to a candidate shall be posted in the Clubrooms for a period of fourteen days preceding the day when the candidate comes up for election. The candidate shall deposit at the time of nomination, such sum as may be directed by the Committee as a nomination fee. The election of a candidate to Club Membership shall be by majority of the Committee present at the Committee meeting at which the Candidate's admission is considered. Any candidate not elected shall not be proposed again for election within a period of twelve months **provided that** the Committee may itself, or by delegation of its authority may authorise any person or persons to, provisionally accept any duly nominated candidate wishing to have any fish caught recognised by the Club. Any candidate provisionally accepted in accordance with this provision shall be deemed to be a full financial member pending ratification or declining of membership at which the candidate's nomination is considered in accordance with the foregoing provisions.
- b) Membership shall begin on the 1<sup>st</sup> July in any one year and expire on the 30<sup>th</sup> June the following year.
- c) Subscriptions shall be paid in advance and shall become due for payment on the first day of July in each year.
- d) Financial members shall be those who have paid their subscriptions within the membership year and deemed financial from the payment date of the subscriptions.
- e) Permanent members shall be persons who pay in one sum subscriptions in advance at a rate determined by the Committee for a set number of years and shall be exempt from annual subscriptions during that period.
- f) Junior members shall be under the age of seventeen on the first of July of the current membership year. They shall be entitled to Financial Membership excluding voting rights.
- g) Intermediate members shall be under the age of twenty one on the first of July of the current membership year. They shall be entitled to Financial Membership excluding voting rights.
- h) Honorary members shall be members who have rendered special services to the Club and shall be appointed by the Committee for one year only at a time and shall be deemed to be Financial members.
- i) Life members shall be members who have rendered special services to the Club over a period of years and shall be elected by way of Notice of Motion at the Annual General Meeting upon a recommendation from the Committee and shall be deemed to be Financial members.
- j) Associate members shall be persons other than Financial members.
- k) Family membership shall include two Financial members and any children under the age of seventeen on the first of July of the current membership year.
- l) Only Financial members, Permanent members and Life members will qualify to hold office in the Club and cast one vote at General meetings.
- m) Day members shall be Associate members who pay a daily fee which shall be valid from midnight to midnight (a full calendar day). This fee shall entitle day members to have gamefish caught on that day weighed and be eligible for records, pins or trophies.
- n) A member whose attendance at the Club for a year or more is likely to be prevented by circumstances arising may apply for leave of absence - but for a period not exceeding two years.
- o) Any person who is currently expelled from or suspended by another club affiliated to the New Zealand Sport Fishing Council is ineligible for membership of the Club.

## 6. Membership Rights and Duties

- (a) All Financial, Permanent, Associate and Life Members shall have equal rights to Club facilities.
- (b) All members must abide by the Constitution, Club Rules and Regulations.

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- (c) If representation is made in writing of a member's misconduct in or out of the club, the Hearings Committee at its discretion will hold an enquiry and request that member to attend.
- (d) If the member fails to attend such enquiry or if the member does attend, and the Hearings Committee finds evidence that such misconduct was injurious to the standing or interests of the club, the Hearings Committee may decide on one or more of the following:
  - (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 recommend to the Committee that the member be expelled from the club.
- (e) The Committee shall have the right to defer any application for membership should it see fit to do so for any cause whatsoever without written explanation.
- (f) A member shall cease to be a member of the Club in any of the following events:
  - (i) If, having paid the then current year's subscription and all previous years' subscription he shall by notice in writing to the Club resign from membership.
  - (ii) If having failed to pay his subscription two months after the date appointed for the payment thereof, the member's name shall be removed from the Club's register of members.
  - (iii) If the member be expelled from membership by a resolution of a General Meeting or suspended or expelled by a majority resolution of the Committee.

#### 7. Club Officers

The Club Officers shall be the Patron, President and Vice-President..

The President shall be paid an honorarium of \$2,500.00 at the date of the AGM for consideration of time and effort for the preceding year whilst President of the club.

#### 8. Club Committee

The Club Committee shall consist of eight Committee Members.

#### 9. Election of Officers and Committee

- (a) The Patron, President, Vice-President and the Committee shall be nominated in writing. Such nominations must be at the Office by 4pm on the thirtieth (30th) day before the date set for the Annual General Meeting.
- (b) That the nominees for President and Vice President must have served on the current Committee.
- (c) Nominations for the above must be Financial, Life or Permanent members, must be proposed and seconded by Financial, Life or Permanent members and must be with the written consent of the nominee.
- (d) Voting for Officers and the Committee:-
  - (i) If the number of candidates nominated for any office is greater than the number of vacancies then a postal ballot shall be held in accordance with the provisions of this rule.
  - (ii) Any omission on the part of the Club in forwarding a voting paper to any member entitled to vote shall not invalidate the election.
  - (iii) If a postal ballot is to be held in accordance with subrule 9 (d) (i):-
    - (1) Immediately after the date on which nominations close the Club shall post to each ordinary member of the Club at the address appearing in the Roll of Members a voting paper containing in alphabetical order of surnames a list of all the duly nominated candidates for all offices, a biographical description supplied by any candidates, and directions as to voting.
    - (2) Any member who satisfies the Club that the voting paper was not received or was lost or spoiled shall be entitled to receive a voting paper and to complete it as provided by these rules at any time prior to the closing of the ballot.
    - (3) The voting paper shall be of or similar to the following form with such changes as the Committee may in any particular case consider necessary whether due to a candidate being nominated for more than one office or any other reason:  
Officers of the Mercury Bay Game Fishing Club Incorporated  
 Voting paper for use at election to be held on the .....day of the.....month of ..... for (Patron, President, Vice-President and Committee of eight members as the case may be).  
 Directions:  
 1. The voter must vote for not more than the number of candidates required for the number of vacancies.  
 2. The voter must strike out the name of any candidate for whom the voter does NOT wish to vote.  
 3. The voting paper is to be enclosed in a sealed envelope with the names of the voter legibly signed or printed on the outside of the flap of the envelope.  
 4. The voting paper must be received at the Office not later than 4.00pm on the day preceding the annual general meeting at which time the ballot shall close.
  - (iv) A voting paper shall be informal in any of the following cases:
    - (1) If the name of the voter does not appear legibly signed or printed on the outside of the flap of the envelope.
    - (2) If the voter has not at the time of the closing of the ballot paid all membership fees for the current year or any previous year or whom is in arrears with any such fees.
    - (3) If the number of candidates whose names have not been struck out is greater than the number of vacancies to be filled.
    - (4) If the envelope containing the voting paper reaches the Club's office after the closing of the ballot.
  - (v) The Committee shall appoint as scrutineers no fewer than two ordinary members who are not candidates for office.
  - (vi) Between the time fixed for the closing of the ballot and the commencement of the annual general meeting the envelopes containing the voting papers shall be opened. The votes recorded for each candidate shall be counted by the scrutineers in the presence of the Manager who shall provide the scrutineers with a list of names of all members who at the time of the closing of the ballot have not paid the annual membership fee for the current or any previous year or who are in arrears with any such fees.
  - (vii) If due to any equality of votes given for two or more candidates and the election is not complete the chairperson of the annual general meeting shall decide by lot using such method as the chairperson shall decide which of such candidates shall be elected and the result determined by lot shall complete the election.
  - (viii) On completing the counting of the votes the scrutineers shall prepare a certificate showing the number of valid votes cast for each candidate and shall deliver such certificates to the chairperson of the annual general meeting who shall declare the result of the voting at the meeting.
- (e) In the case of insufficient nominations being received for that vacant position, nominations to fill the shortfall shall be accepted from the floor at the Annual General Meeting and voting for the positions shall be decided by ballot paper.
- (f) Vacancies occurring after the Annual General Meeting through retirement or any other cause may be filled by the Committee at the Committee's discretion. Any person seconded to the Committee pursuant to the provisions of this Section 9(f) shall retire at the Annual General Meeting following their appointment to the Committee but upon renomination may offer themselves for re-election.

#### 10. Committee Procedure

- (a) The general affairs of the Club shall be managed by a Committee consisting of eight Committee members, the President and one Vice President.
- (b) The Committee shall, at its first meeting following the Annual General Meeting, appoint a Chairman who shall hold such office until the next Annual General Meeting unless by a majority the Committee find it necessary to appoint a new Chairman.
- (c) The Committee shall normally meet monthly or when summoned by the Chairman or by electronic form, video, telephone conference or other formats as the Committee may decide.
- (d) Voting shall be by majority and in the case of a tie the Chairman will also have a casting vote. Likewise the Chairman of all sub-committees will also have a casting vote.

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- (e) The purpose for the above change is to allow the committee to pass resolutions when required in a timely fashion without having to physically be in the same room at the same time.
- (f) Non-attendance at two consecutive Committee meetings by a Committee member will cause the members' position to be forfeited unless granted leave of absence or excused on reasonable grounds.
- (g) In the event that a Committee member in the absence of being excused on reasonable grounds attends less than nine twelfths of the yearly meetings that person shall not be eligible for re-election to the Committee in the subsequent year.
- (h) Any Officer or Committee member may be removed from their position by a two thirds majority vote of the 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.
- (i) Six voting members shall constitute a quorum.
- (j) Every member of the Committee shall ipso facto vacate his office on ceasing to be a member of the Club or being suspended for any period from membership of the Club.

#### 11. Committee's Powers and Duties

- (a) The elected Committee shall have authority to employ such staff as may be required to facilitate the business of the Club.
- (b) To appoint sub-committees to deal with and assist with any of the Committee's duties. Such sub-committees may include club members who are not Committee members.
- (c) From time to time, to make, alter, add to or rescind any Club By-law or regulation for the good management of the Club consistent with these Constitutional Rules.
- (d) Exercise all the corporate powers of the Club and give and execute mortgages on Club freehold and leasehold lands or properties.
- (e) The Committee shall keep proper records, balance sheets and receipts which shall be presented to the Auditor so that a true statement of accounts and balance sheet for the preceding year can be audited by the Auditor and be available to all financial members at least seven days before the Annual General Meeting. The Manager shall receive all monies due to the Club and the same shall forthwith be paid to the credit of the Club at its bank. The Manager shall be empowered to endorse all cheques received on behalf of the Club. No payment shall be made other than electronically or by cheque, authorised or signed by two of either the President, Vice-President, Manager or Office Administrator.
- (f) The Committee shall keep proper minutes and records of meetings.
- (g) The Committee shall have notices of the Annual General Meeting or any General Meeting with an agenda outlining the business of such meeting given to all Financial members in pursuance of Rule 19 not later than fourteen days before the date of such meeting.
- (h) The Committee shall appoint such delegates as it requires from time to time to the New Zealand Sport Fishing Council.
- (i) The Committee shall control the Club's Common Seal which shall be used only by Resolution of the Committee and in the presence of at least two Committee members.
- (j) The Committee shall control the Club's funds and may invest such funds from time to time for the benefit of the Club.
- (k) The Committee shall recommend all subscriptions, fees and levies for the ensuing year and shall submit them to the Annual General Meeting for approval.
- (l) All acts done by any meeting of the Committee or of any sub committee of the committee or by any member of the committee or their agents shall not withstanding that it shall be afterwards discovered that there was some defect in the appointment of any such committee, sub committee or the committee member of the committee, or their agent or that they or any of them were not qualified, be as valid as if such committee, subcommittee of the committee, member of the committee or agent had been duly appointed and was qualified to act.

#### 12. The Annual General Meeting

- (a) The Annual General Meeting of the Club shall be held not later than the last Saturday in September of each year.
- (b) The quorum at any Annual General Meeting shall be twenty five financial members present.
- (c) The President, or in his absence, a Vice-President shall preside at all General Meetings, and in the absence of both of these, the members shall elect their own chairman from amongst their number.. The President or other Chairman for the time being shall have a casting vote as well as a deliberate vote and shall decide all questions arising at the meeting not specifically provided for in these Rules.
- (d) The Business of the Annual General Meeting shall be in the following order:
  - (1) Receive apologies
  - (2) Minutes of the Previous Annual General Meeting.
  - (3) Receive the President's Report.
  - (4) Receive the Financial Statement
  - (5) Receive the results of the election of Officers and Committee for the ensuing year.
  - (6) Elect any necessary additional Officers and Committee Members for the ensuing year.
  - (7) Appoint an Auditor.
  - (8) Vote on any Notices of Motion
  - (9) Approve the committee's recommendation of subscriptions, fees and levies for the ensuing year.
  - (10) Consider any General Business.

#### 13. Special General Meeting

- (a) A Special General Meeting of members, of which fifteen (15) shall form a quorum, may be convened by the Committee or the President, of which three (3) clear days notice shall be given.
- (b) A Special General Meeting must be convened by the Club within twenty-eight days upon the written requisition of fifty members of the Club.

##### 13.1. Voting

Subject to a poll being demanded, every question to be decided by any General meeting unless otherwise resolved on without dissent or unless otherwise prescribed by the Act, shall be decided by a majority of the members personally present thereat and qualified accordingly to those present to vote by way of a show of hands.

#### 14. Notice of Meetings

- (a) The Club shall in the case of the Annual General Meeting, send to every member in pursuance of Rule 19 with the Notice of the Meeting a copy of the Annual Report and Audited Statement of Accounts, a statement of attendance of members of the committee during the preceding year mentioning the day, place and hour of meeting and in the case of a Special General Meeting shall similarly send notice stating the purpose of the meeting but the non receipt of such notice by or the omission to give such notice to any member shall not invalidate the proceedings at any meeting. If the audited accounts are not available, an unaudited set of accounts will be sent.

- (b) Members not having registered places of address will be deemed to have received notice by way of the club's website - [www.gamebase.co.nz/NoticestoMembers](http://www.gamebase.co.nz/NoticestoMembers)

#### 15. Minutes

- (a) The first business at every General Meeting after the chair is taken shall be the reading of the minutes of the last General Meeting and if the minutes do not appear to the meeting to have been signed according to the Act or these presents, they shall on being found or made correct, be signed by the Chairman of the meeting at which they are read. The Minute Books of the General Meetings and Special General Meetings and the Register of Members shall be open to inspection of members at all reasonable times.
- (b) Every entry in the Minute Books of the proceedings of General Meetings purporting to be entered and signed according to the Act or these presents, shall in the absence of proof to the contrary be deemed to be a correct record and an original proceeding of the club accordingly, and in every case the burden of proof

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proof or error shall be on the person making any objection to the entry.

#### 16. General

- (a) No addition to, alteration or revision of these Rules shall be made except at a General Meeting by three fifths of the members present and entitled to vote at any General Meeting of the Club for which due notice of the proposed addition to amendment or rescission has been given.
- (b) Notice of any addition to, amendment or rescission shall be on the recommendation of the Committee or be in writing in the form of a notice of motion to be submitted to the General Meeting intended to consider the same. Such notice shall be signed by no fewer than ten Financial members delivered to the Office not later than twenty eight days before the General Meeting at which it is proposed to consider the Notice of Motion.
- (c) Where it is proposed that an existing Rule be revoked, the text of the existing Rule shall be included in the notice.
- (d) Where it is proposed that an existing Rule be altered, the text of both the proposed new rule and the text of the existing Rule shall be included in the Notice.
- (e) The Club shall give members not less than fourteen clear days notice of any proposed Constitutional amendment.
- (f) If any amendment be made to this Constitution pursuant to the Rules, the Club shall send the same to the Register of Incorporated Societies as soon as possible.
- (g) The Club's Financial Year shall be from 1st July to 30th June.
- (h) The Club's Fishing Year shall be from 1st July to 30th June.
- (i) Any dispute between a member or persons claiming through a member under these Rules and the Club or an Officer of the Club shall be decided by the Committee and such decision shall be binding and conclusive on all parties without appeal.
- (j) (a) The Committee shall not be held responsible for acts, defaults or omissions on the part of casual or permanent employees of or contractors to the Club.  
(b) The Club shall at all times indemnify and keep indemnified each of the persons referred to below from and against all claims, demands, actions, proceedings. Costs, damages, losses and expenditure incurred by each such person for or in respect of all things done or omitted by such person in the exercise or attempted exercise of such persons rights or duties (whether expressed or implied by these rules or by any by-law made pursuant to these rules or by the law) or in the purported exercise of any such rights or duties PROVIDED that such person does or omits such things in good faith and in the reasonably held opinion that such person is entitled to do or omit such things. This indemnity shall not extend to criminal liability. The persons herein before referred to are:
  - (i) All members of the Committee including the President and Vice President.
  - (ii) The Manager
  - (iii) All employees of the Club
  - (iv) All members of the Club who are acting with the express authority of the Committee.

#### 17. Seal

- (a) The Committee shall provide a Common Seal for the purposes of the Club. The Seal for the time being of the Club shall be under the custody and control of the Manager for the time being and used for such purposes of the Club and subject to such conditions as the Committee shall from time to time prescribe.
- (b) A separate book shall be kept, to be called the "Seal Register" in which previously to affixing the seal to any document there shall be entered a short title and description of the same together with the date of the minute authorising the seal to be affixed thereto and such entry shall be signed by the members of the Committee who may attest the execution of the document under the seal of the Club and counter signed by the Manager.
- (c) The Manager shall affix the seal with the authority of the Committee or of any sub committee authorised by the Committee to use the seal in presence of two members thereof at the least to all instruments required to be sealed and all such be signed by such members of the Committee and counter signed by the Manager.

#### 18. By-Laws

- (a) Any by-laws made by the Committee or any sub committee shall be under the seal of the Club and may at any time be annulled or varied by the Committee or in the case of by-laws made by a sub committee, by the sub committee which made the same in either case by instrument under the seal of the Club.
- (b) All by-laws so made and for the time being in force shall be binding on all members of the Club and shall have full effect accordingly.
- (c) No by-laws by the Committee or any sub committee shall operate so as to abrogate, modify or vary any provision contained in these rules and in the case of conflict or inconsistency between any by laws so made as aforesaid and the rules, such by laws shall be inoperative and void to the extent of such conflict or inconsistency.
- (d) Any by-laws purporting to make any provision for anything under the rules which should be provided for by resolution of the Club in General Meeting shall be inoperative and void to the extent of the provision purporting to be so made.

#### 19. Notices to Members

- (a) All notices required by these rules to be given to the members, shall unless personally served, be given to the members having registered places of address. Members not having registered places of address in New Zealand will not be entitled to receive any notices except as provided in Rule 14 hereof, or by public notice.
- (b) Every member shall from time to time notify the Club of his registered place of address and the place so registered shall for the purpose of these rules be deemed to be his registered place of address.
- (c) As regards any member who has either no place of address or failed to notify the Club of such an address than either a notice posted up in the Clubrooms or a public notice shall be deemed to be well served on him at the expiration of seven days after its execution.

#### 20. Signature

All notices sent in pursuance to Rule 14 shall be signed or have printed at the foot thereof the name of the Manager or such other person in his place as the Committee shall appoint except in the case of a meeting convened by members in accordance with these rules and in that case shall be signed by or have printed at the foot the names of the members convening the same.

#### 21. Notices by Post

- (a) Any notice sent through the post to the address in the register of members of any member of the Club shall have been deemed to have been served on him the day after the envelope or wrapper containing the same was posted and in providing such service it shall be sufficient to prove that such envelope or wrapper was properly addressed and placed with New Zealand Post.
- (b) When a given number of days notice or notices extending over any other period is required to be given, the day of service shall unless it is otherwise provided, be counted in such number of days or other periods.

22. In the event of the Club being wound up its surplus property and assets shall, after payment of all costs, expenses, debts, and liabilities, not be divided amongst the members but be applied and disposed of in such a manner as will be to the benefit of any amateur Sporting Club, as the Mercury Bay Game Fishing Club (Inc) shall direct by Resolution passed at a General Meeting and confirmed (with or without alterations) at a subsequent General Meeting held not earlier than thirty days and not later than sixty days after such resolution was passed. No addition to or alteration to the Rules or the pecuniary profit rule (Rule 4 (j)) shall be approved without the approval of the Inland Revenue Department.

23. All previous Rules of the Society have been revoked and are replaced by these Rules.

Alan Proctor  
Tanya Patrick  
Caroline Franklin