

**CONSTITUTION OF  
MERCURY BAY GAME FISHING CLUB INC**

# Mercury Bay Game Fishing Club Inc. Constitution

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## Mercury Bay Game Fishing Club Inc.

### Constitution

#### 1. Definitions and interpretation

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

"The Act" means 'The Incorporated Societies Act 2022' and its amendments and any statutory provisions for the time being in force in modification of or substitution for the same.

"Bylaws" means any bylaws, policies, regulations and codes of the Club made under clause 14.1.

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

"The Club" means the "Mercury Bay Game Fishing Club Incorporated".

"Committee" means the Committee of the Club constituted as hereafter mentioned.

"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.

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

"General Meeting" means an AGM or SGM of the Club.

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

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

"In writing" and "written" include printing and other modes of representing or reproducing words in a visible form including electronic form.

"Interested" has the meaning given in section 62 of the Act.

"Matter" has the meaning given in section 62(4) of the Act.

Section 62(4), Inc. Soc. Act states that matter means a society's performance of its activities or exercise of its powers or an arrangement, an agreement, or a contract (a transaction) made or entered into, or proposed to be entered into, by the Club.

"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.

"Month" means calendar month.

“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.

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

"The Office" means the registered office for the time being of the Club.

"The Register" means the Register of Members.

"The Rules" means these rules or other rules of the Club for the time being in force.

“Working Day” has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Auckland.

Working day under the Legislation Act means a day of a week other than:

- 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;
- A day in the period commencing with 25 December in a year and ending with 2 January in the following year;
- If 1 January falls on a Friday, the following Monday;
- If 1 January falls on a Saturday or a Sunday, the following Monday and Tuesday;
- If Waitangi Day or Anzac Day falls on a Saturday or a Sunday, the following Monday.

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

- a. Clause headings are for reference only.
- b. Reference to a person includes any other entity or association recognized by law and vice versa and any reference to a particular entity includes a reference to that entity’s successors.
- c. 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.
- d. All periods of time or notice exclude the days on which they are given.
- e. Words importing the singular number include the plural number and vice versa.
- f. Words importing persons include corporations.

**1.3. 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:

- a. A Member if delivered by hand to the Member or sent to the address set out in their Contact details;
- b. If sent to the Club by post to the Club’s registered office set out on the Register of Incorporated Societies, delivered by hand or emailed to an elected official or emailed to the General Manager at gm@mbgfc.co.nz

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

- a. If delivered by hand, at the time of delivery;
- b. If sent by post, when left at the address of that party or five Business Days after being put in the post; or
- c. If sent 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**

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- 2.1 Name:** The name of the society is Mercury Bay Game Fishing Club Incorporated.
- 2.2. Registered office:** The registered office of the Club is at the Club premises.
- 2.3. Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

## **3. Purpose and powers**

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### **3.1 Purpose:**

- a. To be New Zealand's best fishing Club with Members and guests enjoying and sharing inspirational fishing experiences in a Club operating successfully and sustainably.
- b. Promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of fishing.
- c. Protect the integrity of fishing and the Club by developing and enforcing standards of conduct, ethical behavior and implementing good governance.
- d. Promote, develop and co-ordinate fishing competitions.
- e. To be affiliation to IGFA and the NZ Sport Fishing Council and its rules and regulations.

### **3.2 Tikanga:** The tikanga, kawa, culture or practice of the intent of the Club Constitution must be interpreted having regard to that tikanga, kawa, culture or practice.

- a. The protection and preservation of all fish and their food supply.
- b. To promote tag and release of fish species that are included in the MFish tagging programme and the release of other species.
- c. To accumulate reliable piscatorial information and place such information at the disposal of visiting and local anglers.

### **3.3 Capacity and powers:** The Club has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

- a. 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.
- b. 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.

## 4. Members

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### 4.1. Application:

- 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.
- b. The particulars relating to a candidate shall be posted in the Club for a period of fourteen days preceding the day when the candidate comes up for election.
- c. The candidate shall deposit at the time of nomination, such sum as may be directed by the Committee as a nomination fee.
- d. The election of a candidate for Club Membership shall be by the majority of the Committee present at the Committee meeting at which the candidate's admission is considered.
- e. A duly nominated candidate, who has paid their fees, is provisionally accepted as a Member until ratified by the Committee and will have any fish caught in the interim recognized by the Club.
- f. Any candidate not elected shall not be proposed again for election within a period of twelve months.
- g. 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.
- h. 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.

### 4.2. Member consent: A person or entity consents to become a Member by submitting an application to the Club and paying fees, unless otherwise specified in this Constitution.

- a. Membership shall begin on the 1st July in any one year and expire on the 30th June the following year.
- b. Subscriptions shall be paid in advance and shall become due for payment on the first day of July in each year.
- c. Members shall be those who have paid their subscriptions for the Membership year and deemed financial from the payment date of the subscriptions.

### 4.3 Members

- a. Members shall belong to one of the following categories: adult (17 years and older), junior (5 years to 16 years).
- b. Junior Members shall be between the age of five and sixteen years (small fry 5 to 11 years) on the first of July of the current Membership year. They shall be entitled to Membership excluding voting rights.
- c. Honorary Members shall be Members who have rendered special services to the Club and shall be appointed by the Committee for up to five years and shall be deemed to be Members.
- d. Family Membership shall include two adult Members and any children between the age of five and sixteen years on the first of July of the current Membership year.
- e. Only adult Members, honorary Members and life Members will qualify to hold office in the Club and cast one vote at General meetings.
- f. Day Members shall be Members who pay a daily fee which shall be valid from midnight to midnight (a full calendar day) and have no voting rights. This fee shall entitle day

Members who have gamefish caught on that day weighed and be eligible for records, pins or trophies.

- g. 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.

#### **4.4 Life Members**

- a. Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club over a number of years.
- b. Employees are excluded from being eligible for nomination.
- c. Any Member may nominate an individual with a seconder to become a Life Member by giving notice to the Committee, setting out the grounds for the nomination 6 months prior to the AGM.
- d. The Committee must then determine by way of a unanimous vote whether the nomination should be forwarded to an Annual General Meeting for determination by the Members.
- e. A person may only be elected as a Life Member by a Special Resolution (75% vote in agreement) at a General Meeting.
- f. Nominator must speak to the AGM in support of the nominee.
- g. A person consents to becoming a Life Member on acceptance of their life Membership. Life Members have such rights and benefits as determined by the Committee.

#### **4.5 Member rights and obligations:** 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 and policies of the Club.
- 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 must promote the interests and purposes of the Club.
- f. A Member must not do anything to bring the Club into disrepute.

**4.6 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.

**4.7 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.

**4.8 Ceasing to be Member:** A Member ceases to be a Member:

- a. By giving notice to the Committee of their resignation.

- b. If their Membership is terminated under clause 4.5(d)
- c. If the Member is expelled from Membership by a resolution of a General Meeting or suspended or expelled by a majority resolution of the Committee.
- d. If their Membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- e. If having failed to pay their 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.
- f. On death.

**4.9 Consequences of ceasing to be a Member:** A Member who ceases to be a Member:

- a. Remains responsible to pay all their outstanding Membership and other fees to the Club;
- b. Must return all the Club's property if required;
- c. Ceases to be entitled to any rights of a Member.

**4.10 Membership fees:** The Committee will decide any Membership and other fees payable by Members and the due date for those fees. The Committee may determine different levels of Membership fees and other fees for different types of Members.

**4.11 Member 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.

## **5. Notices to Members**

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### **5.1 Notices to Members**

- a. All notices required by these rules to be given to Members, shall unless personally served, be given to the Members having registered places of address in New Zealand by either sending letter to such addresses or by email. 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 to the Club the place of business or residence to be registered as his place of address and the place from time to time 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 Club or a public notice shall be deemed to be well served on him at the expiration of seven days after its execution.

**5.2 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.

### **5.3 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.

## **6. General Meetings**

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- 6.1 AGM:** 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.
- 6.2 Notice of AGM:** The Members must be given at least 60 days' notice of the AGM. Notice to Members of an AGM may be given by posting on Social Media, Club events and the Club's website.
- 6.3 Business of AGM:** The following business will be discussed at the AGM:  
The business of the Annual General Meeting shall be in the following order:
  - a. Receive apologies
  - b. Minutes of the Previous Annual General Meeting.
    - i. matters arising
  - c. The President's Annual Report.
  - d. The Financial Statement – if the final accounts are not available, a draft copy will be made available.
  - e. The results of the election of Officers and Committee for the ensuing year.
  - f. Elect any necessary additional Officers and Committee Members for the ensuing year. Notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate).
  - g. Consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM.
  - h. Approve the Committee's recommendation of subscriptions, fees and levies for the ensuing year.
  - i. Consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 6.4 Notice of proposed motions and items for discussion in general business:** Members must give notice of any proposed motions and other items of business to the Club at least 30 days before the date of the AGM. All submissions must be in writing.
- 6.5 Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be made available to all persons entitled to attend the AGM at least 14 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda.

- 6.6 Method of holding meeting:** A General Meeting may be held by a quorum of Members -
- a. being assembled at the time and place appointed for the meeting,
  - b. or participating in the meeting by means of audio, audio and -visual link or other electronic communication
  - c. or by a combination of those methods described in (a) and (b).
- 6.7 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 1% of the Members who are entitled to vote. The number of Members entitled to vote will be determined as per clause 4.3 (e) as at the date of the General Meeting. To avoid doubt, a Member participating in a meeting by audio, audio and visual or electronic communication is present at the meeting and forms part of the quorum.
- 6.8 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.
- 6.9 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.
- 6.10 Control of General Meetings:**
- a. The President chairs General Meetings. If that person is unavailable, a Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
  - b. The President or Chairperson for the time being may have a casting vote as well as a deliberative vote and shall decide all questions arising at the meeting not specifically provided for in these Rules.
- 6.11 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, 75% of votes cast, is obtained in favour of the motion to proceed.
- 6.12 Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 6.13 Voting:**
- a. In case of a meeting held under clause 6.6(a), voting at the meeting shall be by voice or by show of hands, whichever the chairperson determines, unless a poll of those Members physically present is called for by the chair of the meeting or a majority of those Members present at the meeting.
  - b. In case of a meeting held under clause 6.6(b) or (c), voting shall be by postal or electronic means or in person as appropriate to the form of the meeting, in which case a poll shall also be taken of those physically present at the meeting.
  - c. Postal votes:

- i. To avoid doubt, a postal vote may be cast using electronic means permitted by the Committee.
- ii. The notice of a meeting at which shareholders are entitled to cast a postal vote must state the name of the person authorised by the Committee to receive and count postal votes at that meeting.
- iii. such postal votes must reach that person by the specified time (or, if different times are specified in the Constitution and the notice, the later of those times).
- iv. It is the duty of a person authorised to receive and count postal votes at a meeting:
  - a) to collect together all postal votes received by him or her or by the Club; and
  - b) in relation to each resolution to be voted on at the meeting, to count—
    - i) the number of Members voting in favour of the resolution; and
    - ii) the number of Members voting against the resolution; and
  - c) to sign a certificate that he or she has carried out the duties set out in paragraphs (a) and (b) and which sets out the results of the counts required by paragraph (b); and
  - d) to ensure that the certificate required by paragraph (c) is presented to the chairperson of the meeting.

**6.14 Minutes:** Minutes must be kept of all General Meetings.

**6.15 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.

**6.16 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 2% of Members.

**6.17 Notice of SGM:** Members must be given at least 30 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.

## **7. Committee**

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**7.1. 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.

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.

**7.2. Composition:**

- a. The Club Committee shall consist of six Committee Members including the President and Vice President
- b. The Committee may co-opt Members or people with specific skills as deemed necessary up to a maximum of 2 people at any one time.

- c. A person may be invited by the Committee to take the role of Club Captain who shall have voting rights.
- d. 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 Committee Meetings but has no right to vote.

**7.3. Election of Committee Members:** Committee Members are elected as follows:

- a. The Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 60 days before the AGM;
- b. Nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set, at least 30 days before the AGM.
- c. Election of Officers and Committee:
  - i. The nominees for President and Vice President must have served on the current Committee.
  - ii. Nominations for the above must be Financial or Life Members, must be proposed and seconded by Financial or Life Members and must be with the written consent of the nominee.
  - iii. The Committee should recommend to the AGM the candidates to fill the role of Patron and Club Captain if they have nominees for those positions.
- d. The Committee must give notice of the nominations to all Members at least 21 days before the AGM.
- e. Prior to the AGM, if there are more nominees than number of positions available, the election is by secret ballot.

**7.4. Voting for Officers and the Committee:**

- a. Any omission on the part of the Club in forwarding a voting paper to any Member entitled to vote shall not invalidate the election.
- b. If a secret ballot is to be held in accordance with subrule 7.3e, immediately after the date on which nominations close, the Club shall communicate to Members of the Club 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.
- c. Voting can be by postal or electronic means.
- d. A vote shall be deemed null and void in any of the following cases:
  - i. If the name of the voter cannot be verified,
  - ii. 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.
  - iii. If the number of candidates whose names have not been struck out is greater than the number of vacancies to be filled.
  - iv. If the envelope containing the vote reaches the Club's office after the closing of the ballot.
- e. The Committee shall appoint as scrutineers no fewer than two ordinary Members who are not candidates for office.
- f. Those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- g. If the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;

- h. If there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.
- k. If due to any equality of votes given for two or more of the bottom polling candidates and the election is not complete the president of the Annual General Meeting shall have the casting vote of which (or both) are elected.
- l. 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.

**7.5. 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.

**7.6. 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 or
- c. A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

If an existing Committee Member becomes or holds any position in Disqualification clause (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 circumstances.

**7.7. Term of office:**

- a. Upon incorporation the founding Committee shall be comprised of those Committee Members holding office immediately prior to incorporation and they shall hold office until the first Annual General Meeting.
- b. From the first Annual General Meeting onwards the Committee shall operate a rotation process where it shall be obligatory that subject to completing their term of office one third ie 2/6 of the Board Members each year shall retire so that each Committee Member retires by rotation every two years depending upon the date of their election. Retiring Committee Members may be re-elected and this Rule shall apply to any elected Committee Member.
- c. Those retiring under the rotation policy shall be those who have served longest on the Committee but, for the first two Annual General Meetings, shall be randomly selected by such mechanism as the Committee determines.
- d. Committee Members shall hold office for a term of two years.
- e. A Member (including the President and Vice President) may serve any number of terms as a Committee Member but may not serve more than three consecutive terms and no more than 10 years in aggregate unless the Committee determines otherwise by majority vote but only in respect of one further term.
- f. The term of any period served by a Committee Members as a Casual Vacancy under Rule 7.8 is disregarded for the purposes of calculating the total term served. Any person elected as a Committee Member following a Casual Vacancy under Rule 7.8 is subject to rotation under this Rule 7.7 as a Committee Member.

- 7.8. 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.
- 7.9. 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.
- 7.10. 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 (may bring a support person).
- 7.11. 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.
  - 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.
    - i. 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.
    - ii. 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.

## 8. Committee meetings

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- 8.1. **Calling meetings:** Committee meetings may be called at any time by the Chair or 2 Committee Members, but generally the Committee meets monthly.
- 8.2. **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 8.3. **Quorum:** The quorum for a Committee meeting is 4 Committee Members. 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.
- 8.4. **Chair/President:** Generally the president will chair Committee meetings but by ordinary resolution the Committee can choose a chair from the Committee Members.
- 8.5. **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 at the discretion of the Committee. If there is an equality of votes, the Chair may have a casting vote.
- 8.6. **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

## 9. Officers' Duties

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An Officer:

- 9.1. 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;
- 9.2. Must exercise a power as an Officer for a proper purpose and will be allocated specific responsibilities by the Chair/President;
- 9.3. Must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution.
- 9.4. 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 them;
- 9.5. 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'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.
- 9.6. 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

- 9.7.** When exercising powers or performing duties as an Officer, they 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;
  - a. 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;
  - b. 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,
  - c. If the Officer acts in good faith and makes proper inquiry, where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## **10. Interests**

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- 10.1. Register of interests:** The Committee must keep a register of interest disclosures made by Officers.
- 10.2. 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.
- 10.3. Consequences of being Interested:** A Committee Member who is Interested in a Matter:
- a. Must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent;
  - b. 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;
  - c. 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;
  - d. May be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 10.4. Calling of SGM:** Despite clause 10.3(b), if 50% or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 10.5. Notice of failure to comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## **11. General Manager**

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- 11.1. Role of General Manager:** A Committee may engage a General Manager. The General 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 General Manager may attend Committee meetings when required by the Committee but has no voting rights.

## **12. Finances**

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**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 30<sup>th</sup> June or on the date as the Committee decides.

**12.3. Review of financial statements:** The Club's financial statements must be reviewed each year and the reviewed financial statements must be submitted to the AGM. The reviewer will be appointed by the Committee.

**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:

- a. Receiving reimbursement of actual and reasonable expenses incurred, or
- b. 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.
- c. 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. Amendments**

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**13.1 Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting

- a. If the amendment would have no more than a minor effect or is to correct errors or makes similar technical alterations then the Club can instead follow the process that allows them to do this set out in section 31, Inc. Soc. Act.
- b. The Committee will ensure that written notice of the amendment is sent to every Member. The notice must state the text of the amendment and the right of the Member to object to the amendment.
- c. If no objection from a Member is received within 20 working days after the date on which the notice is sent, the Committee may make the amendment.
- d. However, if an objection is received, the Club may not make the amendment under section 31.

**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. Bylaws**

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**14.1** 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 of the Act and any other laws.

**14.2** 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. Dispute resolution**

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### **15.1 How a complaint is made**

- a. A Member or an officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that —
  - i. states that they are 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 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 the right to be heard before the complaint is resolved or any outcome is determined; and
  - ii. an officer 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 oral hearing if one is held); and
  - ii. an oral hearing is held if the decision maker considers that one is needed to ensure an adequate hearing; and
  - iii. any oral hearing or written statement or submissions are considered by the decision maker.

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

- a. This clause 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 bylaws or the Incorporated Societies Act 2022; 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 may exercise the right on behalf of the society.

- d. A respondent must be taken to have been given the right if —
  - i. They are fairly advised of all allegations concerning them, with sufficient details and time given to enable them to prepare a response; and
  - ii. they had a reasonable opportunity to be heard in writing (or 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. any oral hearing or written statement or submissions are considered by the decision maker.

#### **15.4 Investigating and 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 15.4 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 Club has (or is likely to) materially breach, a duty under the Club's Constitution or bylaws or the Incorporated Societies Act 2022:
  - iii. that a Member's rights or interests 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 (iii) 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 —
- a. impartial; or
  - b. able to consider the matter without a predetermined view.

## **16. Liquidation and removal**

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- 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; or
  - b. to remove the Club from the Register of Incorporated Societies; or
  - c. 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 a)(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. Matters not provided for**

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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**

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- 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:**

- a. The Committee Members under the previous Constitution continue.

- b. The number of terms served under the previous Constitution count towards the maximum number of terms in this Constitution.