

Constitution - Albion Cricket Club Incorporated

(Established 1862)

(Incorporated 11 November 1960 under the Incorporated Societies Act 1908)

Introductory Rules

1. Name

The name of the society is Albion Cricket Club Incorporated (in this **Constitution** referred to as the '**Club**').

2. Charitable status

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

3. Definitions

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

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

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

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

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

'**Deputy President**' means the **Officer** elected or appointed to deputise in the absence of the **President**.

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

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

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

‘Matter’ means—

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

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

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

‘Officer’ means a natural person who is:

1. A member of the **Committee**, or
2. Occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**, including any Treasurer.

‘President’ means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Club**.

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

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

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

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

4. Club Colours

The colours of the Club shall be red and black.

The colours of the Club, together with the Club emblem, shall not be altered without the concurrence of a majority of the **Members** present at a **Special General Meeting** specially called for that purpose.

5. Purposes

The purposes of the **Club** are to—

- (a) Foster, control, promote, advance and encourage the game of cricket amongst cricketers of all ages while upholding the highest standards of behaviour and sportsmanship at all times.
- (b) Be affiliated and to be bound by the rules and regulations of the Otago Cricket Association (or any replacement organisation) and to uphold the rules and regulations of the game of cricket as prescribed from time to time by the Otago Cricket Association.
- (c) Consider and adjudicate upon all disputes between the **Club** and its **Members**, and all matters, whether of misconduct or otherwise arising out of playing, control, organisation or administration of cricket within the **Club** and to adjudicate on any appeals referred to it.
- (d) Implement disciplinary procedures and to impose sanctions and penalties including the power to impose fines, suspension or disqualification from playing in any match for the **Club** played under the jurisdiction of the Otago Cricket Association.
- (e) Purchase, take or lease, hire or otherwise acquire and hold real and personal property, rights and privileges which the **Club** think necessary for the attainment of any of its objectives or general promoting, carrying on and fostering the game of cricket.
- (f) Sell, lease, mortgage, charge or otherwise dispose of any of the property of the **Club** and to grant such rights and privileges there over in such a manner as the **Committee** may from time to time deem necessary and proper.
- (g) Control and raise money, including the power to borrow money by way of bank overdraft or otherwise for the purposes of the **Club**, and to secure the payment thereof by way of mortgage or charge over all or any part of the real or personal property of the **Club**.
- (h) Raise money by subscriptions levies, grants, sponsorship or donations or otherwise and to invest the funds of the **Club** upon such securities and upon such terms and conditions as may from time to time be determined by the **Committee**.
- (i) Make regulations and by-laws for the governance, control and management of the **Club** and to establish and maintain an effective management system in order to implement the objectives of the **Club**.

- (j) Generally do all things whatsoever for the benefit of cricket which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the purposes of the **Club** provided however that the foregoing purposes shall in no way limit the rights and powers conferred upon societies incorporated under the **Act**.

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

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

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

- a) Engages in trade;
- b) Reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Club** or while pursuing the **Club** purposes;
- c) Provides benefits to members of the public or of a class of the public and those persons include **Members** or their families;
- d) Provides educational scholarships or grants to **Members**;
- e) Pays a **Member** a salary or wages or other payments for services to the **Club** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Club**);
- f) Provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Club**;
- g) On removal of the **Club** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

6. Act and Regulations

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

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

7. Contact Person

The **Club** shall have at least 1 contact person(s) whom the Registrar can contact when needed, to be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.

Members

The **Society** shall maintain the minimum number of **Members** required by the **Act**, currently 10.

8. Types of Members

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

- (a) 'Playing Members' are those members who play cricket for the **Club**.
- (b) 'Vice President Members' are those members who are entitled to all the privileges of the **Club** with the exception of playing facilities who are elected in accordance with clause 9 below.
- (c) 'Social Members' are those members who are entitled to all the privileges of the **Club** except playing privileges.
- (d) 'Life Members' are those members who are elected in accordance with clause 9 below.

9. Life Membership, Vice President Membership

The **Committee** may recommend to a **General Meeting** of the **Club**, any person who has made an outstanding contribution to cricket or cricket administration in the **Club** for election as a Life Member of the **Club**.

The **Committee** may recommend to a **General Meeting** of the **Club** any person who has rendered distinguished service to cricket or cricket administration for election as a Vice President Cricket Member of the **Club**.

Life Members and Vice President Cricket Members shall be entitled to all the privileges of **Membership**, including election to office, without paying the annual subscription or any special subscription of such life-membership.

A Life Member and a Vice President Cricket Member may, with or without notice, attend any **Committee Meeting**, **General Meeting** or **Special General Meeting** of the **Club** and may take

part in any discussion at such meeting and shall be entitled to move or second motions or to vote.

The membership of a Life Member or of a Vice President Member may be terminated by a resolution of the **Committee**.

10. Becoming a Member

Every applicant for membership must consent in writing to becoming a **Member**.

Any person seeking to become a **Member** shall apply to the **Secretary** in writing either by electronic message, email, or registering to become a player through any software used by the **Club** for **Membership**.

The **Committee** shall have the right, at its sole discretion, to:

- (a) Accept or decline any application for **Membership**; and/or
- (b) Impose conditions on **Membership** of the Club

The signed written consent of every **Member** to become a **Member** shall be retained in the **Club's** membership records.

No 'Playing Member' shall be a 'Playing Member' of another club based in Dunedin which is affiliated with the Otago Cricket Association, provided that exception be made in the case of a **Member** attending primary or secondary school.

Financial Membership is defined as those members of the Club who have paid subscriptions, as outlined in clause 12 below.

11. Members' obligations and rights

Every **Member** shall provide the **Club** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Club** in writing of any changes to those details as may be reasonable to ensure the Member is contactable.

- a) All **Members** shall promote the interests and purposes of the **Club** and shall do nothing to bring the **Club** into disrepute.
- b) A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Club's** premises, facilities, equipment and other property, participating in **Club** activities, and representing the **Club** in games) if all subscriptions and any other fees have been paid to the **Club** by their respective due dates or at a reasonable timeframe determined by the **Committee** from time to time.

- c) The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Club**, and to participate in **Club** activities, including any conditions of and fees for such access, use or involvement.

12. Subscriptions and Fees

Subscriptions shall be fixed for the following sections of the **Club** for the ensuing season by a resolution of **Members** present at the first **Committee Meeting** following the **Annual General Meeting** or at a **Special General Meeting** of the Club.

The groupings of subscriptions are

- a. Adult Players
- b. Junior Players (to be set by Junior Committee)
- c. Full-time University, Polytech and Training College Students
- d. Secondary School Students
- e. Casual
- f. Supporters /Social

Any **Member** who is not able to play throughout the season either because of absence from Dunedin or for other reasons shall be entitled to apply to the **Committee** for a reduction in their subscription. The amount of such reduction (if any) shall be at the discretion of the **Committee**.

The subscriptions of all Playing Members shall be due and payable from 1 October annually and paid in full by 1 December annually.

The **Committee** may at its discretion remove from the list of **Members** the name of any **Member** whose subscription for the current season remains unpaid by 1 December in any year, unless they have engaged in an agreed weekly installment plan and they may be liable to pay a late payment penalty, an amount to be determined by the **Committee**.

Any **Member** removed from the list of **Members** shall thereupon cease to be entitled to the privileges of **Membership** without, however, being released from his liability for the arrears of subscription due.

The subscription of Playing Members approved during the season shall be due and payable immediately upon their approval. The amount of such subscription shall be at the discretion of the **Committee**.

At the beginning of a new season and at any time thereafter, no player shall be eligible to play nor shall be selected in any **Club** team in any competition match until any outstanding subscription(s) in full have been paid to the **Club**, unless that Member has engaged in a payment plan to the satisfaction of the Committee, or otherwise as approved by the **Committee** on each occasion.

13. Ceasing to be a Member

Any **Member** may at any time resign from the **Club** on giving the **Secretary** notice in writing of their intention to do so but such member so resigning shall remain liable for the payment of any subscription or other sum due by him for that or any previous financial year. The **Member** will not be entitled to any refund for any subscription paid or other monies paid by them in advance.

Provided that the **Committee** may at its discretion refund to any **Member** so resigning any portion of his subscription as it shall think fit.

Any **Member** who is nine months or more in arrears with their annual subscription or any monies due by them to the **Club** shall be liable to have their **Membership** terminated by the **Committee**. Any such **Member** shall not be released from his liability for any such arrears of subscriptions or other monies due as at that date of such termination.

Pursuant to the Dispute Resolution procedure contained in this **Constitution**, the **Committee** shall have power to investigate charges of misconduct against any **Member**, whether on or off the field, and to erase from the roll of the **Club** the name of any **Member** judged guilty of misconduct.

General Meetings

14. Procedures for all General Meetings

The **Committee** shall give all **Members** at least 5 **Working Days**' written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed to the **Member** at the contact address notified to the **Club** and recorded in the **Club's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only Financial **Members** may attend, speak and vote at **General Meetings**—

- a) In person, or
- b) 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 **Committee** before the commencement of the **General Meeting**, or
- c) Through the authorised representative of a body corporate as notified to the **Committee**.

No **General Meeting** may be held unless at least 10 eligible **Members** attend throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **President**.

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

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

Any decisions made when a quorum is not present are not valid.

Written resolutions may not be passed in lieu of a **General Meeting**.

General Meetings may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Deputy President** or any other **Committee Member** available shall chair that meeting.

Only the **President**, if chairing a **General Meeting**, has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

- a) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
- b) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
- c) In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

15. Minutes

The **Club** must keep minutes of all **General Meetings**.

16. Annual General Meetings

An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

- a) 6 months after the balance date of the **Club**;
- b) 15 months after the previous annual meeting;
- c) During the period 1 August to 31 October.

The business of an **Annual General Meeting** shall be to—

- a) Receive apologies from any **Members**;
- b) Confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**;
- c) Elect any Life Members or Vice President Members;
- d) Accept any resignations of **Officers** or **Members**;
- e) Receive, review and approve the annual report on the operations and affairs of the **Club**;
- f) Receive, review and approve the **Committee's** report on the finances of the **Club**, the annual financial statements, and statement of financial position;
- g) Elect **Officers**;
- h) Elect the **Committee**;
- i) Elect a Reviewer (who shall preferably be a current member of Chartered Accountants Australia and New Zealand, and preferably be a practising Chartered Accountant);
- j) Consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**, and
- k) Consider any general business.

The order in which the business is transacted shall be determined by the **President**.

Notice of all **General Meetings** shall be given to **Members** at least 5 **working days** before the meeting by advertisement and circular.

Posting on the **Club's** website, social media pages, or noticeboard shall be deemed advertising, and an email to **Members** shall be deemed a circular.

Proxies at **General Meetings** will not be acceptable.

17. Special General Meetings

Special General Meetings may be called at any time by the **Committee** by resolution.

The **Committee** must call a **Special General Meeting** if it receives a written request if it is:

- a) Signed by at least 5 **Members**; and
- b) Addressed to the **President** or **Secretary**; and
- c) Sets out specifically the business for which the **Special General Meeting** is required.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**.

A **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**, unless those **Members** who are present permit the consideration of additional business by unanimous vote.

To give effect to any motion passed at a **Special General Meeting**, the same shall be passed by at least a two-thirds majority of those **Members** who are present.

Officers

18. Qualifications of Officers

The **Officers** shall consist of a Patron, President, Vice President, Club Captain, Secretary, Treasurer and a maximum of seven other members to be elected at the **Annual General Meeting**.

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 **Club**.

Officers shall be elected at the **Annual General Meeting** and shall continue in office until their successors are appointed.

Any vacancy occurring during the year can be filled by resolution of the **Committee**, provided that person is eligible to be an **Officer**.

No **Member** whose subscription is in arrears may be elected to any Office in the Club.

A person wishing to become an **Officer** must be proposed by one member and seconded by another. If the candidate is not present at the meeting, then the person proposing him must produce evidence satisfactory to the **President** that such candidate is willing to accept office.

Where the number of candidates is greater than the number of offices to be filled, a ballot shall be held. Scrutineers for the conduct of the ballot shall be appointed by the **President**.

19. Term

The term of office for all **Officers** elected to the **Committee** shall be 1 year and no **Officer** shall serve for more than 30 consecutive terms unless approved at an **Annual General Meeting**.

No **President** shall serve for more than 10 consecutive years as **President** unless approved at an **Annual General Meeting**.

20. Removal of Officers

An **Officer** shall be removed as an **Officer** with immediate effect by resolution of the **Committee** or the **Club** where in the opinion of the **Committee** or the **Club** —

- a) The **Officer** elected to the **Committee** has been absent from 3 committee meetings without leave of absence from the **Committee**.
- b) The **Officer** has brought the **Club** into disrepute.
- c) The **Officer** has failed to disclose a conflict of interest.
- d) The **Committee** passes a vote of no confidence in the **Officer**.

21. Conflicts of Interest

An **Officer** who is an **Interested Member** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- a) To the **Committee**, and
- b) In an **Interests Register** kept by the **Committee**.

Disclosure must be made as soon as practicable after the **Officer** becomes aware that they are interested in the **Matter**.

An **Officer** who is an **Interested Member** regarding a **Matter** must not vote or take part in the decision of the **Committee** relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent.

However, an **Officer** 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.

Committee

22. Committee Composition

The **Committee** will consist of elected **Officers**, specifically consisting of:

- a) a Patron;
- b) a President;
- c) a Vice President;
- d) a Club Captain;
- e) a Secretary;
- f) a Treasurer;
- g) a maximum of seven other **Officers**, up to two of whom may be members of the Junior Committee, and up to two of whom may be Social Members.

One or more of the above offices may be held by the same person.

23. Functions of the Committee

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

24. Powers of the Committee

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

Committee Meetings

25. Procedure

The quorum for **Committee** meetings is at least 5 members of the **Committee**.

A meeting of the **Committee** may be held either—

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

Meetings of the **Committee** may be called by the **President** at any time or on such dates as the **Committee** shall determine. The **Committee** shall meet at least five (5) times per annum, at least four (4) of which shall be held during the cricket season.

Should any **Committee Member**, with the exception of the Patron and **President**, be absent from three ordinary meetings without an explanation duly accepted by the **Committee** by resolution as satisfactory, they shall be deemed to have vacated their office.

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

Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

The role of the **Committee** is to ensure that cricket is managed according to the purposes of the Club. The **Committee** shall have the following duties:

- (a) To adopt and regularly review a strategic plan for the **Club** which includes goals and objectives for the **Club** and measures of short term and long term success. Any strategic plan for the **Club** shall be circulated to members for comment not less than 28 days prior to the **Committee Meeting** where it will be considered for adoption.
- (b) To adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget.
- (c) To make, repeal and amend all such by-laws and regulations (including a Code of Conduct) as it thinks expedient for the management of the **Club** or for the furtherance of its objects including rules and regulations to govern.
- (d) To adopt clearly defined delegations of authority from the **Committee** to the **Secretary** or **Treasurer** and to confirm any delegations below this to the members of the **Committee**.

- (e) To impose any penalty upon any **Member** thereof who are found guilty of breaching any of the rules, by-laws, (including any Code of Conduct), or of refusing to give effect to any resolution passed by any **General Meeting** of the **Club**.
- (f) To control expenditure and to raise any money as provided by the objects of the **Club**.
- (g) Generally to carry out the objects of the **Club** and to deal with any matter not provided for in these rules.
- (h) To determine the process to apply in respect of appointment of Selectors, Managers, Coaches, Captains and Vice Captains of **Club** teams.
- (i) To ensure that the **Club** has in place the necessary and appropriate internal reporting systems and controls together with the means of monitoring performance and results.
- (j) To ensure that the **Club** meets its obligations.
- (k) To review the **Committee's** own processes and effectiveness.
- (l) To ensure that the communication with all its **Members** and interested parties is of the highest standard.
- (m) To recommend any changes in the rules and regulations of the **Club**.
- (n) Generally to do all things it deems necessary to uphold the law of cricket and the spirit of the game.

The **Committee** shall have, in addition to all such administrative powers as may be necessary for properly carrying out the objects of the **Club** as herein before set forth, the following particular powers and authorities:

- (a) To appoint sub-committees from within its own number or otherwise and to delegate to them such powers and responsibilities as it shall determine. The sub-committees shall report as directed by the **Committee**.
- (b) To hold an enquiry or appoint a person or persons to hold an enquiry into and impose such punishment as it thinks fit in case of misconduct by any team, player or official while under the direct control of the **Club** or for such other reason as the **Committee** shall decide. For the purposes of such enquiry to summon witness to appear and give evidence and in the event of failure or refusal to attend to impose such penalty as the **Committee** may consider fit.
- (c) In fulfilling the purposes of the **Club** to invest any of the property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law. The **Committee** may by resolution delegate the investment and management of its investments to a Fund Manager.
- (d) To open and operate in the name the **Club** such banking accounts as deemed necessary.
- (e) To enter into any agreement in the name of and on behalf of the **Club** for sharing profits, or for mutual assistance with any affiliated **Member**, person or persons or body corporate which it may seem to the **Committee** is capable of directly or indirectly benefiting the **Club**.

(f) To fill any vacancy on the **Committee** which may occur by death, resignation or otherwise of a **Committee Member** or to co-opt any **Member** to the **Club** that it sees fit at any time.

(g) To call **Special General Meetings** of the **Club**.

(h) If any case should occur which is not, or which in the opinion of the **Committee** is not, provided for by this Constitution, it shall be determined by the **Committee** in such manner as it shall think fit, and it may (if it thinks fit to do so) report the case with its decision to a **General Meeting** of the **Club** for confirmation.

(i) To approve any person to **Membership** and to terminate such **Membership** in accordance with this **Constitution**.

(j) When required the **President** may authorize the use of 'electric motions' that would normally be presented as part of a standard **Committee Meeting** agenda. These motions shall be added to the Minutes of the next **Committee Meeting**

The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

Records

26. 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

- a) Their name, and
- b) The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- c) Their contact details, including a physical address or email, and telephone number.

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 **Club**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Club** will record, to the best of their knowledge the former **Member's** name, and the date the former **Member** ceased to be a **Member**.

27. Interests Register

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

28. 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 within a reasonable timeframe, or
2. 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
3. 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. withholding the information is necessary to maintain legal professional privilege, or
4. the request for the information is frivolous or vexatious, or
5. 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**.

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

Finances

29. Control and Management

The funds and property of the **Club** shall be—

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

The **Committee** shall maintain at least one bank account in the name of the **Club**.

All money received on account of the **Club** shall be banked within 5 **Working Days** of receipt.

All accounts paid or for payment over \$500 shall be submitted to the **Committee** for approval of payment.

The **Committee** 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 **Constitution**).

The **Committee** 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 and be kept for the last 7 completed accounting periods of the **Club**.

30. Balance date

The **Club's** financial year shall commence on 1 June of each year and end on 31 May (the latter date being the **Club's** balance date).

Dispute Resolution

31. Disputes

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

A **Member** may make a complaint by giving to the **Committee** a notice in writing that—

1. states that the **Member** 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**.

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

The complainant raising a dispute, and the **Committee**, 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.

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

Any **Members** or persons having any complaint to make concerning the **Club** or any of its **Members** shall, at the earliest opportunity, state his complaint in writing addressed to the **Secretary** stating fully the grounds of such complaint.

The Secretary shall then call a meeting of the **Committee** and shall notify the **Member** or person making the complaint and the **Member** or **Members** against whom such complaint is made, requesting those **Members** to attend such meeting. The complaint will be considered by the **Committee** according to the evidence submitted to them by the **Member** or person making the complaint and the **Members** against whom such complaint is made.

The **Committee** shall have power to discipline any **Member** or **Members** and shall have power to terminate the **Membership** of any **Member** or **Members** for conduct prejudicial to the good name and purposes of the **Club** in terms of the penalties provided herein.

Upon receipt of any such complaint against any **Member** or **Members** and pending a hearing of any such complaint as aforesaid the **Committee** shall have power to suspend each **Member** or **Members** pending the consideration of the **Committee** of such complaint, PROVIDED ALWAYS that no such suspension under this Rule shall remain in force for a period exceeding twenty-one (21) days.

The **Committee** shall have power to nominate a person or persons to hear the complaint on its behalf.

Penalties – the **Committee** or its Nominee pursuant to this clause shall have the power to impose the following penalties:

- a. provide a warning or censure to the Member; or
- b. impose a fine not exceeding \$500.00 and/or;
- c. suspend or terminate the Membership of the Member; or
- d. impose a suspended sentence on the Member.

The **Club** may refer a complaint to an external person or tribunal to investigate and report.

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).

Liquidation and removal from the register

32. Liquidation

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

The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Club** into liquidation.

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

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

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 such other similar not-for-profit entity that the **Club** determines appropriate and in accordance with the Act.

Alterations to the Constitution

33. Amendments to 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 **Club** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting, provided that at least seven (7) days' notice of such proposed alteration, repeal or addition shall have been given to each **Member** by the **Secretary** in writing clearly defining the proposed change.

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.

Other

34. Common seal

The **Club** will have a common seal that must be kept in the custody of the **Secretary**. The common seal may be affixed to any document:

1. by resolution of the **Committee**, and must be countersigned by 2 **Officers** or
2. by such other means as the **Committee** may resolve from time to time.

Constitution adopted at the Annual General Meeting on 30 September 2025

Certified True Copy:



Michael Lee SUMNER - President



Nicholas BEARD – Vice President



Anthony James BUCHANAN – Secretary/Treasurer

