



**CONSTITUTION
OF
Mangōnui Cruising Club Inc.
2024**



Table of Content

1.	Definitions and interpretation	1
2.	Club details	2
3.	Purpose and powers	2
4.	Members.....	3
5.	Geneal Meetings	6
6.	Committee	8
7.	Committee meetings:	10
8.	Officers' Duties	11
9.	Interests.....	12
10.	Patrons	12
11.	Finances	12
12.	Amendments	13
13.	Bylaws	13
14.	Dispute resolution.....	13
15.	Liquidation and removal	16
16.	Matters not provided for	17
17.	Transition.....	17



1. Definitions and interpretation

- 1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:
- Act** means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.
- AGM or Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.
- Bylaws** means any bylaws, policies, regulations and codes of the Club made under clause 13.
- Casual Vacancy** is a vacancy which arises when a Committee Member does not serve their full term of office.
- Committee** means the Club's governing body.
- Committee Member** means a member of the Committee.
- Constitution** means this Constitution, including any amendments and any schedules to this Constitution.
- Contact Details** means a physical or an electronic address and a telephone number.
- Committee** means the Club's governing body.
- Committee Member** means a member of the Committee.
- Constitution** means this Constitution, including any amendments and any schedules to this Constitution.
- Contact Details** means a physical or an electronic address and a telephone number.
- Diversity, Equity and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.
- General Meeting** means an AGM or SGM of the Club.
- Interested** has the meaning given in section 62 of the Act.
- MCC** means Mangōnui Cruising Club
- Matter** has the meaning given in section 62(4) of the Act.
- Member** means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.3.
- 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.
- SGM or Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.
- Special Resolution** means a resolution passed by a 75% majority of votes cast.
- Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary.
- Interpretation:** Unless the context otherwise requires:
- (a) Words referring to the singular include the plural and vice versa.



- (b) Clause headings are for reference only.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) 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.
- (e) 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.
- (f) All periods of time or notice exclude the days on which they are given.

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

- (a) a member if delivered by hand to the Member or sent to the address set out in their Contact Details;
- (b) the Club if sent to: admin@mangonucruisingclub.com or by post to the Club's registered address: PO BOX 212, Mangonui, 0442.

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

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

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

2. Club details

2.1 Name: The name of the society is: Mangōnui Cruising Club, Inc

2.2 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

3.1 Purpose: The purposes of the Club are to:

- (a) To promote, foster and encourage yachting and boating and water-based activities and in particular to organize and develop all of these activities for vessels moored or launched in the Mangōnui Harbour.
- (b) Foster social events for its members.
- (c) Provide proper facilities for the use, maintenance and safety of members' vessels.



- (d) To obtain build or erect a clubhouse and such other buildings as may be considered necessary to further the objects above, to purchase take on lease or on exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or expedient for the purpose of attaining the objects of the Club or any of them or promoting the interests of the Club or its members and to sell let on bail exchange or lease with or without the option of purchase and on hire purchase time payment or otherwise whether secured by mortgage or not to dispose of such property rights or privileges as aforesaid.
- (e) To subscribe to, become a member of and cooperate with any other Club whether incorporated or not whose objects are altogether or in part similar to those of this Club.
- (f) To make representations take legal proceedings and generally obtain or endeavor to obtain the provision of facilities abatement of any nuisance or the granting of any relief as may generally assist realization of one or any of the aforementioned objects.

4. **Members**

- 4.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Committee. All membership applications are accepted or declined by the Committee at their absolute discretion. A person becomes a Member when their Application has been accepted by the Committee and the applicant has made payment of the appropriate subscription rates.
- 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.
- 4.3 **Members:** The Memberships of the Club are in the following categories:
 - (a) Full:
 - (i) Held by an individual person, designed for boat owners or others who maximize the benefits or wish to provide community support to the club.
 - (ii) Requires an annual membership fee.
 - (iii) Has full voting rights.
 - (iv) Provides discounts on club and hardstand bookings.
 - (v) All boat owners or regular race crew (attending 5 or more of series races) must have full or family membership.



- (b) Social:
 - (i) Held by an individual person, designed for members who occasionally use the club services (for dinners, occasional crewing).
 - (ii) Requires an annual membership fee.
 - (iii) Has no voting rights.
 - (iv) Allows access to the club facilities without requiring registration as a guest.
- (c) Family:
 - (i) Held by multiple individuals of the same family (parents and children under the age of 18), designed for boat owners, regular crew or multiple members who use club facilities on occasion.
 - (ii) Requires an annual membership fee (one fee for all members).
 - (iii) Provides discounts on club and hardstand bookings.
 - (iv) Has one vote (per family).
 - (v) All boat owners or regular race crew (attending 5 or more of series races) must have full or family membership.
- (d) Life:
 - (i) Held by an individual person, offered through committee recommendation and member endorsement to those who have substantially contributed to the MCC.
 - (ii) There is no annual membership fee.
 - (iii) Provides all benefits of the full membership.
 - (iv) Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club. Any Member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by an Ordinary or a Special Resolution at a General Meeting. 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.

All membership levels provide digital membership cards through Yachting New Zealand, which can be used for reciprocal yacht club access.

All memberships receive discounted annual fees on dinghy racks.



- 4.4 **Member rights and obligations:** Members acknowledge and agree that:
- they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies thereof;
 - they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - 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;
 - if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;
 - they do not have any rights of ownership of, or the automatic right to use, the Club's property and
 - they will support the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- 4.5 **Suspension of Member:** If a Member is, or may be, in breach under clause 4.4, 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.
- 4.6 **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.
- 4.7 **Ceasing to be Member:** A Member ceases to be a Member:
- On death.
 - By giving notice to the Committee of their resignation.
 - If their membership is terminated under clause 4.4(d).
 - If their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 4.8 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- Remains responsible to pay all their outstanding membership and other fees to the Club.
 - Must return all the Club's property if applicable.
 - Ceases to be entitled to any rights of a Member.
- 4.9 **Membership fees:** The Committee will propose to the AGM by ordinary resolution the fees schedule of each membership category for the financial year following that of the AGM. Life members are exempt from membership fees. Fees are due and payable at the beginning of each financial year, 1st June.
- 4.10 **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. As part of the club's obligations to membership in Yachting New Zealand, the register of members will be made available to YNZ when membership fees are paid annually to YNZ.

5. **General Meetings**

- 5.1 **Annual General Meeting:** 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.
- (a) **Notice of AGM:** The Members must be given at least six weeks (42 days) notice of the AGM. Notice to Members of an AGM will be given by posting on the Club's website and to Club's email list.
- (b) **Business of AGM:** The following business will be discussed at the AGM:
- (i) confirmation of the minutes of the previous AGM;
 - (ii) the Committee's presentation of the following information during the most recently completed accounting period:
 - i. the annual report (Commodore's report);
 - ii. correspondence relevant to AGM
 - iii. the outside expert review of annual financial statements;
 - iv. 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);
 - (iii) the election of Club officers and Committee Members;
 - (iv) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (v) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- (c) **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Commodore at least twenty-one (21) days before the date of the AGM.
- (d) **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least fourteen (14) before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, except by Special Resolution.
- 5.2 **Special General Meeting:**
- (a) **Calling of SGM**
- (i) The Committee may call an SGM if it deems one to be necessary.



- (ii) The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by 10% of Full (voting) Members.
 - (b) **Notice of SGM:** Members must be given at least twenty-eight days (28) notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.3 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting.
- (a) **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 20% of the Members who are entitled to vote (full members), including Members present by casting votes by proxy. The quorum must always be present during the General Meeting.
 - (b) **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 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.4 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.5 **Control of General Meetings:** Commodore 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.
- 5.6 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 5.7 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 5.8 **Voting:** A Full Member, Life Member, and each adult of a Family Membership is entitled to exercise one vote on any motion at a General Meeting in person or by proxy.
- (a) **Voting by electronic means:** Voting by electronic means is permitted.
 - (b) **Voting by proxy:** Proxy voting is permitted. Proxy form will be distributed with the agenda. The chair of the General Meeting must receive notice of the proxy signed by the voting Member prior to the start of the meeting.



- (c) **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair.
 - (i) **Minutes:** Minutes must be kept of all General Meetings.
 - (ii) **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. Committee

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
- 6.2 **Composition: The Committee consists of:**
 - (a) Commodore
 - (b) Vice-Commodore
 - (c) Secretary
 - (d) Treasurer
 - (e) Club-Captain
 - (f) General members, minimum of 3
- 6.3 **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 six weeks (42 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 seven days before the AGM;
 - (c) the Committee must give notice of the nominations to all Members at least seven days before the AGM;
 - (d) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
 - (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
 - (f) 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;
 - (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.



- 6.4 **Qualification:** Every Committee Member must, in writing:
- (a) consent to be a Committee Member;
 - (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 and
 - (c) must be a voting member of the club.
- 6.5 **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:
- (a) A person who is an employee of, or independent contractor to, the Club.
 - (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Inc Soc Act.
 - (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 (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.
- 6.6 **Term of office:** The term of office for all Committee Members is one year, expiring at the end of the relevant AGM. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 6.7 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may:
- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 6.8 **Suspension of Committee Member:** If any Committee Member is or may be the subject of an allegation, notice or charge described under the sub-clause headed “Disqualification” or any circumstances arise in relation to a Committee Member which are or may be of concern to the Committee, the remaining Committee Members may by Special Resolution suspend the Committee Member from the Committee and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Committee Member must be given notice of the suspension.
- 6.9 **Removal of Committee Member:**



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

6.10 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:

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

7. **Committee meetings:**

- 7.1 **Calling meetings:** Committee meetings may be called at any time by the Chair or by three (3) Committee Members, but generally the Committee meets monthly.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a Committee meeting is five (5) 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.
- 7.4 **Chair:** The Committee will elect the Chair from amongst the Committee Members. The Chair will chair Committee meetings. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.



- 7.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes the Chair has the deciding vote.
- 7.6 **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.

8. Officers' Duties

8.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Club;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Club, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- (f) must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) 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,
- (h) must act in good faith and make proper inquiry where the need for inquiry is indicated by the circumstances and has no knowledge that the reliance is unwarranted.



9. Interests

- 9.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Officers.
- 9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interests.
- 9.3 **Consequences of being Interested:** A Committee Member who is Interested in a Matter:
- (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.
- 9.4 **Calling of SGM:** Despite clause 9.3, if 50% or more Committee Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 9.5 **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.

10. Patrons

- 10.1 A person may be invited by the Committee to be a Patron to show their support for the Club and to help establish or maintain public credibility of the Club. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. Finances

- 11.1 **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.
- 11.2 **Balance date:** The Club's balance date is 30 June or on the date as the Committee decides.
- 11.3 **Review of financial statements:** The Club's financial statements must be reviewed each year and the financial statements must be submitted to the AGM.
- 11.4 **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,
- provided no Officer or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

12. Amendments

- 12.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 12.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

13. Bylaws

- 13.1 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, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

14. Dispute resolution

- 14.1 **How 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 the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution;
 - (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 society.
 - (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 society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (ii) sets out the allegation to which the dispute relates.



- (c) The information given under subclause (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 society's constitution.

14.2 Person who makes complaint has the right to be heard

- (a) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the society makes a complaint:
 - (i) the society has a 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 society.
- (c) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - (iii) an oral hearing (if any) is held before the decision maker; and
- a. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

14.3 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 society (the respondent)
 - (i) has engaged in misconduct;
 - (ii) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Act; or
 - (iii) has damaged the rights or interests of a member or the rights or interests of members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response;



- (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (iv) an oral hearing (if any) is held before the decision maker; and
- (v) the respondent's written statement or submissions (if any) are considered by the decision maker.

14.4 Investigating and determining dispute

- (a) The society 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) Club may decide not to proceed further with complaint

14.5 Despite the clause 'Investigating and determining dispute' above, the society 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 society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Act;
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged;
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it;
- (d) the person who makes the complaint has an insignificant interest in the matter;
- (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.

14.6 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.
- (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).



14.7 Decision makers

- (a) A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

15. Liquidation and removal

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

- (a) to appoint a liquidator;
- (b) 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. Section 228 requires the committee to send written notice of the resolution to every member at least 20 working days before the general meeting at which the resolution is to be submitted. The notice must state:

- (i) the time and place of the meeting;
- (ii) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgement in relation to it;
- (iii) the text of the resolution;
- (iv) the right of a member to appoint a proxy or to cast a vote by post or electronic means (in all cases, if the society's constitution allows); and
- (v) for a resolution under section 216(1)(c) (disposing surplus assets), a statement confirming that the committee has had regard to the society's purposes.

15.2 **Special Resolution:** Any resolution for a motion set out in clauses 15.1(a) to (c) must be passed by a Special Resolution of Members.

15.3 **Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of. In the event of the Club winding up only so much of its assets and property shall be sold as shall be necessary to pay all debts and liabilities of the Club and the balance of the property and assets of the Club shall be donated to a like-minded sporting club and or other bodies having charitable or recreational purposes as shall be decided by the Club in general meeting for the purposes of winding up.



16. **Matters not provided for**

- 16.1 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.

17. **Transition**

- 17.1 **Transition:** This clause applies to facilitate transition of the Club from the previous rules 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.
- 17.2 **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 a period of time as determined by the committee and is solely to enable flexibility in the transition of the Club from the previous rules to this Constitution and to correct any unintended consequences occurring through different wording being used.