

# CONSTITUTION

Current rules of the  
City of Sails Rock 'n' Roll Revival Club Incorporated

As approved at the AGM  
held 4 May 2025.

City of Sails Rock 'n' Roll Revival Club Incorporated  
is a not for profit, incorporated society which is  
governed by a set of rules as provided for by the  
Incorporated Societies Act 2022.



# City of Sails Rock 'n' Roll Revival Club Incorporated

## CONSTITUTION

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# City of Sails Rock 'n' Roll Revival Club Incorporated

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### 1 Introductory rules

#### 1.1 Name

The name of the society is City of Sails Rock 'n' Roll Revival Club Incorporated (in this **Constitution** referred to as the '**Society**').

#### 1.2 Club Colours

The colours of the club shall be Royal Blue and White.

#### 1.3 Charitable status

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

#### 1.4 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 **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'**Chairperson**' means the **Officer** responsible for chairing **General Meetings** and **Committee** meetings, and who provides leadership for the **Society**.

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

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

'**Days**' means every calendar day of the year.

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

'**Executive Committee**' means no less than the President, Secretary, Treasurer and Vice President.

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

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

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'**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 **Society'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 **Society**.

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

'**Notice**' to **Members** includes any notice given by email, post, or courier.

'**Officer**' means a natural person who is:

- a member of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any appointed positions.

'**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**.

'**Simple Majority**' means more than half of the possible votes.

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

### 1.5 Purposes/Objects

The primary purposes of the **Society** are:

- a) To encourage the enjoyment of rock and roll music and dancing at all levels.
- b) To act in co-operation with any other associations, committees, societies or institutions for the promotion of rock and roll music and dancing.
- c) To promote a high standard of team work and comradeship in all phases of club activities.
- d) To arrange hops, promotions and other social activities for the benefit of the club members.
- e) To acquire real and personal property for the purpose of the club and to dispose of property no longer needed.

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

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or

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- 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 society or otherwise).

But the **Society** will not operate for the financial gain of **Members** simply if the **Society**—

- engages in trade,
- pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity,
- distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
- is a not-for-profit entity, and
- is affiliated or closely related to the **Society**, and
- has the same, or substantially the same, purposes as those of the **Society**.
- reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes,
- provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- provides benefits to **Members** or their families to alleviate hardship,
- provides educational scholarships or grants to **Members** or their families,
- pays a **Member** a salary or wages or other payments for services to the **Society** 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 **Society**),
- provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**.
- on removal of the **Society** 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.

### 1.6 Act and Regulations

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

### 1.7 Restrictions on society powers

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

The **Society's** capacity, rights, powers, and privileges are subject to the following restrictions:

- Should the committee wish to borrow, they must obtain approval of two thirds of the financial members present at a **Special General Meeting**.

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### 1.8 Registered office

The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.

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

- at least 5 days before the change of address for the registered office is due to take effect, and
- in a form and as required by the **Act**.

### 1.9 Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- At least 18 years of age, and
- Ordinarily resident in New Zealand.

A contact person(s) is to be appointed by the **Committee** at a **committee meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

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

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Days** of that change occurring, or the **Society** becoming aware of the change.

## 2 Members

### 2.1 Minimum number of members

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

### 2.2 Types of members

**Members** of this **Society** are individuals admitted to **membership** under this **Constitution** and who has not ceased to be a **Member**.

Membership shall be for a 12 month period from the date of joining the Club, renewable on an annual basis on receipt of payment of due subscriptions.

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

i) MEMBERSHIP MAY BE HELD IN THE FOLLOWING MANNER:

1. Individual (Senior 18 years and over)
2. Double - Specified Partner (Seniors)
3. Family - (Family consists of one or two Senior members and their offspring/s 17 years and under, i.e. Junior members).
4. Junior - Junior is deemed to be from five years to seventeen years of age
5. Individual Plus (Senior 18 years and over and their offspring/s 17 years and under, i.e. Junior members).

ii) LIFE MEMBERS

Any member/members who has/have given outstanding service to the club over a period of not less than eight cumulative years, may on the recommendation of the committee, be elected at an **Annual General Meeting** by two thirds majority of the members at that meeting.

iii) HONORARY MEMBERS

Individual persons who have given outstanding service may be elected at the **Annual General Meeting** on being nominated and seconded by a financial club member to receive one year of free membership.

iv) MODE OF MEMBERSHIP

- a) Subject to the discretion of the committee, any person may become a member of the Club, by being proposed and seconded in writing by duly elected members of the club at either general or committee meetings.
- b) On the election of the member, the secretary shall at once give him/her notice thereof and shall at the same time furnish him/her with a copy of the constitution of the club. Every member shall be deemed to agree to be bound by the constitution and by-laws of the club.
- c) Junior Membership

Junior members shall be under the age of 18 years. Junior members shall have such benefits of membership as an adult and may attend all competition dances, but may not vote in club affairs.

### 2.3 Becoming a member: consent

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

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### 2.4 Becoming a member: process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Committee** regarding an application for **membership** and will become a **Member** on acceptance of that application by being proposed and seconded in writing by duly elected **members** of the **club** at either **general** or **committee meetings**.

The General or **Committee meeting** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

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

### 2.5 Members' obligations and rights

Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Society** in writing of any changes to those details.

- All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.
- 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 **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

No member or person associated with a member of the club shall derive any income, benefit or advantage from the club, where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

- a) Professional services to the club rendered in the course of business charged at no greater rate than market rates; or
- b) Interest on money lent at no greater rate than current market rates.

### 2.6 Subscriptions and fees

The annual subscription shall be as follows:

- a) A sum to be decided on at a **general meeting**

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- b) The financial year of the club shall be deemed to be from 1st March to the 28th of February.
- c) Should any member, after receiving from the committee not less than 28 days' notice in writing, fail to pay their subscriptions to the club then overdue, they shall, failing payment by that time, cease to be a member.

### 2.7 Ceasing to be a member

A **Member** ceases to be a **Member**—

- by resignation from that **Member's** type of membership by written notice signed by that **Member** to the **Committee**, or
- on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
- on death, or
- by resolution of the **Committee** where—
- The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 28 **Days** of the due date for payment.
- In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

- the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
- the date of termination of the **Member's** membership under this **Constitution**, or
- the date of death of the **Member**, or
- the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee** shall promptly notify the former **Member** in writing and may remit the whole or any part of the subscription paid by the member.

### 2.8 Obligations once membership has ceased

A **Member** who has ceased to be a **Member** under this **Constitution**—

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

### 2.9 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by being proposed and seconded in writing by duly elected members of the club at either general or committee meetings.

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But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

### 3 General meetings

#### 3.1 Procedures for all general meetings

The **Committee** shall give all **Members** at least 42 **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 **Society** and recorded in the **Society'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**—

- in person, or
- by proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
- by voting form to be received by the **Secretary**, clearly marked "Voting Paper" either by post, email or by hand and must be received at least 48hrs prior to the meeting, and
- no other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 20 eligible financial **Members** attend throughout the meeting and this will constitute a quorum.

Unless 20 senior financial members are present within 30 minutes after the time appointed for the general meeting, the meeting shall be carried over to such date and time as the chairperson may direct, and unless the required 20 members are present by the time appointed for the adjourned meeting, those present shall constitute a quorum.

All life and financial senior members shall be entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy or voting form and in the event of an equality of votes; the chairman of the meeting shall be entitled to a casting vote.

Voting at a **General Meetings** shall be determined by the President except for the election of officers which shall be by secret ballot.

All voting at **annual general, special general and committee meetings** shall include proxy votes. Any one person is only entitled to hold two (2) proxy votes in addition to their own vote. Votes can also be made by using the voting form to be received by the secretary in a sealed envelope, clearly marked "Voting Paper" either by post or by hand and must be received at least 48hrs prior to the date set for the meeting.

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Any sealed votes are only to be opened and counted at the meeting. Votes may also be made electronically by emailing a copy of the voting form to the secretary at least 48 hours prior to the meeting.

That any postal or electronic votes be checked for validity by the secretary of that meeting, then the name of sender be removed and destroyed at the meeting by the secretary and the voting paper only be passed to the scrutineer's for counting.

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

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

The president shall take the chair at all general and/or **special** meetings of the club. If at any such meeting the president shall not be present or unwilling to chair, then the members present at said meeting shall vote for another person to chair as under section 6.2.

- Any person chairing a **General Meeting** may —
- 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.
- 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
- In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

Any amendment to the constitution must be presented by a **Member** in the form of a remit which must be in the hand of the secretary no later than 21 days before a general meeting. A copy of the remit together with the agenda of the meeting must be forwarded to all financial members at least 7 days prior to the date set for the meeting to be held.

### 3.2 Minutes

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

### 3.3 Annual General Meetings: when they will be held

An **Annual General Meeting** shall be held once a year prior to the National Association AGM, on a date and at a location 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—

- 6 months after the balance date of the **Society**
- 15 months after the previous annual meeting.

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### 3.4 Annual General Meetings: business

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

- confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
- adopt the annual report on the operations and affairs of the **Society**,
- adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements duly audited/reviewed,
- set any subscriptions for the current financial year,
- consider any motions of which prior notice has been given to **Members** with notice of the **Meeting**,
- Elect the Patron of the club,
- consider any general business and,
- elect **officers** and **members** of the **committee**

The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

### 3.5 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 signed by at least 10 financial **Members** of the club.

The **Secretary** shall call a **Special General Meeting** within one (1) calendar month after receipt of a requisition to that effect, by giving notice of such meeting to all members at least seven (7) **days** prior to the date set for the meeting.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with. No business shall be transacted at any **Special General Meeting** except that of which notice has been given as aforesaid.

If more than 50 per cent of the **committee** are unable to vote on a particular issue because they have an interest in it, the **committee** must call a **Special General Meeting** to determine the matter.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings**, not otherwise specified in this section, shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's**

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resolution or the written request by **Members** for the **Meeting**.

### 4 Committee

#### 4.1 Committee composition

The **Committee** will consist of 9 **Officers**.

- President
- Vice President
- Secretary
- Treasurer
- Five Committee Members

All of the **Officers** on the **Committee** must be **Members** of the **Society**.

Any member of the **Committee**, absenting himself/herself from three consecutive meeting without furnishing a satisfactory explanation to the committee shall be deemed to have vacated his/her office.

The committee shall have the power to co-opt two additional club members to the committee if and when necessary for the well-being of the club.

#### 4.2 Functions of the committee

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies **Act** 2022, any Regulations made under that **Act**, and this **Constitution**.

#### 4.3 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 **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

To have full control of the funds of the club, and make such arrangements as it deems advisable for the opening of current or deposit accounts with any bank and/or investments and shall from time to time authorise payments, withdrawals and transfer of funds as and when required for the running of the club.

After each AGM all outgoing Executive committee members are to have their signing authority on the club's financial institutions removed within Two weeks and the new executive added as current authorisers.

Only current executive committee members shall ever have signing authority with any of the club's financial institutions.

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On any financial transaction, we require two signatures. First and foremost, the Treasurer will be required to be one of the signatures and any member of the executive the second. Should the Treasurer be unavailable then the current President will take place as the first signature required but only after exhausting all avenues to notify the Treasurer and seek their authority first.

Should the **committee** wish to borrow, they must obtain approval of two thirds of the financial **members** present at a **special general meeting**.

The committee shall have the power to suspend or expel any member who shall willfully break the by-laws and/or sections of the constitution of the club, or whose conduct in its opinion renders them unfit for membership of the club.

No member shall be suspended or expelled without first being summoned before a meeting of the committee, of which he/she shall receive at least three days' notice to explain their conduct and unless a majority of two thirds of its members thereof shall vote for their suspension or expulsion. Any expelled member shall forfeit all rights or claims upon the property of the club but is still liable under Section 2.8.

### 4.4 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
- a sub-committee must not further delegate any of its powers.

All sub-committees shall, subject to the supervision of the committee, conduct and manage such functions or activities, as and when directed to do so by the committee, and shall as soon as practicable thereafter, prepare a profit and loss account of each function or activity, for presentation to the **committee** and shall account to the treasurer for all proceeds therefrom.

### 4.5 Emergency Committee

There will be an Emergency Committee consisting of the **Executive Committee** and any decision made by the Emergency Committee is to be answerable to the **Committee**, at the following meeting.

### 4.6 General matters: Committees

The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

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Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

### 5 Committee meetings

#### 5.1 Procedure

The quorum for **Executive Committee** will be three (3).

The quorum for **Committee** meetings shall consist of three (3) executive member and three (3) committee.

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

1. 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
2. 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.

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 **Officer** on the **Committee** shall have one vote each, and in the event of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

The president is the chairperson of all meetings but in his/her absence or wish to stand aside for the purpose of a particular meeting the vice president shall be the next option to be delegated as chairman or failing both of these scenario's those members present at any such meeting shall have the option to cast a vote for another person to chair. In the case of voting being equal in committee, the chairperson has the casting vote, ie: a second vote.

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

No member, other than committee shall attend a committee meeting, without first applying to the President and obtaining permission to do so, or being invited by the committee.

All acts done at any meetings of members of the committee, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such committee, sub-committee or persons acting as aforesaid, or they or any of them were disqualified, be as valid as if every such person had been duly appointed and been qualified to act.

The decision of the committee on the construction or interpretation of any rule or by-laws shall be conclusive and binding on the members of the club.

#### 5.2 Frequency

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The **Committee** shall meet at least once a month during the financial year, excluding December and/or January if not required, or at any other time upon notice being given to the secretary, that such a meeting is necessary, at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.

## 6 Officers

### 6.1 Qualifications of officers

Every **Officer** must be a natural person who—

- has consented in writing to be an officer of the **Society**, and
- certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

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

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies **Act** 1993, the Financial Markets Conduct **Act** 2013, or the Takeovers **Act** 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities **Act** 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - I. an offence under subpart 6 of Part 4 of the **Act**
  - II. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes **Act** 1961)
  - III. an offence under section 143B of the Tax Administration **Act** 1994
  - IV. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  - V. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
  - I. a banning order under subpart 7 of Part 4 of the **Act**, or
  - II. an order under section 108 of the Credit Contracts and Consumer Finance **Act** 2003, or
  - III. a forfeiture order under the Criminal Proceeds (Recovery) **Act** 2009, or
  - IV. a property order made under the Protection of Personal and Property Rights **Act** 1988, or whose property is managed by a trustee corporation under section 32 of that **Act**.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a

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country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must—

- consent in writing to be an **Officer**, and
- certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

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

### 6.2 Officers' duties

At all times each **Officer**:

1. shall act in good faith and in what they believe to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
  - the nature of the **Society**,
  - the nature of the decision, and
  - the position of the **Officer** and the nature of the responsibilities undertaken by him or her
5. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
6. must not agree to the **Society** incurring an obligation unless they believe at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

### PRESIDENT

To preside over the club at all times, controlling all **committee, general and special meetings**. The president is the chairperson of all **meetings** but in their absence or wish to stand aside for the purpose of a particular meeting the Vice President shall be the next option to be delegated as chairman or failing both of these scenario's those members present at any such meeting shall have the option to cast a vote for another person to chair. In chairing the meeting, it is the duty of the Chairman to:

- a) See that a quorum is present before they declare the meeting open
- b) Be completely impartial

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- c) Preserve order and conduct the meeting in a business-like manner in accordance with the constitution
- d) Ensure that speakers keep to the point under discussion
- e) Prevent private chatter or heckling and call speakers to withdraw and apologise if they make offensive statements

### SECRETARY

The secretary shall attend and keep correct minutes of all general, special and committee meetings. Keeping a record of members present at such meetings, issue notices of meetings when directed, conduct correspondence and keep copies of same, keep a register of names and addresses of the committee to be done by the secretary. The secretary shall control all books and records applicable to his/her position, and ensure that they are properly filed and cared for and that on his/her retirement from office are handed to his/her successor immediately.

### TREASURER

The treasurer shall attend and keep correct accounts and books showing the financial affairs of the club, and pay into such bank that the committee may from time to time direct, to the credit of the club, all monies they may receive and they shall submit a statement of all financial affairs of the club at the **Annual General Meeting**. All payments out of funds of the club shall be made by the order of the committee.

### COMMITTEE MEMBERS

The committee members will be mediators between the members and the committee. All remits from the members shall be presented in person to the committee members. They are expected to encourage and help fellow members in every possible way. It is their duty at all social functions to ensure good conduct at all times. They have full control over fellow members at every club activity which the club attends, or any such activity under the club's name. They will attend wherever possible, group activities connected with the club. Also to supervise the issue of the club's equipment and be responsible for all equipment under their care.

### COMMITTEE

- a) There shall be an executive committee of the club consisting of no less than President, Secretary, Treasurer and Vice President elected at the **Annual General Meeting** of the club.
- b) The committee shall meet once a month during the financial year or at any other time upon notice being given to the secretary, that such a meeting is necessary.
- c) No member, other than committee shall attend a committee meeting, without first applying to the President and obtaining permission to do so, or being invited by the committee.
- d) In the case of voting being equal in committee, the chairperson has the casting vote, ie: a second vote.

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- e) Any member of the committee, absenting himself/herself from three consecutive meeting without furnishing a satisfactory explanation to the committee shall be deemed to have vacated his/her office.
- f) The committee shall have the power to co-opt two additional club members to the committee if and when necessary for the well-being of the club.
- g) To prepare and present annually, a general report of the affairs of the club, together with a duly audited balance sheet and full accounts of its financial position as at the end of each year at the **Annual General Meeting**.
- h) To award annually, cups, shields and trophies that are the property of the club. Perpetual trophies shall be returned when called for.

### PATRON

It will be the duty of the Patron to guide and help benefit the club.

### 6.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows.

1. The President, Vice President, Treasurer, Secretary and **Committee** shall hold office for one year and be elected during **Annual General Meetings**.
2. Notice of known vacant **Officer** positions shall be sent by the secretary to all financial members, along with the notice of the Annual General Meeting, at least 42 days prior to the date for the meeting to be held.
3. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least 21 **Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**, and any such nominee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an officer (as described in the 'Qualification of Officers' rule above).
4. These nominations shall be sent by the secretary to all financial members no less than 7 days prior to the date set for the meeting to be held, along with notification of the current President, Executive and Committee that are standing for election.
5. The election of officers shall be by ballot.
6. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction, if required, of any voting papers.
7. The failure for any reason of any financial **Member** to receive such **Notice** of the general meeting shall not invalidate the election.

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8. In addition to **Officers** elected, the committee shall have the power to co-opt two additional club members to the committee if and when necessary for the well-being of the club. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above).

### 6.4 Term

The term of office for all **Officers** elected to the **Committee** shall be one (1) year and be elected annually at the **Annual General Meeting**, expiring at the end of the next **Annual General Meeting**.

### 6.5 Removal of officers

An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —

- The **Officer** elected to the **Committee** has been absent from three (3) consecutive committee meetings without furnishing a satisfactory explanation to the Committee shall be deemed to have vacated their office.
- The **Officer** has brought the **Society** into disrepute.
- The **Committee** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

### 6.6 Ceasing to hold office

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

Each **Officer** shall within 5 **Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

### 6.7 Conflicts of interest

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

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

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

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

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1. must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 per cent or more of the **Members** of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

## 7 Records

### 7.1 Register of Members

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

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

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

The register will also include each **Member's** —

- postal address
- email address (if any)
- whether the **Member** is financial or unfinancial

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

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

- The former **Member's** name, and
- The date the former **Member** ceased to be a **Member**.

### 7.2 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.

### 7.3 Access to information for members

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

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

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or
3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** 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 **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the society, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or

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9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Days** after receiving notification of the charge, the **Member** informs the **Society** —

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

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

## 8 Finances

### 8.1 Control and management

The funds and property of the **Society** 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 **Society**.

The **Committee** shall maintain bank accounts in the name of the **Society**.

All accounts paid or for payment 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 **Society**, and
2. allow the **Society** 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 **Society's Constitution**).

The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

At least once in every year, the books, accounts and vouchers of the club shall be reviewed at a minimum by an appropriately qualified external professional appointed for the purpose by the committee. The purpose shall be required to certify to the correctness of the balance sheet, or if they are unable to do so, to report to **Members** accordingly. The appointed person shall, at reasonable times, have access to all books, accounts and records of the club, and they may examine any officer of the club with reference thereto.

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

### 8.2 Balance date

The financial year of the **Society** shall be deemed to be from 1st February to the 31st of January (the latter date being the **Society's** balance date).

## 9 Dispute resolution

### 9.1 Meanings of dispute and complaint

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

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

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

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

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

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society'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 **Society**.

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The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

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

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

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

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

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

### 9.2 How complaint is made

1. 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**; and
  - II. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - III. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
  - 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.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

### 9.3 Person who makes complaint has right to be heard

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1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
  - 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**.
3. 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); and
  - II. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - III. an oral hearing (if any) is held before the decision maker; and
4. The **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

### 9.4 Investigating and determining dispute

1. 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.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

### 9.5 Society may decide not to proceed further with complaint

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

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
  - 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;
  - IV. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - V. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - VI. the person who makes the complaint has an insignificant interest in the matter; or
  - VII. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or

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VIII. there has been an undue delay in making the complaint.

### 9.6 Society may refer complaint

1. The **Society** 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.
2. The **Society** 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).

### 9.7 Decision makers

The Committee can appoint dispute decision makers in consultation with the complainant who are:

1. a subcommittee selected specifically for each complaint, or
2. an arbitral tribunal, or
3. an external person or dispute resolution organisation

If necessary, disputes can be referred to consensual dispute resolution methods, such as Mediation, Facilitation and Tikanga-based practices and as a last resort A Court.

A person may not act as a decision maker in relation to a complaint if two (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—

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

## 10 Liquidation and removal from the register

### 10.1 Resolving to put society into liquidation

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

The **Committee** shall give 30 **Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** 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 **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

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### 10.2 Resolving to apply for removal from the register

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

The **Committee** shall give 30 **Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

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 remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

### 10.3 Surplus assets

If the **Society** 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 **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall not be paid to the **Members**, but applied for charitable purposes within New Zealand.

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

## 11 Alterations to the constitution

### 11.1 Amending this constitution

All amendments must be made in accordance with this **Constitution** and the **Act**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

Any proposed resolution to amend or replace this **Constitution** shall be by way of remit sent in writing to the **Secretary** at least 21 **Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 7 **Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed remit, the reasons for the proposal, and any recommendations the **Committee** has.

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Provided no additions to or alteration of, to the alteration to rules clause, pecuniary profit clause or winding-up clause shall be approved without the consent of the Inland Revenue Department.

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.

## 12 Other

### 12.1 Common seal

The official seal of the club shall be held by the secretary and may only be affixed in the presence of the president and secretary and one other executive **committee member**.

### 12.2 Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

- 1 The committee reserves the right of admission to any function.
- 2 There will be no smoking on the dance floor at any function.
- 3 Any person suspected of being under the influence of drugs, will immediately be ejected from the function and forfeit their membership.
- 4 Should any **Member** cause damage to the club, or property for which the club is responsible for, the **Member** will make full restitution for that damage and may be subjected to Clause 4.3 of the Constitution - Expulsion of **Members**.