



2025 Rules Review & Consultation

# MEMBERS CONSULTATION INFORMATION

We Need Your Input! 🚧

Under the new Incorporated Societies Act 2022, all clubs must update their rules and reregister by April 2026.

Our Rules Sub-Committee has drafted updated Club Rules, and we want your feedback.



✉ Email consultation: 16–29 June

Member meetings: 20 (6pm) & 30 (11am) July

SGM to adopt final rules: 24 August (11am)

Let's get this right, together. Stay informed and involved! 🙌  
#UHCC #ClubRulesUpdate #MemberConsultation #SGM2025



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[www.cossieclubs.org.nz](http://www.cossieclubs.org.nz)

## Incorporated Societies



Starting or reregistering a society ✓

Keeping society details up to date ✓

Law changes for societies

### Act now to reregister your society



Don't leave it too late to get reregistration sorted.

Your society must reregister before 5 April 2026 to continue operating as an incorporated society.

Your next AGM is the perfect opportunity to agree on reregistration and changes to your society's constitution. If you have already had your AGM you will need to hold a special general meeting.

## Clubs NZ

### Only 10 Months Left – Is Your Club on Track to Re-Register Under the Incorporated Societies Act 2022?

27 May 2025

Circular 25-037

Relevant for Club Officers and Management

Time is ticking. All incorporated societies must re-register under the Incorporated Societies Act 2022 by 5 April 2026. That may sound like a distant date, but as of June 2025, there are just 10 months left to ensure your club's constitution is compliant and that any changes are properly adopted in accordance with your current rules before you can reregister.

This is not a process that can be left to the last minute. Failure to re-register will have serious consequences.

#### What's at Risk?

If your club does not re-register by the 5 April 2026 deadline, it will be struck off the Incorporated Societies Register and will cease to exist as a legal entity. This isn't just a formality, it could result in:

- Loss of your club licence
- Inability to operate gaming machines or retain your class 4 licence
- Loss of tax and legal protections available to incorporated societies
- Loss of limited liability protections for officers and committee members

If struck off, your club will likely need to apply for incorporation as a new entity and may not be able to reestablish licences held by the 'old' entity.

#### What Does Your Club Need to Do?

To protect your club's future, take these steps as soon as possible:

- 1. Review and Update Your Constitution**  
The 2022 Act introduces a range of new requirements, including clear dispute resolution processes, defined officer duties, and updated governance structures. Most existing constitutions will need to be amended to comply.
- 2. Adopt the New Rules in Accordance with Your Existing Constitution**  
You'll need to follow your current rules for changing your constitution, including calling a general meeting, giving proper notice to members, and passing a resolution by the required majority.
- 3. Re-Register via the Incorporated Societies Register**  
Once your new constitution is adopted, your club must complete the re-registration process through the Companies Office website.

#### Act Now — Don't Leave It Too Late

While 10 months might seem like enough time, the reality is that this process involves multiple steps, consultation with members, and possible legal or governance advice. Leaving it to the last minute could place unnecessary pressure on your committee, or worse, result in missing the deadline altogether.

We also anticipate a surge in applications closer to the deadline, which may lead to delays in processing.





## Background

To meet the requirements of the Incorporated Societies Act 2022 the club is required to **reregister** under the Incorporated Societies Act 2022 (2022 Act) as part of that application we are required to refresh and update our Constitution. The new Constitution and registration request needs to be submitted to MBiE **and approved by them** prior to 5 April 2026 but before that can occur though, the new Constitution needs to be approved by the members at Special General meeting (as defined in Section 15 of our current Constitution).

Clubs NZ created a template Constitution which the Executive used as a base to ensure we included all changes required by law – we then went through our current rules and ensured that where necessary any rules specific to our club were included in the new rules. We also took the opportunity to make changes that reflected the club as it is now and not 50 years ago when the current rules were first drafted.

The proposed new Constitution is available to download or hard copies are available from Reception on request.

Please pass on any comments or requests for further info in relation to the new constitution to the Rules Sub-committee via the Manager.

Below is a list of the main changes made (other than re-numbering and re-ordering). There may also be some slight wording changes for grammatical or clarity which haven't been listed but those changes have not affected the intent of the rule.

Section 3 – Interpretation – many additions and changes to cater for the proposed Constitution

Section 4 – Purpose – altered to reflect Clubs NZ template.

Section 5 – Powers – new section taken from Clubs NZ template (please note S17.8(i) places restrictions on the Executive making decisions regarding the approval of the disposal, acquisition, upgrade or sale of any Club asset to a value greater than 5% OF THE Clubs total assets)

Section 6 – Personal Benefit – altered to reflect Clubs NZ template.

Section 7 & 9 – Added Junior Member – added to reflect Clubs NZ template.

Section 710 – Membership - Addition of Senior Member with a new proposed amendment to change the age of eligibility so it matches the Government Superannuation age (with provision to also include those who currently qualify).

Section 11 – Life members – added facility to allow a financial member to nominate another member for Life Membership with criteria.

S12.2 Granting of Honorary Membership - New.

S13.1 Restricted Membership – added (j) to (9)

S14 Register of Members – new - Act requirement

S14 Fees and Subscriptions – removal of the facility to allow memberships to be paid in advance.

S15.4 – Fees and Subscriptions - lapsed membership process, new

S17 Executive Committee

S17.2 – Eligibility for Executive, new as required by the Act

S17.4(e)-(f) new – as per Clubs NZ template

S17.6 New as required by the Act and suggested by Clubs NZ template

S17.8(h) altered to reflect Clubs NZ template.

S17.8(i) the previous rule allowed for the Executive to approve spending up to \$150k. The new proposed ceiling is for the approval limit to be capped at 5% of the Clubs total assets, a model used by other Clubs.

S17.9 - added to reflect Clubs NZ template.

S17.10 New as required by the Act

S21 – General Manager – some minor changes to reflect Clubs NZ template and legislative requirements.

S22 Staff – removed old paragraph stating ‘All salaried staff are appointed/dismissed by the President’ to the General Manager. The GM is still appointed by the President. Also removed the paragraph that excluded staff from being on the Executive – it is specifically excluded by Section 17.2 of the new rules.

S24 (b) - Special General meeting - increased the number of signatures required to request a Special General Meeting to reflect the size of the Club – Clubs NZ template recommended 10% or 50 members whichever was the greater number – we felt 10% to be excessive so made it 3% or 100 whichever is the greater.

S27 – Standing Subcommittees – Removed Disciplinary as it is now fully covered within Section 35.

S28.9 - Adjuncts - Amended to allow the Executive to reserve the right to stipulate certain conditions in relation to any specific grant and/or sponsorship.

S30 - Accounts and Financial Management – replaces the old S25 Accounts. Updated to reflect Clubs NZ template and the Act. Also added allowance for President and Vice President to hold a hospitality card with the value of which are set at an AGM.

S33 - Access to information -New as required by the Act

S34.3 - Conduct of Members - Added items j, k and l

S35, S36. Major changes to the Disputes, Complaints and Appeals process to meet the requirements of the Act and the Clubs NZ template.

S42 – Winding Up/Dissolution – amended to comply with new regulations.



# **Upper Hutt Cosmopolitan Club Incorporated Constitution and Rules**

Implemented [MONTH] [YEAR]

Version Draft\_1.00

PROPOSED

## TABLE OF CONTENTS

1.	NAME .....	3
2.	DEFINITIONS AND INTERPRETATION .....	3
3.	REGISTERED OFFICE .....	5
4.	PURPOSE .....	5
5.	POWERS .....	5
6.	PERSONAL BENEFIT .....	6
7.	MEMBERSHIP .....	6
8.	ORDINARY MEMBERSHIP .....	8
9.	JUNIOR MEMBERSHIP .....	8
10.	SENIOR MEMBERSHIP .....	9
11.	LIFE MEMBERSHIP .....	9
12.	HONORARY MEMBERSHIP .....	9
13.	RESTRICTED MEMBERSHIP .....	10
14.	REGISTER OF MEMBERS .....	11
15.	FEES AND SUBSCRIPTIONS .....	11
16.	RESIGNATION .....	12
17.	EXECUTIVE COMMITTEE .....	12
18.	PRESIDENT AND VICE PRESIDENT .....	16
19.	TREASURER .....	17
20.	TRUSTEES .....	17
21.	GENERAL MANAGER .....	18
22.	STAFF .....	19
23.	ANNUAL GENERAL MEETING .....	19
24.	SPECIAL GENERAL MEETING .....	20
25.	CONDUCT OF GENERAL MEETINGS .....	20
26.	COMMITTEE MEETINGS .....	22
27.	STANDING SUBCOMMITTEES .....	23
28.	ADJUNCTS .....	23
29.	SECTIONS .....	24
30.	ACCOUNTS AND FINANCIAL MANAGEMENT .....	24
31.	INVESTMENT OF FUNDS .....	25
32.	AUDITOR .....	25
33.	ACCESS TO INFORMATION .....	26

34.	CONDUCT OF MEMBERS .....	27
35.	DISPUTES, COMPLAINTS AND APPEALS .....	28
36.	IMMEDIATE SUSPENSION .....	32
37.	PROPERTY.....	32
38.	VISITORS – AUTHORISED CUSTOMERS, AUTHORISED VISITORS AND GUESTS.....	32
39.	ALTERATIONS OF CONSTITUTION RULES .....	34
40.	BY-LAWS AND STANDING ORDERS .....	34
41.	CELEBRATION OF LIFE (FUNERAL).....	34
42.	WINDING UP AND/OR LIQUIDATION .....	34

PROPOSED

## 1. NAME

- 1.1. The name of the club shall be Upper Hutt Cosmopolitan Club Incorporated.

## 2. DEFINITIONS AND INTERPRETATION

- 2.1. **Definitions:** In this Constitution and the Standing Orders and By-laws, unless the context otherwise requires:

**“Adjunct”** means a group established by authority of the Executive Committee for the purpose of organizing and administering sporting, social, recreational or other interest activity for members of the Club.

**“Affiliated Club”** means a club which is a member of or affiliated to Clubs New Zealand Incorporated or some other club or association through whom the Upper Hutt Cosmopolitan Club Incorporated has an arrangement for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent charter or not.

**“Annual Subscription”** is the amount payable annually by members in accordance with Rule 15.

**“Auditor”** means the Clubs auditor pursuant to Rule 32.

**“Authorised Customer”** has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

**“Authorised Visitor”** has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

**“By-laws”** means the processes and rules that are adopted at the time of formation of the Club or at a later date, that do not form part of the Constitution and may be added or changed or rescinded by a majority vote at an Executive Committee without reference to the Registrar of Incorporated Societies

**“Chair”** means the person who is chairperson of a meeting pursuant to Rule 18.1

**“Close Relation”** means a current or former spouse or partner, parent, child, sibling, any person who regularly resides in the household or who within the prior 6 months regularly resided in the household.

**“Club”** means Upper Hutt Cosmopolitan Club Incorporated

**“Executive Meeting”** means a meeting of the Executive.

**“Electoral Procedure”** means a system for which the election of office bearers is utilised ranging from and not limited to, secret ballot, electronic voting system, postal ballot or any other properly conducted electoral process as approved by an AGM or Special General Meeting.

**“Executive” or “Executive Committee”** means: a committee of the Club’s governance body as defined in Rule 17.

**“Executive Member”** means one of the people comprising the Executive Committee set out in Rule 17.1 and elected pursuant to Rule 17.4

**“Financial Member”** means a member of the Club as defined in Rule 7 with no outstanding subscription or other overdue payment to the Club.



**"Financial Statements"** means the Club's balance sheet and statement of accounts made up to the last day of the Year.

**"Foundation Life Member"** means a member who was one of the original members of the Club and who was granted Foundation Membership at that time.

**"General Meeting"** means an Annual General Meeting or Special General Meeting of the Club.

**"In Committee"** means that no minutes or record of debate is kept, and that the debate is confidential to those attending the meeting concerned and "Into Committee" has a corresponding meaning.

**"Legal Purchasing Age"** means the age at which a person may be sold or directly supplied with alcohol under current, relevant legislation for the Sale and Supply of Alcohol.

**"Life Member"** means a person elected to life membership of the Club pursuant to Rule 11.

**"Management"** means any employee of the Club who is authorised to carry out the management of the Club's affairs with authority from the Executive. The authority for the management of the Club has been delegated to the General Manager by the Executive. The Manager may sub-delegate that authority but remains accountable to the Executive.

**"Manager"** means: the employee appointed by the Executive as "General Manager". The Manager also assumes the role of Club Secretary for the purposes of any NZ Statutes.

**"Meeting"** means a General Meeting.

**"Member"** means any Member of the Club as set out in Rule 7.

**"Month"** means calendar month.

**"Natural Justice"** means following a fair process without bias or pre-determination. The key principle is the right to a fair and impartial determination of the issue. This means: (a) Decision makers keep an open mind until they have heard from everyone, looked at all relevant information, and not taken account of irrelevant information and (b) None of the decision-makers have a conflict of interest.

**"Officer"** means a member of the Executive or a person occupying a position in the club that allows the person to exercise significant influence over the management or administration of the club.

**"Ordinary Member"** means a person elected to ordinary membership of the Club pursuant to Rule 8

**"Person"** includes an individual, partnership, firm, company, body corporate, association, organisation or any other entity or organisation whether incorporated or not.

**"Post"** includes displaying information electronically and in prominent areas within the Club, including but not exclusively the Club Notice Board.

**"President"** means the Club's President elected pursuant to Rule 17.4

**"Restricted Member"** means a person granted a restricted membership of the Club pursuant to Rule 13.

**"Rules"** means individual regulations and/or by-laws that are set in place for guidance, in their various forms, for the efficient management and operation of the Club. Together all the rules form the Club Constitution.

**"Secret Ballot"** means a method of voting where the count is not open to dispute and the identity of those voting for or against the motion can be kept secret.

**"Section"** means an organisation (other than an adjunct) whose members are also members of the Club.

**"Subscription"** means an annual subscription and any levy (levies) applicable.

**"Vice-President"** means the Club's Vice-President elected pursuant to Rule 17.4

**"Vexatious"** for the purposes of Section 35 means difficult to deal with and causing a lot of anger, worry, or argument.

**"Year"** means the Club's financial year of 1 September to 31 August for financial reporting purposes

### **3. REGISTERED OFFICE**

- 3.1. The registered office of the club shall be at 11 Logan Street, UPPER HUTT or such other place as the Executive shall from time to time decide.

### **4. PURPOSE**

- 4.1. The purposes for which the club is established include:
- a) To conduct, administer and maintain a club for its members, the community and for such persons as are authorised from time to time, and
  - b) To provide amenities and cultural activities, and
  - c) To promote sports, and
  - d) Generally, to provide an atmosphere where members may meet and enjoy companionship and camaraderie with one another.

### **5. POWERS**

- 5.1. The club has the power to include the following in the pursuance of its purposes, subject to any limitation imposed by this constitution:
- a) To fund its activities by subscriptions or payments from members, fees, or other income.
  - b) To borrow, raise or secure the payment of money in such manner as the club shall think fit, with or without security.
  - c) To purchase, sell, lease, exchange, maintain, improve, hire, dispose of, manage, invest, lend, mortgage, charge, gift or otherwise deal with any real or personal property.
  - d) To invest, lend or deal with any monies of the club not required for immediate use in such investments as the club may think fit.
  - e) To employ and remunerate staff.

- f) To undertake legal action.
- g) To form and disband adjuncts.
- h) To enter into any contract, make any arrangements, or undertake any activity for the financial or other benefit of the club.
- i) To make regulations and by-laws for the conduct of the club and the discipline required of members, which shall not be inconsistent with the provisions of the Incorporated Societies Act 2022, any other current and relevant legislation and follow the principles of Natural Justice.
- j) To conduct any other functions as outlined in this constitution.
- k) To use any rights or privileges that the club may deem necessary or convenient for carrying out its powers, or further its purpose under this constitution.
- l) To do anything incidental or conducive to the attainment of any of the objects of the club.
- m) To enter into reciprocal rights agreements with other entities as it seems fit.
- n) To keep an up-to-date register of members.
- o) Develop policies to cover all unforeseen and possible matters in order to operate its business.

## **6. PERSONAL BENEFIT**

- 6.1. As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. 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 arm's length, relative to what would occur between unrelated parties.
  - c) Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

## **7. MEMBERSHIP**

- 7.1. On Acceptance as a member (all classes), the member acknowledges their acceptance of all Club policies, By-laws and Constitution.
- 7.2. Classes of Membership: The members of the club shall be divided into the following classes:
  - a) Ordinary.
  - b) Junior.
  - c) Senior
  - d) Life.

- e) Foundation Life (No addition may be made to the number of Foundation Life Members as now recognised by the Club. Foundation Life members shall not be liable to pay any subscription but shall be deemed to be financial members)
  - f) Honorary.
  - g) Restricted.
- 7.3. Each candidate for admission shall complete the prescribed nomination form honestly which will empower the Executive, or an Officer of the Club, to make enquiries necessary to verify the suitability of the candidate as a member of the Club. The nomination form shall include the first name(s), surname, date of birth, residential address and gender of the candidate, and an undertaking that the candidate will abide by the Rules of the Club. The candidate shall tender the current entrance fee and subscription at the time of nomination and agree that a photo be taken for identification purposes and may be displayed on the membership card and/or the Clubs suite of Operations software.
- 7.4. Membership shall date from the date of processing the duly signed nomination form and a copy of the Rules and evidence of membership shall be provided to the member.
- 7.5. In general, each candidate must gain election to membership by receiving an affirmative vote of two thirds of the members of the Executive present at a constituted Executive meeting.
- 7.6. If any candidate is not accepted by the Executive and a ballot for the election of that member is demanded by requisition signed by not less than 3% of the Clubs Financial Members, or one hundred (100) Financial Members whichever is the greater number, and delivered to the President within twenty-eight (28) days of the notification to the candidate of such rejection, then the President shall call a Special General Meeting for the purpose of a ballot accordingly. Any candidate who receives affirmative votes exceeding nine-tenths (90%) of the votes cast for and against such a candidate shall be elected as a member of the Club notwithstanding the rejection of such candidate by the Executive.
- 7.7. Any candidate who fails to obtain membership because of Rule 7.5 or 7.6 cannot be proposed again for membership for a period of five (5) years.
- 7.8. Financial members of other affiliated clubs wishing to join the Club shall not be required to pay an entrance fee but shall be required to produce a transfer certificate from the club from which they are transferring and shall be granted the use of the Club as an affiliated club member during the period between transfer and final election.
- 7.9. No person shall be eligible for membership who is:
- a) a prohibited person under the Sale & Supply of Alcohol Act 2012, or such Acts as the Executive may from time to time decide;  
or
  - b) a person who has been expelled from the Club or section of the Club or any affiliated, associated or kindred club.



## **8. ORDINARY MEMBERSHIP**

- 8.1. Individuals of at least the legal purchasing age may apply to become Ordinary Members of the club by the process defined in this rule.
- a) An application for ordinary membership is deemed to be a declaration that the applicant consents to membership, acknowledges that their information will be entered into the Register of Members and agrees to be bound by this constitution, by-laws and policies.
  - b) Subject to the foregoing, Ordinary Members shall be entitled to.
    - i. To enter the Club's Main Bar (Sports Bar) during such hours as may be defined by the Executive, free of charge, (except for New Year's Eve in any one year). Other areas of the club premises may incur a charge for various reasons from time to time.
    - ii. Enter any club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that club's rules; and
    - iii. Hold office in accordance with this constitution and have an equal voice in all business of the club.
  - c) The Executive reserves the right to revoke Ordinary Membership at any time if the Ordinary Member is found to have provided false information or has within 90 days of application deemed to have breached the Club's constitution. If Ordinary Membership is revoked.
    - i. The member shall be informed in writing of the decision; and
    - ii. The subscription fee will be refunded in full.
  - d) None of the rights and privileges contained in the above 8.1(b) shall override, circumvent, or surpass this subsection. The Executive Committee can put in place restrictions on member's access to the Club based on the health, safety, or welfare of all members and staff in accordance with public health guidelines.

## **9. JUNIOR MEMBERSHIP**

- 9.1. Notwithstanding any other rules, the following rules set out provisions applying specifically to Junior Members. For the avoidance of doubt, where there is conflict or ambiguity between these rules and any other rule in this constitution, then this rule relating to Junior Members shall prevail. Subject to the provisions contained in these rules, all rules shall apply to Junior Members in the same way as they do to Ordinary Members.
- a) Individuals aged under the legal purchasing age may apply to become Junior Members of the club in accordance with the procedure for Ordinary Membership set out in Rule 7.3 to 7.9.
  - b) On reaching the legal purchasing age, Junior Members are eligible to apply for Ordinary Membership.
  - c) Members shall automatically lose their Junior Membership status:
    - i. One month after reaching the legal purchasing age; or
    - ii. Upon admission as an Ordinary Member, whichever is earlier.
  - d) A Junior Member's rights are restricted by the following:

- i. No voting rights at any General Meeting.
  - ii. No right to hold office or be a member of the Executive.
  - iii. No right to participate in any alcohol promotions, accept alcohol as a prize in any club activity, purchase alcohol or accept alcohol from any member except their parent or legal guardian.
- e) A Junior Member may have the right of admission to an Affiliated Club with which the club has reciprocal rights (it is essential to check with each club first to ensure they allow Junior Members into their club – especially if a Junior Member is wishing to enter a Clubs New Zealand Sports Tournament).
- f) Nothing in Rule 7 Members shall apply to Restricted Members except for Rule 7.9

## **10. SENIOR MEMBERSHIP**

- 10.1. A member who has reached the New Zealand Government Superannuation eligibility age and has been a financial club member for more than 5 consecutive years.
- 10.2. A Senior member shall be entitled to a discount off the full membership price, as determined at the Annual General Meeting.

## **11. LIFE MEMBERSHIP**

- 11.1. Life Membership may be granted to any member for meritorious service rendered to or on behalf of the club, in accordance with the following:
- a) The Executive may elect to recommend a member for Life Membership.
  - b) A Financial Member may propose, and another Financial Member may second a member for Life Membership in writing, and that nomination shall be forwarded to the Executive, no later than one calendar month before the Clubs Annual General Meeting.
  - c) No nomination for Life Membership shall be put to the Annual General Meeting unless it has the majority support of the Executive.
  - d) The Executive shall post notice of its intention to recommend a Life Member on the club's noticeboard for fourteen (14) clear days prior to the Annual General Meeting in any year.
  - e) The club may elect a member recommended by the Executive to Life Membership, by simple majority at the Annual General Meeting.
  - f) Life Members are eligible to vote, hold office and enjoy all the rights and privileges of membership.
  - g) Life Members shall not be charged an annual subscription but shall be deemed to be Financial Members.
  - h) The number of Life members shall not at any time exceed two (2) per cent of the total membership of the Club.

## **12. HONORARY MEMBERSHIP**

- 12.1. The Executive may from time to time elect a person to Honorary membership whom they deem worthy of the honour because of their position or work within the community.

- a) Honorary members are not financial members but shall be encouraged to seek nomination as financial members.
  - b) Honorary members shall be entitled to the social privileges of the Club but shall not be entitled to participate in any Club promotions, shall not earn loyalty points other member credits, and shall not have the right to vote at any meeting or election, or to stand as, nominate, or second a candidate in any election within the Club.
- 12.2. The President, Vice-President and Officers of the Club shall have the power to issue a Special Honorary member card for a term not exceeding one (1) month, to any person visiting the district, such card to entitle the holder to the same privileges as an Honorary member only. The application for the Special Honorary member card must be made through a member of the Club. The President, Vice-President and Officers of the Club shall also have the power to grant these privileges of the Club to visiting teams or individuals engaged in competition with members of the Club.

### **13. RESTRICTED MEMBERSHIP**

- 13.1. Individuals of at least the Legal Purchasing Age may apply to become Restricted Members of the Club in accordance with the following rules.
- a) Shall be entitled to entry to the Club as an Ordinary member, on a Restricted membership basis with payment for such membership paid on a per diem basis.
  - b) May not hold office or exercise voting rights, nor have a voice in the affairs of the Club.
  - c) Are not entitled to participate in member promotions.
  - d) Are not eligible for benefits, admission or other privileges that are restricted to Ordinary, Junior or Life Membership as determined by the Executive.
  - e) Are not affiliated to or a party of any arrangements or associate arrangements held by the Club with any other organisation or clubs.
  - f) Must agree and abide by the rules of the Club in writing.
  - g) Must carry evidence of membership as issued and produce the same on request to any person authorised by the Executive or Management to make such a request.
  - h) Are not entitled to reciprocal visiting rights.
  - i) May be subject to other restrictions as determined from time to time by the Executive.
  - j) Each candidate for admission for Restricted membership shall complete the appropriate form of application and pay the per diem amount as determined by the Executive from time to time. Admission will be at the discretion of the Manager/President or their appointed representatives.
  - k) Restricted membership shall be valid for a period of one month from the day of joining.
  - l) Are only eligible to apply for Restricted Membership three (3) times in any one (1) year.

- m) Restricted members shall automatically lose their Introductory Membership status:
  - i. At the conclusion of the one-month period from the date of joining;  
or
  - ii. Upon admission as an ordinary member, whichever is earlier.
- n) The Executive reserves the right to revoke Restricted Membership at any time if the introductory member is found to have provided false information or is deemed to have breached the club's constitution.
- o) Introductory Membership cannot be extended and is not renewable.
- p) Nothing in Rule 7 Members shall apply to Restricted Members except for Rule 7.09

#### **14. REGISTER OF MEMBERS**

- 14.1. The Club will maintain a register of members in accordance with the Incorporated Societies Act 2022.
- 14.2. The Register of Members will always be administered in accordance with the Privacy Act 2020 and the Clubs Privacy Policy.
- 14.3. The Club will update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 14.4. Subject to certain grounds for refusal set out in the Privacy Act 2020, members have the right to access the information held about them within the register of members and to request a correction at any time.

#### **15. FEES AND SUBSCRIPTIONS**

- 15.1. There shall be a joining fee which is set by the Executive from time to time and an annual subscription of such amounts as may be set by the Club's members at an Annual or Special General Meeting from time to time. A member must have paid the subscription currently due in order to be financial.
- 15.2. After paying the initial joining fee and the current subscription, members shall pay all subsequent annual subscriptions.
- 15.3. Each member's subscription will be due in the month of their birthday, and any member allowing this subscription to remain unpaid by the end of the calendar month following shall be deemed to be un-financial and incur any current penalty. Membership shall lapse if the relevant amount is still outstanding after two calendar months.
- 15.4. Any member whose membership is deemed to have lapsed pursuant to Rule 15.3 shall:
  - i. Thereupon automatically cease to be a financial member and lose their associated rights and privileges.
  - ii. Not be relieved from payment of the Annual Subscription or of any other payment due or payable to the club.



- iii. Not be refunded any subscription or other payment already paid except as provided in Rule 8.1(c)(ii).
  - iv. Reapply for membership pursuant to the rules for the applicable category of membership if they wish to be reinstated as a member.
  - v. Have the register of members updated to record the date on which they ceased to be a member.
- 15.5. The Executive shall have the right to reinstate as a member any person whose membership has lapsed through non-payment of subscription, on payment of such subscription, if the delay in payment can be justified to the satisfaction of the Executive.
- 15.6. A member incapacitated through illness, accident or distress may, on notice in writing given to the Secretary, have their subscription suspended or remitted.
- 15.7. Any member who may be absent for a prolonged period may, on notice given in writing to Management, have their subscription suspended by the Executive for the period nominated by the member.
- 15.8. All members on payment of their annual subscription shall receive evidence of membership which must be produced when required while on the Club's premises or property, person authorised by the Executive or Management to make such a request.

## **16. RESIGNATION**

- 16.1. Members wishing to resign their membership must do so in writing to the General Manager of the Club via email, post or hand delivery.
- 16.2. A resignation will not become effective until all subscriptions, levies or other payments owing at the date the resignation is received, are paid.
- 16.3. No such resignation shall relieve any Member from payment of any subscription, levy, or other payment due or payable at the time of resignation.
- 16.4. No subscriptions, levies or other payments already received by the club as at the date of resignation shall be refunded to the resigning member on resignation.
- 16.5. On the death of a member, membership rights and privileges will cease and are not transferable.

## **17. EXECUTIVE COMMITTEE**

- 17.1. The governance and control of the Club shall be conducted by an Executive Committee comprising:
- a) A President.
  - b) A Vice-President.
  - c) A Treasurer.
  - d) Two (2) Trustees.
  - e) Eight (8) Committee members.
- 17.2. Eligibility: Each Executive Member described in Rule 17.1 must:
- a) Meet the eligibility criteria set out within the Incorporated Societies Act 2022.

- b) Be a Financial Member of the club.
- c) Not be an employee of the club.
- d) Not be a close relation of an employee of the club, office holder or nominee for office.
- e) Have been a Financial Member for at least 2 full years immediately before nomination.

17.3. Term of Office

- a) The President shall hold office for twelve (12) months and shall be eligible for re-election, provided the term in office does not exceed three (3) consecutive years.
- b) The Vice-President, Treasurer and Executive Committee members shall hold office for twelve (12) months and shall be eligible for re-election.

17.4. Election: The Executive shall be elected in the following manner:

- a) Nominations for members of the Executive (except Trustees) will be:
  - i. In writing on a form provided for the purpose.
  - ii. Proposed, by a Financial Member, and Seconded by another Financial Member.
  - iii. Deposited with the General Manager at least twenty-eight (28) clear days before the date set down for the Annual General Meeting.
- b) The General Manager will at least fourteen (14) days prior to the date of the Election, display (within Club Premises and on any available electronic media formats) a list setting out the name of each nominee and the position in respect of which each nomination is made.
- c) Should the number of nominations for Committee Members be less than eight (8) all those nominated at the advertised close off time shall be deemed to be elected unopposed and further nominations for the balance shall be called for and close 16 days after the original election is held. The elections of those new nominations shall take place 21 days after those nominations were called. Should those numbers still not equate to the eight (8) the committee members at their own discretion may appoint person(s) to make up the number but in no case shall the Executive have less than seven (7) members.
- d) The election shall be by an approved electoral procedure within ten (10) days, after the Annual General Meeting.
- e) One person may only hold one office.
- f) If a recount of votes is required, the following process will be adopted:
  - i. The recount will be conducted by the Returning Officer and appointed scrutineers who were not involved with the original count.
  - ii. Candidates that have requested a recount may have a representative present at the recount but cannot participate in the actual counting of votes.

- g) In the event of a tie, the names of the tied candidates, if after a recount they are still tied, will be put in a box and the returning officer will extract one name from that ballot box and that candidate selected will be declared the winner..

**17.5. Resignation:**

- a) A member of the Executive may resign by signing a written notice of resignation and giving it to the Executive. The notice of resignation is effective when it is received by the Executive or at a later date specified in the notice.
- b) Executive Members are deemed to have resigned if they are absent from (3) consecutive meetings of the Executive without leave of the Executive.
- c) is adjudged as an un-discharged bankrupt.

**17.6. Removal from Office**

- a) A member of the Executive may be removed from office for any reason which the Executive deems expedient in accordance with the following:
  - i. The Executive shall convene an Extraordinary Meeting of the Executive to consider the removal.
  - ii. The Executive must give seven (7) days' notice in writing to the Executive Member in question, informing them of their right to appear and be heard at that Executive Meeting.
  - iii. After the Executive Member in question has had the opportunity to be heard, the Executive Meeting may elect to remove them from office by 75% majority vote.
  - iv. If the Executive Meeting elects to remove the Executive Member, such removal shall be effective immediately.
- b) On receipt of a notice of motion of no confidence in one or more Executive Member(s) signed by not less than 3% of the Clubs Financial Members, or one hundred (100) Financial Members whichever is the greater number, the Executive shall convene a Special General Meeting and proceed in accordance with Rule 24.
  - i. If a notice of motion of no confidence is raised against more than one Executive member or the entire Executive, the motion will be discussed at the Special General Meeting referred to in Rule 17.6(b). If the motion is carried, the meeting will appoint three (3) members of the club to assume the governance role until new elections can be conducted at a date set by the special general meeting.
- c) An Executive Member who has been convicted of any offence which in the opinion of a majority of the Executive brings the Club into disrepute shall automatically and immediately be removed from office.
- d) An Executive Member, who becomes disqualified from holding office in accordance with Section 47(3) of the Incorporated Societies Act 2022 shall automatically and immediately be removed from office.
- e) Where the Executive has concerns regarding the physical and mental ability of an Executive Member to undertake their role, they may elect to request a

medical opinion prior to initiating Rule 17.6(a) to stand down the executive member from the role.

- f) No Executive Member who has been removed from office shall be eligible for re-election without the consent of a General Meeting.

17.7. **Vacancy:** Any vacancy in any Executive position, except those of President and Vice President, that is not filled at an election, or which occurs between elections shall be filled by the next highest polling candidate at the preceding election or not filled as the Executive see fit, providing a quorum remains.

17.8. **Powers:** The Executive shall, subject to any limitations imposed by this Constitution, have the power to:

- a) Exercise all the powers and authorities of the club.
- b) Do such other acts and things as it deems necessary or expedient for carrying on the business of the club.
- c) Form standing or ad hoc committees for the purpose of exercising its duties, authorities, or powers.
- d) Delegate its duties, powers, and authorities to the Manager or to a committee formed under Rule 17.8(c)
- e) Co-opt any person to assist with its functions; and
- f) Consider and develop policies pertaining to the operation of the club or as required by law.
- g) Make regulations not inconsistent with the Club's Rules for the management of its affairs as an Executive and may appoint subcommittees for special purposes but no decision of any subcommittee, except for those of the Disputes Committee, shall be binding unless adopted by the Executive.
- h) From time to time, as they see fit make By-Laws that are consistent with the Constitution of the Club for operational purposes. A register of these By-Laws must be kept and members must have access to the register on request.
- i) Approve of the disposal, acquisition, upgrade or sale of any Club asset to a value less than or equal to 5% of the value of the Clubs total assets. Any plan for a club asset valued at greater than that value, that is proposed to be disposed of, a new addition (new build), upgraded or sold must first be presented to and approved by a majority of the members in attendance at either an AGM or a special AGM called for that purpose. Further, the total value of such expenditure shall not be divided into lesser amounts to avoid members' approval.
- j) Subject to Rule 17.8.(i) above may acquire credit by bank overdraft, as necessary, to assist with the day-to-day business of the Club or the acquisition, improvement, extension or alteration of land, buildings or facilities to further the objects of the Club.

17.9. **Duties:** Executive Members shall always:

- a) Render every assistance to the President, Vice-President and staff of the club to maintain order and to prevent infringement of the Rules, Regulations or By-



Laws or the terms of any charter or licence which may from time to time be granted to the club.

- b) Use powers for the proper purpose, to comply with the Act and the Clubs constitution.
- c) Act in good faith and in the best interests of the club.
- d) Exercise a degree of care and diligence of a reasonable person with such responsibilities.
- e) Not allow the Club activities to be carried out in a reckless manner or in a way likely to create a substantial risk of serious loss to the Club's creditors.
- f) Not to allow the Club to incur obligations that the officer does not reasonably believe will be fulfilled.
- g) Abide by the Club's Executive Code of Practice and Conduct, and
- h) Any other duties which the Executive of the Club may from time to time determine.

17.10. **Interests Register:** The Executive must keep and maintain a register of disclosures made by officers under Section 58 of the Incorporated Societies Act 2022.

- a) The interests register must be made available for inspection by the officers of the club at any reasonable time.
- b) An officer with a direct or indirect financial interest in a matter must, as soon as practicable, disclose details of the nature and extent of the interest.
- c) A member of the Executive who is interested in a matter:
  - i. Must not vote or take part in a decision of the Executive relating to the matter; and
  - ii. Must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - iii. May take part in any discussion of the Executive relating to the matter and be present at the time of the decision.

## **18. PRESIDENT AND VICE PRESIDENT**

- 18.1. The President, or in the President's absence the Vice-President, shall preside at all meetings of the Club, the Executive Committee and its two standing subcommittees (Rule 27), except that each, in their authority, may appoint another member to the Chair. If both are absent, the meeting shall elect a member to the Chair. The Chair at any meeting shall have both a deliberate and a casting vote.
- 18.2. The President and Vice-President shall be ex officio members of all subcommittees, and Adjuncts.
- 18.3. At all meetings the President shall be entitled to a casting vote.
- 18.4. The President shall be the contact person with whom the Registrar can contact when needed.
- 18.5. The President shall be the Club's representative with the General Manager, in matters of Club business.

- 18.6. The President and Vice-President shall always have the right of entry upon the Club's premises and properties.
- 18.7. The President shall have control over the Manager of the Club subject to the approval of the Executive Committee
- 18.8. In the event of a vacancy of the office of President, the Vice-President shall assume that role for the remainder of the term. In the event of a vacancy in the role of Vice-President, the Executive shall elect an Executive member to that role for the remainder of the term.

## **19. TREASURER**

- 19.1. The Treasurer of the Club should be suitably qualified for the position.
- 19.2. The duties of the Treasurer of the Club shall include
  - a) Ensuring the preparation and audit of the Club's annual financial statements and forecast financial statements.
  - b) Developing and ensuring the implementation of policies, procedures and internal controls as required for the financial management and financial integrity of the Club.
  - c) Reporting monthly to the Finance, Audit and Risk Committee and the Executive on financial results and trends or other matters which in the Treasurer's opinion should be raised.
  - d) Ensuring that the Club complies with all relevant taxation legislation.
  - e) Ensuring the preparation of the Club's long-term plans and annual business plans and budgets.

## **20. TRUSTEES**

- 20.1. There shall be two (2) Trustees who shall be deemed to be members of the Executive. Since the Club has changed to an Incorporated Society the Trustees are no longer subject to the Trustees Act 1956 but are appointed to serve as guardians or senior financial advisors to the President and Club Executive on matters generally related to the Club finance and like matters utilising individual mentorial capabilities and competence gained from previous Club and life experience.
- 20.2. They shall be permitted to vote only on matters pertaining to:
  - a) the investment of funds (Rule 31) of the Club,
  - b) the purchase or other acquisition of land and property,
  - c) the sale, disposal, exchange, mortgage or lease of land and property and
  - d) any other matters pertaining to the financial affairs and property of the Club
- 20.3. A Trustee may be one of the two signatories required for transactions on the Club's bank accounts.
- 20.4. A Trustee shall be the Returning Officer for Club Annual Elections and as required for Special Elections

- 20.5. Where a Trustee position becomes vacant through retirement, resignation, dismissal or death, the vacant position shall be filled within thirty (30) days from the announcement of the vacancy by the Club and notice to this effect posted the same day on the Club's notice board as well as emailed. The announcement and notice shall call for nominations for the vacant Trustee(s) position(s).
- 20.6. Nominations for Trustee shall be made in writing on a form prescribed for the purpose and shall be deposited with the General Manager no later than fourteen (14) days from, and inclusive of, the day the vacancy was announced. The nominee, proposer and seconder shall, at the date of nomination, all be financial members of the Club or else the nomination shall be void. Nominations shall be displayed on the Club's noticeboard as they are received by the General Manager.
- 20.7. If the number of nominations received is the same as the number of vacant Trustee positions required, the nominee(s) will be established as elected on the day after nominations are closed.
- 20.8. Should there be more nominations than the number of vacant Trustee positions required, an election of Trustee(s) shall be held by vote of the members. The vote shall be conducted by the same method used for the other Executive elections in the Club and any member who is unable to access that method shall be entitled to cast a vote on the form designed for such vote. The Returning Office for a Trustee election shall be the Trustee remaining in office, in consultation with the President.

## **21. GENERAL MANAGER**

- 21.1. It shall be the duty of the General Manager to carry out all such duties as are required to manage the affairs of the club. The Manager shall be accountable to the Executive, being that body's only direct employee. All other employees shall be under the direct control of the Manager.
- 21.2. The role and responsibilities of the Manager shall be detailed in:
- a) A Position Description, which shall be kept up to date by the Executive; and
  - b) An Employment Agreement.
- 21.3. The General Manager's duties shall include:
- a) Ensuring that the facilities and services of the Club are always available to members and bona-fide visitors who have been approved by the Executive.
  - b) The proper management of the Club's employees and use of the Club's buildings, plant, property and other assets.
  - c) Arranging the taking of minutes at all Executive, subcommittees, Annual General and Special General meetings.
  - d) Conducting all correspondence and ensuring an accurate and up to date register of members is kept.
  - e) Receiving and promptly passing on any written or verbal communication from the Club's employees or members intended for the Executive.
  - f) Ensuring that the Club's accounting records are properly and accurately kept in accordance with the Club's policies, procedures and controls.

- g) Ensuring the Club's compliance with relevant sections of the Sale & Supply of Alcohol Act 2012, and with all other relevant legislation and regulations.
  - h) Ensuring the accurate recording and prompt deposit of all monies received by the Club into the authorised bank account(s) of the Club.
  - i) Ensuring the accurate recording and prompt payment of all accounts and claims properly incurred by the Club.
  - j) Ensuring the Rules and Bylaws of the Club are observed, and
  - k) Surrendering if required, all papers, books, documents, keys, cash, or other property of the Club, on demand, to the President.
- 21.4. The above duties and any authorities delegated by the Executive may be sub-delegated by the General Manager with the approval of the Executive, but unless specifically exempted by the Executive, the General Manager shall remain accountable for the proper undertaking of those duties and the authorities.
- 21.5. The Manager shall attend and take part in all Executive and General Meetings except on occasions where the collective Executive decides otherwise. The Manager shall not be entitled to move, second or exercise a vote on any question.
- 21.6. The Manager shall be the Club's representative in respect to both legislative provisions and legal requirements and shall act as the Secretary of the Club.

## **22. STAFF**

- 22.1. Employees of the Club shall be appointed by the General Manager or other salaried employees as authorised by the General Manager; these appointed employees may only be dismissed with the approval of the General Manager.
- 22.2. An employee of the Club who is also a member of the Club and is dismissed from employment for serious misconduct warranting instant dismissal shall lose their right to membership of the Club and visitation rights for a period of two(2) years..

## **23. ANNUAL GENERAL MEETING**

- 23.1. The Annual General Meeting of the Club shall be held on the last Sunday of the month of November each year.
- 23.2. The Annual General Meeting of the club must be held by a quorum of at least 50 members. Participation in the meeting in for the purpose of receiving:
- a) Apologies.
  - b) Minutes of the previous Annual and subsequent Special General Meetings, and matters arising.
  - c) President's report and matters arising.
  - d) Treasurer's report and audited financial statements, and matters arising.
  - e) General Manager's report, and matters arising.
  - f) Election of an auditor, if required.
  - g) Introduction of nominees for Executive.
  - h) Nomination of Returning officer.



- i) Notices of motion (of which prior notification has been given in accordance with Rule 25.6) and
  - j) General business.
- 23.3. At least fourteen (14) days' notice of an Annual General Meeting, including any notices of motion received, shall be given by email by notice posted on the Club's noticeboard and by any other available electronic media.
- 23.4. The Club's annual report, audited financial statements and notice of disclosures shall be made available to members no later than sixteen (16) clear days before such Annual General Meeting.

## **24. SPECIAL GENERAL MEETING**

- 24.1. The Executive shall convene a Special General Meeting if at any time:
- a) The Executive considers such a meeting necessary or desirable; or
  - b) The Manager receives a written requisition to do so signed by not less than 3% of the Clubs Financial Members, or one hundred (100) Financial Members whichever is the greater number, stating the purpose of the Meeting requisitioned, in which case the meeting must be convened for that purpose only.
  - c) Any written requisition raising motions that try to override statutory obligations will not be accepted.
  - d) Any written requisition raising motions that interfere with operational, or employment matters will not be accepted.
- 24.2. A minimum of seven (7) days' notice specifying the time and place of a Special General Meeting, its purpose and an agenda shall be given by notice on the club's noticeboard and available electronic media.

## **25. CONDUCT OF GENERAL MEETINGS**

- 25.1. At all General Meetings, the Chair shall be.
- a) The President; or
  - b) In their absence, the Vice-President; or
  - c) In the absence of both the President and the Vice-President, a Committee Member elected by the Meeting or.
  - d) If the Executive deems it necessary to acquire the services of an independent Chair due to the nature of the business to be discussed at a special general meeting.
- 25.2. The quorum for a General Meeting shall be 50 Financial members. If there is not a quorum after thirty (30) minutes of the duly advertised time of the meeting, then the meeting shall be adjourned. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 25.3. Minutes of all General Meetings are required to be kept.
- 25.4. A General Meeting shall be adjourned if a quorum is present and the meeting elects to adjourn.

25.5. If a meeting is adjourned, the Executive shall:

- a) Fix a new date not more than fourteen (14) days later; and
- b) Give at least three (3) days' notice of the adjourned meeting by notice on the Club's noticeboard and available media.

25.6. **Resolutions:**

- a) Any member at an Annual General Meeting intending to move a motion bearing upon the general operation of the Club or regarding any other matter must, unless the motion can be founded on the Club's annual report, give notice of such motion by delivering a written copy of the motion to the General Manager sixteen (16) clear days before that Annual General Meeting.
- b) Only those motions meeting the requirements of Rule 25.6 shall be binding on the Club, if adopted.
- c) At a Special General Meeting only an adopted motion directly pertaining to the purpose(s) for which the meeting was called shall be binding on the Club.
- d) All motions, subject to Rules 25.6(b) and 25.6(c), adopted at a General Meeting of the Club shall be conclusive and binding on all members of the Club, whether they shall have been present at such meeting or not, provided that such General Meeting is held in conformity with the Rules of the Club for the time being in force.
- e) Any motion adopted, subject Rules 25.6(b) and 25.6 (c), at a General Meeting of the Club shall (unless otherwise specified) become operative upon the date of registration with the Registrar.

25.7. **Procedure:** The following rules of debate shall apply:

- a) Each Member may speak only once to each motion or amendment, except the mover, who may reply.
- b) The mover of any resolution or substantial amendment to a resolution shall be allowed five (5) minutes in which to introduce the proposition and ten (10) minutes for reply, or vice versa, and any other speaker will be allowed five (5) minutes.
- c) The Chair shall decide whether any amendment proposed to a resolution is a substantial amendment or not.
- d) If freer discussion of any subject is desired, any Member may move that the meeting go Into Committee on that subject and such motion shall be immediately put and decided by a show of hands.
- e) In Committee no Member shall speak for more than five (5) minutes at a time.
- f) When In Committee any Member may move that the ordinary meeting shall be resumed, and such motion shall be immediately put and decided by a show of hands.

25.8. Except as otherwise provided by these Rules, all questions shall be decided by simple majority vote.

25.9. **Voting:** At any General Meeting:

- a) Every member entitled to be present shall have one vote only on every question, except that, if required, the Chair shall have a casting vote.
- b) Voting shall be on voices in the first instance provided however, that the Chair may call, or shall, on the application of ten members, for a show of hands.
- c) A declaration by the Chair as to the result shall be conclusive unless a motion that the vote shall be taken by secret ballot is passed by a majority of Members present; and
- d) In the event of equal votes being cast, the Chair shall have a casting vote.

## **26. COMMITTEE MEETINGS**

- 26.1. The Executive Committee shall meet on a day and at a time appointed by themselves, generally at least once in each month. The President shall have the right to call a special meeting of the Executive Committee where there is sufficient reason to do so.
- 26.2. The President is required to call a special meeting of the Executive Committee on receipt of a requisition signed by not less than two-thirds of the Executive Committee members. Such Executive meeting must be held within seven (7) days of receipt of the requisition.
- 26.3. At all Executive Committee Meetings, the Chair shall be:
  - a) The President; or
  - b) In their absence, the Vice-President; or
  - c) In the absence of both the President and the Vice-President, a Committee Member elected by the meeting.
- 26.4. The quorum for an Executive Committee Meeting shall be not less than 5 of its members.
- 26.5. Minutes of all Executive and Standing Subcommittee Meetings are required to be kept.
- 26.6. Any Committee Meeting shall be adjourned if:
  - a) A quorum is not present within half an hour after the time fixed for the meeting; or
  - b) A quorum is present and the meeting elects to adjourn.
- 26.7. If a Committee Meeting is adjourned, the Committee shall:
  - a) Fix a new date not more than fourteen (14) days later; and
  - b) Give at least three (3) days' notice of the adjourned Meeting to each Committee Member.
- 26.8. If a quorum is not present at an adjourned Committee Meeting, the meeting shall lapse.
- 26.9. Except as otherwise provided by this Constitution, all questions raised at a Committee Meeting shall be decided by a simple majority of votes cast.
- 26.10. In the event of equal votes being cast, the Chair shall have a casting vote.

## **27. STANDING SUBCOMMITTEES**

- 27.1. There shall be two (2) standing subcommittees to assist the Executive Committee:
- a) The Finance, Audit & Risk Committee shall consist of: President, Vice President, Treasurer, Manager, and up to Two other Executive Committee Members and Two Trustees all of whom shall have voting rights. The quorum for a subcommittee meeting shall be five (5).
  - b) An Emergency Committee, to consist of the President, Vice-President, Treasurer, one (1) other Executive Committee member, and the General Manager who shall have the power to act in any emergency that may arise. Details of and action taken in that emergency shall be discussed at the next Executive Committee meeting to establish procedure, if possible, for any similar occurrence. The quorum for an Emergency Committee Meeting shall be three (3).
- (a) The Executive shall have the power to establish other subcommittees and co-opt or second a member or members to any subcommittee. A member so co-opted or seconded shall have voting rights.

## **28. ADJUNCTS**

- 28.1. Subject to the approval of the Executive, Club members may establish adjuncts for the purpose of organizing and administering a sporting, social, recreational or other interest activity. Such adjuncts shall be bound by the Rules and By-Laws of the Club.
- 28.2. The objectives, committee structure, proposed fees and funding methods, and operating rules are to be submitted through the General Manager to the Executive for approval.
- 28.3. Proper books of account are to be kept by adjuncts which record all receipts and payments. Adjuncts are to have a financial year ending 31 August and are required to produce annual financial statements in a format prescribed by the Treasurer. The Executive shall, if necessary, require the annual financial statements and books of account to be audited.
- 28.4. All monies received by adjuncts shall be deposited into the current bank account of the Club, or a sub account of that bank account if appropriate, in a manner set by the General Manager and ratified by the Executive.
- 28.5. All goods, articles and equipment purchased by, or acquired by, an adjunct are assets of the Club.
- 28.6. Adjuncts shall:
- a) Have an Annual General Meeting as soon as practicable after the end of the financial year.
  - b) Present an annual report and annual financial statements at the adjunct's Annual General Meeting and provide a copy to the General Manager.
  - c) Present a list of elected adjunct committee members to the General Manager after each respective annual election.

- d) Ensure that members of adjuncts are members of the Club and maintain a current membership listing.
  - e) Be responsible for their visitors' observance of the Rules and By-Laws of the Club while on the Club's premises.
  - f) Purchase all liquor and food that is consumed in the Club through the Club's facilities.
- 28.7. Fundraising by and sponsorship of adjuncts shall require approval by the Executive.
- 28.8. Adjuncts may be entitled to apply for a grant, or request sponsorship, from the Club from time to time on application through the General Manager and approval of the Executive. The Executive reserves the right to stipulate certain conditions in relation to any specific grant and/or sponsorship.
- 28.9. An adjunct may admit as a member any person who qualifies for membership as per Rule 7.

## **29. SECTIONS**

- 29.1. The Executive shall have the power to consider and recommend to a General Meeting the establishment, and disestablishment, of sections.

## **30. ACCOUNTS AND FINANCIAL MANAGEMENT**

- 30.1. The Club shall, in respect of each financial year, cause to be prepared financial statements in accordance with generally accepted accounting principles as soon as practicable after the end of the financial year.
- 30.2. The Treasurer shall:
- a) Cause proper accounting records of the Club to be kept relating to its transactions, and its assets and liabilities to ensure that:
    - i. The accounting records give a true and fair view of the state of affairs of the Club and correctly reflect its transactions.
    - ii. The financial position of the Club can be determined with reasonable accuracy at any time. and
    - iii. The accounts of the Club can be readily and properly audited.
  - b) Establish and maintain a satisfactory system of internal control
  - c) Take adequate measures for guarding against falsification of the accounting records and for facilitating the discovery of such falsification.
  - d) The books of account of the Club shall be kept at the office of the Club or other such place as the Executive may determine and shall be open at reasonable times to the inspection of financial members or any other person having a financial interest in the funds of the Club.
  - e) All monies received shall be deposited or transferred into bank accounts approved by the Executive.
  - f) All payments shall be reported to the Finance Committee for confirmation at the Executive Meeting next following payment, and payment of all monies on behalf of the Club shall be made by one of either automatic payment, direct credit, electronic or other means. The Executive shall approve the opening and

closing of bank accounts in the name of the Club. The signatories of bank accounts operated by the Club shall be the Officer(s) of Management as approved in writing by the Executive, and either the President, Vice-President, or Treasurer. In the absence of an Officer of Management, the President and either the Vice-President or Treasurer shall be a signatory.

- g) At every Annual General Meeting of the Club the Executive shall present an annual report which shall include the Club's audited annual financial statements.
- h) The club shall make returns required by the relevant New Zealand legislation and comply with all the relevant requirements of those Acts.

### **30.3. Executive and Officer Expenses**

- a) Any expense incurred by Executive members or Officers must have prior approval by the President and/or Manager.
- b) The Executive may receive a fair remuneration for the duties they perform. The amount is to be set at each Annual General Meeting.
- c) The President and Vice President may each carry a hospitality card with a monthly spend limit to be determined at each Annual General Meeting. The hospitality card is to be used to treat guests and members and not for personal use.
- d) Executive members or Officers representing the club whilst at conferences or events shall be paid a daily allowance subject to prior approval by the President and/or Manager.
- e) Any allowances/honorariums for Executive members as approved at the last Annual General Meeting or Special General Meeting are to be paid -annually.

## **31. INVESTMENT OF FUNDS**

31.1. The Executive or a majority of the members present and entitled to vote in a General Meeting, may from time to time invest the funds of the Club, or any part thereof, to any amount in any of the following ways:

- a) in any registered bank licensed to carry on business in New Zealand by the Reserve Bank; or
- b) in any debentures, bonds or Treasury bills issued by or on behalf of or guaranteed by the Government of New Zealand under the authority of any Act; or
- c) in the bonds, debentures, or other securities of any Local Authority issued and guaranteed by that Authority; or
- d) on a first mortgage of freehold lands in New Zealand (when any monies are invested under the provisions of this section on any mortgage or other security over land, the amount so invested shall not exceed two-thirds of the value of the security).

## **32. AUDITOR**

32.1. The Club's accounts shall be audited annually by a chartered accountant appointed by the members at the Annual General Meeting, who shall:

- a) Be a member of the Institute of Chartered Accountants of Australia and New Zealand; and
  - b) Not be a member of the Club.
- 32.2. An Auditor appointed for the preceding financial year shall be reappointed as Auditor for the current financial year at an Annual General Meeting unless:
  - a) a motion has been passed at a General Meeting of the Club appointing another Auditor or providing expressly that the present Auditor shall not be reappointed; or
  - b) the Auditor has given to the Club notice in writing of their unwillingness to be reappointed; or
  - c) has ceased to act as Auditor of the Club by reason of ineligibility, incapacity or death.
- 32.3. The auditor shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion but shall not be entitled to exercise a vote on any question.
- 32.4. The auditor shall be paid such fees as may be determined by the Executive from time to time.
- 32.5. The auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Club. The financial statements shall be audited by him or her and, if correct, certified under their hand before they are submitted to the Annual General Meeting.

### **33. ACCESS TO INFORMATION**

- 33.1. Members have the right to request information held by the club, including but not limited to copies of financial reports and minutes of confirmed general and/or Executive meetings.
- 33.2. Requests to access information must be made in writing and must specify the information sought in sufficient detail to enable it to be identified.
- 33.3. The club will, within a reasonable time after receiving a request:
  - a) Provide the information; or
  - b) Agree to provide the information within a specified period; or
  - c) Refuse to provide the information, specifying the reasons for the refusal.
- 33.4. Any such information provided by the club that is deemed to be of a commercial nature or containing personal information regarding any staff or member of the club may not be removed from the club premises, nor copies made of the information by the requestor.
- 33.5. The club may refuse to provide the information if:
  - a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
  - b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the club or of any of its members or staff; or



- c) The disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or
- d) The information is not relevant to the operation or affairs of the society; or
- e) The request for information is frivolous or vexatious

(Section 81 Incorporated Societies Act 2022)

### **34. CONDUCT OF MEMBERS**

- 34.1. Members are required to maintain a standard of behaviour while on the Club's premises, representing the Club, or on any other Club organised function, that is not detrimental to other members and to staff, does not contravene the laws of New Zealand, and ensures that membership of the Club is in no way brought into disrepute.
- 34.2. Members must always carry their current financial Club membership card with them when using the Club's premises. The card must be produced for identification on request by the General Manager or an Officer of the Club or an Executive member and handed over without debate if so requested.
- 34.3. Any member who:
  - a) Sells raffles that have not been authorised by the Club; or
  - b) Is found to be intoxicated or under the influence of non-prescriptive drugs; or
  - c) Is found to use obscene language; or
  - d) Conducts themselves in a disorderly manner; or
  - e) Refuses to vacate the Club premises when requested to do so by a person authorised by the Club; or
  - f) Removes any article belonging to the Club or another member from the Club's premises; or
  - g) Wilfully damages property belonging to the club or another member's property while on the property of the Club; or
  - h) Conducts or commits any other misdemeanor which is judged by the Executive Committee to bring the Club into disrepute; or
  - i) Breaches the terms of hiring or rental of the Club property; or
  - j) Bullies, harasses, abuses or intimidates a club or staff member either personally or by use of social media or other public methods; or
  - k) Acts in a vexatious manner towards the Club, its staff and/or its members; or
  - l) Spreads, disseminates, and/or circulates false information about the Club, its staff and/or its members

shall be liable to be suspended from all privileges attached to membership, or be expelled from the Club, or be subject to such other disciplinary action as determined by the Disputes Committee.

- 34.4. A member of the Club knowingly introducing a disqualified person as a candidate for membership shall be liable to suspension and the Executive shall have the right to declare void any nomination so obtained.
- 34.5. Any member who shall be convicted of any criminal offence, for which the offender is liable to imprisonment, may be liable to suspension or expulsion.
- 34.6. Any member against whom a prohibition order is made shall cease to be a member until the expiry or cancellation of the order.
- 34.7. No member shall canvas the Club with any subscription list or petition, or offer for sale, tickets or goods of any description without the consent of the Executive or an Officer of the Club. Nothing herein contained shall apply to any requisition or petition to be presented to the Executive.
- 34.8. No sectarian discussion shall be allowed on the Club's premises and any conversation or conduct that is likely to cause a breach of this rule, or disturb good order, shall be at once discontinued. Any member persisting in offending in such manner, after being cautioned by an Officer of the Club or an Executive member, shall be liable to suspension.
- 34.9. Any person (including a club member) issued with a trespass notice by any licensed establishment shall not be permitted entry into the club at any time for the duration of the trespass order.
- 34.10. No member shall conduct themselves offensively to any other member or employee of the Club.
- 34.11. Ignorance of the Club's Rules and By-Laws cannot be accepted as a plea for the non-compliance with or infringement of any Club Rules or By-Laws.
- 34.12. An Executive member or an Officer of the Club, after making their identity, position and authority known, may caution any person(s) considered to be acting in a manner contrary to the Club's Rules or By-Laws including the continuance of good order, against such action; and/or summarily suspend any member(s) concerned from all Club privileges until a consideration of the matter as defined in Rule 35.

### **35. DISPUTES, COMPLAINTS AND APPEALS**

- 35.1. All members of the Club will be covered by these rules and may be subject to penalties, sanctions or orders imposed by the Disputes Committee.
- 35.2. Any member, guest, visitor, staff member or member of the public wishing to make a complaint against a member who is in breach of these rules shall do so in writing to the Manager, as soon as practical and no later than one calendar month after the incident, on the appropriate Complaint Form.
- 35.3. The Complaint Form will include:
  - a) The name of the Complainant.
  - b) Their membership number and position held within the Club (if any).
  - c) The name of the person complained about (respondent).
  - d) The date, time, and location of the incident.
  - e) The nature and details of the incident.

- f) The name of witnesses (if any).
  - g) The remedy (if any) sought by the complainant.
- 35.4. Upon receipt of a notification of a dispute or complaint, the Manager and President (or Vice President in the Presidents absence) will request the Trustees to investigate and decide if the matter may be settled by internal mediation between the parties or if the matter is serious enough to warrant consideration by a Disputes Committee. If required a Disputes Committee needs to be convened within 14 days of the or within a reasonable time as circumstances permit. In the event of a complaint being made against a member of the Executive, a Disputes Committee will be convened by the Manager.
- 35.5. Depending on the seriousness of the complaint and at the discretion of parties referred to in Section 35.4 above, the respondent may be immediately notified by the manager that they are suspended pending an investigation and/or until a hearing if any.
- a) The Disputes Committee will consist of up to five (5) members of the Executive who have no actual, apparent or perceived bias in relation to the respondent.
  - b) If at least three (3) Executive Members cannot be found to be free of any actual, apparent or perceived bias up to five (5) financial members of the Club may be co-opted by the Executive to form a Disputes Committee. If this is still not possible, they may co-opt up to five (5) non-members of the Club to fill the vacancy/vacancies with the preference being given to members of another Club or members of the public in good standing.
  - c) If the complaint is against an Executive Member the Manager may co-opt up to five (5) financial Club Members who have no actual, apparent or perceived bias in relation to the respondent. If this is not possible, the Manager may co-opt up to up to five (5) non-members of the Club with the preference being given to members of another Club or members of the public in good standing.
  - d) At all times the quorum for the Disputes Committee shall be three (3).
- 35.6. Prior to any hearing, the Disputes Committee will request that the Manager, or their representative, endeavor to obtain any witness statements as appropriate to the complaint. In all cases the witness statement(s) will be provided to the respondent prior to the hearing and will be tabled at any mediation or hearing.
- 35.7. Witnesses may or may not be called to, or requested to attend, any mediation or hearing in person as deemed appropriate.
- 35.8. The executive members referred in Section 35.4 may, where they deem appropriate, use Restorative Justice or Mediation in the first instance before taking the complaint to a Disputes Committee. This will be at the discretion of the Disputes Committee.
- 35.9. The respondent will be notified of the complaint against them in the Advice of Complaint Form as soon as practically possible, considering potentially sensitive issues and difficulties that may arise from the complaint.
- a) Notification will be via email sent to the email address in the Clubs' register of members or, in the event the respondent does not have an email address in the

Clubs' register of members, to their mailing address in the Clubs' register of members.

- 35.10. At the time of notification, the respondent will be given a minimum of 7 days' notice of the date and time of the disputes meeting or hearing. The respondent may request a different date and/or time, however any request to change is at the discretion of the Disputes Committee.
- a) If the respondent does not attend, the disputes meeting or hearing will be heard in their absence.
- 35.11. The respondent shall be supplied with any statement relating to the complaint that is obtained after receipt of the complaint which have not previously been provided to the respondent.
- a) Any video, photographic or audio evidence compiled by the Club will not be permitted to be copied or taken off the Club premises by either party. The respondent may request a viewing of such evidence (along with any support person or legal representative) at a time agreed upon with the Manager or their representative.
- 35.12. The respondent is entitled to be represented at the hearing by legal counsel who holds a current practicing certificate. In addition, they may bring one (1) support person of their choice to the disputes meeting. Any support person attending will not be permitted to cross-examine any witnesses or make submissions on their behalf.
- 35.13. The Disputes Committee may bring a Club legal representative to any disputes meeting or hearing.
- 35.14. The Disputes meeting or hearing will be audio recorded for accuracy, which will be saved securely on the Club computer servers for a minimum of 12 months where possible but may be kept for a longer period. A copy will not be provided to any party.
- a) Neither the Complainant nor Respondent will be permitted to record proceedings. A transcript of the disputes meeting may be requested and will be supplied to either party within fourteen (14) days.
- 35.15. At any time during the hearing the Disputes Committee may adjourn or halt proceedings to obtain any legal or other advice, information, witness statement/s or for any other reason it sees fit. The proceedings will be resumed at a time set by the Disputes Committee.
- 35.16. At the conclusion of any disputes meeting or hearing the Disputes Committee may take up to seven (7) days to deliberate and reach a decision. Once a decision has been made the Disputes Committee will notify both the complainant and the respondent of their decision in writing and the reasons for the decision within three (3) working days. Notification will be sent as per Rule 35.9(a).
- a) The respondent will have three (3) days to respond to the decision of the Disputes Committee.
- i. In the event of the Disputes Committee finding a complaint proved they will convene at any time, but no more than seven (7) days, after the period described in 35.16(a) to determine the imposition of any

sanction or penalty if any. This does not preclude the Disputes Committee imposing a sanction or penalty immediately after finding the complaint proved. The respondent will be notified of the sanction or penalty, and the reasons for the sanction or penalty, within two (2) working days of the decision.

- 35.17. The respondent will have seven (7) days to notify the Club of any wish to appeal against the decision. The notification must be in writing either in hard copy mailed to the Club at its registered address or sent via email to the Manager on the email address posted on the club's website. The appeal must contain the following information.
- a) Name of Appellant
  - b) Membership # / Position
  - c) Contact Details
  - d) Reason for Appeal
  - e) Specific Grounds for Appeal
  - f) Signature.
- 35.18. On receipt of an appeal notice an Appeals Committee will be convened as per Rule 35.5. The Appeals Committee cannot include any of the members of the original Disputes Committee.
- 35.19. The Appeals Committee will be given all information, statements, recordings, video, transcripts and any other evidence as gathered during the Disputes proceedings. They may at their discretion obtain new information, witness statements or advice they deem necessary.
- 35.20. The Appeals Committee will set a date as per Rule 35.10. and will inform the respondent as per Rule 35.9(a) and the process will follow the same process as the Disputes Committee.
- 35.21. The Appeals Committee decision will be final, and no further appeal will be permitted.
- 35.22. Both the Disputes and Appeals Committees have the power to issue a warning or caution, impose a good behavior bond, suspend, or cancel Club Membership, expel the Member, ban the Member from rejoining the Club for any length of time, or apply penalties, sanctions or orders they see fit.
- 35.23. At all times during the process the privacy of all parties must be respected by all parties.
- 35.24. All hearings will be private. No members of the public or members shall be entitled to attend. Representatives of the media are not entitled to attend.
- 35.25. The Disputes Committee or Appeals Committee may or may not disseminate to the Club Members any penalty, fine, compensation, sanction or order given in any manner as it sees fit.

- 35.26. These rules apply to all Club members within the Club and its' grounds and property and to Club members when they are representing the Club in any official capacity outside the Club Premises.
- 35.27. In the matter of complaints involving members of any Club Adjuncts, the Club has the power to delegate disciplinary matters that are minor in nature to the Adjunct.

### **36. IMMEDIATE SUSPENSION**

- 36.1. After Consultation with the Club President, the Club Manager may serve a trespass notice to any member who breaches current relevant legislation in relation to the Sale & Supply of Alcohol and/or Class 4 Gambling legislation and/or serious misconduct. Such trespass notice must be conveyed to all Executive members at the earliest notice.

### **37. PROPERTY**

- 37.1. Membership of the club does not give any member any transmissible or assignable interest by operation of law or otherwise, in any of the property or funds of the club.
- 37.2. If a person ceases to be a member for any reason, any interest they may nevertheless possess in any of the effects, property or funds of the Club will vest in the Club.
- 37.3. Any information which the Club provides for Members remains the property of the Club. Members must not pass any such information on to any non-member without the written consent of the Club.

### **38. VISITORS – AUTHORISED CUSTOMERS, AUTHORISED VISITORS AND GUESTS**

#### **38.1. Authorised Customers**

- a) Any member of the UH Cosmopolitan Club Inc can invite and accompany a guest/visitor(s) (Authorised Customer) to the club.
- b) Any member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on the club premises.
- c) Any guest/visitor who wishes to be sold or supplied with alcohol must first complete the appropriate *authorised customer* requirements.
- d) Any Guest/visitor(s) may only be sold or supplied alcohol for consumption on the premises while accompanied by a member of the Club and who are over the Legal Purchasing Age or with a parent or legal guardian of a financial member or authorised visitor.

- 38.2. Any Guest/visitor(s) will lose all rights or privileges to purchase or consume alcohol if they remain in the club if/when the sponsoring member vacates the club premises.

#### **38.3. Authorised Visitors**

- a) Any affiliated member (Authorised Visitor) wishing to be sold or supplied alcohol for consumption on the premises must be able to produce valid proof of membership to an affiliated club/association to club staff at the point of service.
- b) Any affiliated member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on club premises. The guest/visitor will lose all rights or privileges to purchase or consume alcohol if they remain in the club if/when the sponsoring Authorised Visitor vacates the club premises.

- 38.4. Any guest/visitor of a member of either the UH Cosmopolitan Club Inc or affiliated clubs shall sign the visitors' book or equivalent provided by the Executive, enter their name and address therein on each occasion and be issued with a visitor's pass or equivalent. A visitor is required to always carry their visitors' pass with them while on the Club's premises. The member accompanying a visitor shall also sign the visitors' book or equivalent and will always be responsible for the conduct of the visitor. A visitor from an affiliated club must produce their membership card at reception and when making a purchase.
- 38.5. Authorised Customers, Authorised Visitors and their guests are bound by the rules of this club whilst they are on the club premises.
- 38.6. No person can be so introduced:
- a) who has within the previous twelve (12) months been rejected for membership by the Executive Committee, or five (5) years if rejected by the Club (Rule 7.7), or who is a member serving a suspension; or
  - b) who is a prohibited person under the Sale & Supply of Alcohol Act 2012. or who has been expelled from any affiliated club; or
  - c) who has voluntarily suspended themselves from the Club.
- 38.7. The Duty Manager shall have the power to refuse privileges for any intending guest/visitor or revoke privileges without any reason being supplied, this includes the right of the Duty Manager to refuse entry to the club premises or removal of a guest/visitor from the club premises.
- 38.8. The Executive or Management may issue restricted visitors passes to the organisers of functions being held in the Club, limited to the duration of the function for the use of the participants in those activities. These visitors shall sign the visitor book and be issued with a visitor pass
- 38.9. **Definitions - for the purposes of this Rule 38:**
- a) **"club"** has the same meaning as defined for the time being in section 5 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.
  - b) **"member"**, **"authorised customer"** and **"authorised visitor"** have the same meanings given to them for the time being in section 60 Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.
  - c) **"affiliated member"** means the same as **"authorised visitor"** and includes:
    - i. A member of any other club which is a member of or affiliated to Clubs New Zealand Incorporated through whom the Club has arrangements for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent charter or not; and
    - ii. A member of any other club with which the club has an arrangement for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent charter or not.
- 38.10. In this Rule, words in the singular (such as guest/visitor) include the plural.



### **39. ALTERATIONS OF CONSTITUTION RULES**

- 39.1. This Constitution may be revised or amended by a resolution passed by a simple majority of the Financial Members present at a General Meeting.
- 39.2. All Financial Members and Officers shall have the right to submit a resolution for inclusion at the General Meeting.
  - a) Notice specifying the intention to propose such a resolution must be given in writing to the Manager at least sixteen (16) before a General Meeting, and
  - b) Such notice shall be provided to Financial Members in accordance with Rule 23.3.
- 39.3. Despite Rule 39.1 no addition to, deletion from or alteration of these shall be made which would allow personal pecuniary profits to any individuals.
- 39.4. **Minor and Technical Amendments:** The Executive may elect to amend the constitution if the amendment has no more than a minor effect or corrects errors or makes similar technical alterations. Amendments under this section must be made in accordance with Section 31 of the Incorporated Societies Act 2022.
- 39.5. **Resolution in lieu of meeting:** A written resolution may be passed via this method in accordance with Sections 83 to 86 of the Incorporated Societies Act 2022.
- 39.6. Any amendments to the constitution made under this section take effect from the date of registration with the Registrar of Incorporated Societies.

### **40. BY-LAWS AND STANDING ORDERS**

- 40.1. The Executive from time to time may make, alter, and rescind By-Law's incidental to the operations of the Club, so long as they are in conformity with these rules. A register of By-Laws must be kept and displayed.

### **41. CELEBRATION OF LIFE (FUNERAL)**

- 41.1. Any Life Member, Foundation Life Member or member who has held Twenty-Five (25) years continuous membership of the Club shall be entitled access to the Function room of the Club for their funeral service on any day of their choice between Monday and Friday free of charge. A fair period of time shall be allocated after the funeral service for a celebration of life, free of charge in an area designated by management.

### **42. WINDING UP AND/OR LIQUIDATION**

- 42.1. The club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- 42.2. The Manager shall give notice to all members of the proposed motion to wind up the club or remove it from the Register of Incorporated Societies and of the Special General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Executive in respect to such notice of motion.
- 42.3. Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by seventy five percent (75%) of all members present and voting.
- 42.4. The Club may be put into liquidation:

- a) At a Special General Meeting called by the Executive for that purpose; or
  - b) As provided for in the Incorporated Societies Act 2022.
- 42.5. On winding up or dissolution of the association any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
- a) Given or transferred to another not-for-profit organisation or institution to be determined by the Special General Meeting referred to in Rule 24.

PROPOSED