

**CONSTITUTION**

**&**

**RULES**

**of the**

**PAUANUI SPORTS & RECREATION CLUB (INC)**

*As Approved at Special General Meeting 3 June 2007  
And amended at Special General Meeting 21 October 2007*

# CONSTITUTION

&

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### PAUANUI SPORTS & RECREATION CLUB (INC)

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# **CONSTITUTION & RULES of the PAUANUI SPORTS&RECREATION CLUB (INC)**

## **1 NAME**

The name of the Club is Pauanui Sports & Recreation Club (Incorporated) hereinafter referred to as 'The Club'.

## **2 REGISTERED OFFICE**

The Registered Office shall be situated in Sheppard Avenue, Pauanui Beach or such other place for the time being as shall be decided by the Board.

## **3 VISION, MISSION & OBJECTS**

### **3.1 VISION**

To be at the heart of the Pauanui Community and its lifestyle.

### **3.2 MISSION**

To provide sporting, recreational and cultural activities in Pauanui and enhance those to the highest standards achievable, principally for the benefit of members but supportive of the community where that does not compromise obligations to members.

### **3.2 OBJECTS**

To do all things as may appear desirable to achieve the vision and mission of the Club or that are customary in the operations of a sporting and recreation Club. The Objects of the Club may change from time to time and shall be set out in the Clubs Strategic and Business Plan

## **4 INTERPRETATION**

In the Constitution & Rules except where a different intention appears:

'Act' means the Incorporated Societies Act 1908

'Financial Year' means a year commencing on the 1st October in any one year and ending on 30th September in the following year.

'Rules' means these Rules of the Club for the time being in force.

'Subscription Year' means a year commencing 1<sup>st</sup> April in any one year and ending 31st March in the following year.

'General Meeting' means a duly convened meeting of the ordinary and life members of the Club and includes the Annual General Meeting.

'Chief Executive Officer' means the appointed Chief Executive or Club Manager who shall fill the role of Secretary Manager or such other title as described by the Liquor Licensing Act.

'Sub Club' means any group constituted to manage and govern specific sporting and recreational activities undertaken by groups of financial members of the Club which may or may not be required to affiliate with outside sporting/recreational bodies in the pursuit of their activities.

Any reference to age shall mean the age as at the commencement of the Subscription Year.

## **5 MEMBERSHIP**

Membership shall be available, under terms and conditions as set down by the Board from time to time, to all persons who desire to participate in and preserve the Club's facilities for the benefit and enjoyment of existing and future members.

## **Classes of Membership**

- 5.1 The Club shall have the following individual classes of Membership:
- Ordinary Members (Rule 5.1.1)
  - Life Members (Rule 5.1.2)
  - Social Members (Rule 5.1.3)
  - Junior Members (Rule 5.1.4)
  - Senior Members (Rule 5.1.5)
- 5.1.1 Ordinary membership of the Club shall be restricted to persons of the age of 18 years or such age as may be authorised by the Sale of Liquor Act 1989 and its amendments or any Act or Acts passed in substitution thereof. An ordinary member shall enjoy the services and facilities of the Club - the right to have notice of, to requisition for, to attend, and to constitute a quorum and to vote at General Meetings and to be provided with the Annual Report, Statement of Income and Expenditure and Balance Sheet and be eligible for election to the Board. Ordinary Members may be classified as
- a) Ordinary Adult members of age 25 years or older (but subject to 5.1.5) or
  - b) Ordinary Intermediate members of age 18 years but not older than 24 years.
- 5.1.2 Life membership shall be conferred only for outstanding service rendered to the Club as a subscribing ordinary member of not less than 10 years standing and not for monetary consideration.
- Every proposal for life membership shall first be considered by the Board and if approved, be submitted to a ballot at a General Meeting where a two thirds majority of members present and voting thereon shall be necessary to effect such election. Unless and until otherwise determined there shall not be more than five Life members at any one time.
- Life members shall enjoy the rights and privileges of Ordinary members but shall not be liable to pay the annual subscription.
- 5.1.3 Social Members shall be entitled to a limited period of membership (not exceeding six months) at such rates of subscription as determined by the Board from time to time and in accordance with the Sale of Liquor Act.
- 5.1.4 Junior members shall be such persons being under the full age of 18 years or such lower age as may be authorised by the Sale of Liquor Act 1989 and its amendments or any Act or Acts passed in substitution thereof, who are children or grandchildren of any Ordinary Member and nominated by such member or an authorized guardian member under Clause 5.3.2 for membership of the Club. Junior members, upon attaining the age of Ordinary Membership under Clause 5.1.1 will cease to be junior members at the end of that subscription year.
- 5.1.5 Senior Members shall have had a minimum of 10 years consecutive membership of the Club and have attained the age of 75 years or a minimum of 20 years consecutive membership of the Club and have attained the age of 70 years, prior to 1st April in the year of application. Following advice of qualification as above, a reduction of subscription of 25% (rounded to the nearest dollar) will be applied for that and subsequent years of continuous membership.

## **Categories of Membership**

- 5.2 The Club, in recognition of the facilities it operates shall have the following categories of membership for which varying subscriptions shall apply determined at Annual General Meeting.
- 5.2.1 Golf Membership entitles a member to use of the golf courses owned by the Club and clubhouse facilities without payment of Green Fees.
- 5.2.2 Tennis Membership entitles a member to use of all courts owned or managed by the Club, and club house facilities without payment of Court Fees.

- 5.2.3 Bowls Membership entitles a member to use of outdoor bowls greens owned by the Club and clubhouse facilities without payment of Green Fees.
- 5.2.4 Full Sports Membership entitles a member to utilise all sporting facilities as described in 5.2.1, 5.2.2 and 5.2.3 without payment of playing fees.
- 5.2.5 Membership under the categories described in 5.2.1, 5.2.2, 5.2.3 and 5.2.4 entitles a member to membership of the relevant sport's Sub-Club if that exists.
- 5.2.6 Recreation Membership is available to all members who do not wish to take up membership under any specific sporting category.
- 5.3 **Application for Membership**
- 5.3.1 Each application for membership shall be in writing, addressed to the Chief Executive Officer and in making such application the proposed member shall be deemed to have agreed to be bound by the Constitution & Rules of the Club.
- 5.3.2 Each successful applicant for membership of the Club will be approved by the Board, and in the case of Junior members, shall be nominated by a parent, grandparent or authorised guardian, member.
- 5.3.3 The Board may decline membership by majority vote of the Board on show of hands or by ballot if so required by one member of the Board. If an applicant is rejected the joining fee and subscription shall be refunded forthwith and the applicant shall not, except with the sanction of the Board, be again proposed for membership within the then subscription year.
- 5.4 **Resignation of Members:**
- 5.4.1 Any member may resign as a member of the Club by giving notice in writing to the Chief Executive Officer, but the resignation will not be accepted until all monies due to the Club by the member in the capacity as member shall have been paid. Resignation after the commencement of the subscription year shall not absolve a member from payment of that year's subscription.
- 5.4.2 Any person ceasing to be a Member of the Club for any causes whatsoever shall nevertheless remain liable to the Club for all membership fees and other monies which may have become due by him/her prior to the cessation of Membership.
- 5.4.3 Any person ceasing to be a Member of the Club shall upon demand return to the Club their membership card and any property of the Club in its possession or under its control; and no such person shall, after ceasing to be a Member hold himself/herself out as a Member of the Club.
- 5.5 **Termination by the Board**
- Membership may be terminated or suspended by the Board if they are satisfied and resolve that the continued membership of such Member is not in the best interest of the Club or its objects.
- 5.5.1 Provided however that before a Member is suspended or membership terminated, his/her conduct shall be enquired into by the Board and he/she shall be given full opportunity to defend himself/herself and to justify or explain his/her conduct. If the majority of the Board present when the matter is enquired into are of the opinion that the Member has been guilty of such conduct in question and that the Member has failed to explain it satisfactorily, the Board may deal with such Member as provided in 5.4.
- 5.5.2 Suspension or termination is effective immediately upon the Board's decision being made and remains pending the result of any appeal.
- 5.5.3 Such decision shall be notified in writing to the Member.
- 5.5.4 Any Member suspended or terminated may appeal against such decision and in such case shall lodge notice with the Chief Executive Officer within 7 days of posting to such Member.

5.5.5 All appeals shall be heard before the Advisory Board and will take place within 14 days of receipt by the Chief Executive Officer of the notice of appeal. Their decision will be final.

5.5.6 Any subscriptions owing at date of termination shall, notwithstanding termination, be payable.

## **6 SUBSCRIPTIONS**

6.1 The annual subscriptions for all classes and categories of membership due and payable by the first day of April of each year shall be determined at the Annual General Meeting of the Club.

6.2 A Joining Fee, the level of which shall be determined by the Annual General Meeting, shall be paid by each new member on application. The Board may approve a reduced fee to new members but not to any person who has within the past three years previously been a member of the Club.

6.3 If any member fails to pay the annual subscription by 30th April in any year, notice may be sent to the member requesting payment within fourteen (14) days of the posting of such notice and if such subscription shall not be paid as required by such notice, then such member shall cease to be a member of the Club but without prejudice to the right of the Club to recover any arrears of subscriptions so due. The Board may, in its discretion, reinstate any member who has ceased to be a member of the Club under the provisions of this Rule if and when the member's subscription has been brought up to date on such terms and conditions as the Board might impose.

6.3.1 The Board may offer payment of annual subscriptions by instalments, and a member shall be deemed to have all the privileges of a financial member provided that all or any instalments are met by due date.

6.3.2 The Board may impose a surcharge on all subscriptions unpaid after due date.

6.4 No member shall be entitled to vote at any General Meeting of the Club if that person's annual subscription is in arrears.

6.5 The Board shall have the responsibility annually to recommend Club subscriptions for the ensuing year for determination at the Annual General Meeting of the Club.

6.6 The Board shall be required to consult with each Sub Club in respect of the proposed Club subscriptions for that Sub Club's members for the ensuing year.

## **7 FAMILY OR CORPORATE SUBSCRIPTION**

7.1 The Board may negotiate Family or Corporate Membership Subscriptions based on membership subscriptions as approved by the members at the previous Annual General Meeting.

## **8 GOVERNANCE & MANAGEMENT**

8.1 The business affairs of the Club shall be governed by a Board.

8.2 The Board shall comprise the President and Sub Club Liaison Board Member, both ex officio and five (5) elected members, each of whom shall have responsibility for one or more portfolios relating to the functions of the Club including, Finance, Membership, and such other areas of activity as are appropriate from time to time. Board Members of all portfolio functions shall be appointed under written terms of reference approved by the Board. The Board may delegate authority to individual Board members to appoint volunteer committees or groups to assist them in the administration of their portfolios.

8.3 The five (5) elected members of the Board shall be elected for three year terms and shall retire by rotation, not more than two in any year.

- 8.4 The Sub Club Liaison Board Member shall be elected by the members for a two year term.
- 8.5 The President shall be elected for a two year term and shall unless he/she declines be Chairman of the Board.
- 8.6 The Chairman of the Board shall if the President declines to accept that role, be elected by the Board.
- 8.7 The Chief Executive Officer will be a non-voting member of the Board and will report through the President or the President's nominee.
- 8.8 The Board of the Club shall have the power to fill any vacancy on the Board until the next Annual General Meeting. Any Member so appointed shall retire at the next Annual General Meeting and shall be eligible for re-election.

## **9 NOMINATIONS**

- 9.1 As appropriate, a notice calling for nominations for President, Sub Club Liaison Board Member, and other members of the Board together with nomination forms, shall be displayed on the Club notice board prior to 30 November each year until the date nominations close.
- 9.2 Nominations as in 9.1, by the proposer and seconder and accepted by the nominee shall be received by the Chief Executive Officer not later than three days before the date of notice required for the Annual General Meeting.
- 9.3 Nominations received for vacancies as determined by the Board will be circulated with details of the nominee, to members as part of the notice of the Annual General Meeting.
- 9.4 Where more than the required number of members is nominated for any office, than are necessary for such office, the election shall be by ballot at the Annual General Meeting.

## **10 POWERS & OBLIGATIONS OF THE BOARD**

- 10.1 The Board shall have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Club.
- 10.2 The Board shall be responsible for the control and investment of the funds and assets of the Club, and shall at all times seek to protect the value of those assets.
- 10.3 Subject to clause 10.5 of this Constitution, the Board shall have the power to borrow money upon such terms and conditions and to give such security as it thinks fit, provided however that if the amount to be borrowed exceeds three hundred thousand dollars, (\$300,000) for any one financial year, the Board shall not proceed before first consulting with, and obtaining the approval of the majority of the members of the Advisory Board present at the meeting of consultation.
- 10.4 Subject to Clause 10.5 of this Constitution, the Board shall not proceed on any of the following matters before consulting with, and obtaining the approval of a majority of members of the Advisory Board present at the meeting of consultation:
- The acquisition or disposal of any real or leasehold property not exceeding an expected cost or realisation of five hundred thousand dollars (\$500,000).
  - Any borrowing exceeding the threshold level for which the Advisory Board approval is required as provided in Clause 10.3.
- 10.5 If a majority of the members of the Advisory Board refuse to give their approval to any matter referred to them under Clauses 10.3 or 10.4, the Board shall be entitled to call a Special General Meeting and to submit the matter for decision to the members of the Club entitled to vote at that meeting in accordance with the quorum required under Clause 15.1.

- 10.6 For real or leasehold property transactions estimated to exceed five hundred thousand dollars (\$500,000) the Board shall, with or without the approval of the Advisory Committee, obtain the approval of members at a Special General Meeting or Annual General Meeting in accordance with the quorum requirement of Clause 15.1.
- 10.6.1 The thresholds set out in 10.3, 10.4, 10.5 and 10.6 shall be adjusted by the Consumer Price Index commencing from the date on which these rules are enacted.
- 10.7 The Board may delegate to any of its members, the Chief Executive or any other person, any of its powers other than those set out in Clauses 10.3 or 10.4 upon such terms and conditions as it thinks fit. Notwithstanding the fact of any delegation, the Board shall remain responsible for the exercise of the power by the delegate as if the power had been exercised by the Board itself.
- 10.8 The Board shall be required to manage the Clubs operations in accordance with New Zealand Taxation, Liquor Licensing and other Laws. It shall ensure the Club is registered under the Charities Act. Board members shall be indemnified against liability for omission or negligence but not for wilful or fraudulent acts.
- 10.9 The Board may enact such By Laws or Policies for the Clubs benefit and, in consultation with Sub Clubs enact such By-laws and Memoranda of Understanding with Sub Clubs on behalf of the Club, as it thinks fit, provided that such By-laws and Memoranda are not in conflict with this Constitution.

## **11 CHIEF EXECUTIVE OFFICER**

- 11.1 The Board shall appoint a Chief Executive Officer who shall be responsible for the implementation of the policies and directions decided by the Board, and the general day to day management and administration of the Club.
- 11.2 The Chief Executive shall have as priorities:
- The provision of high quality services to members.
  - Participation in the preparation and implementation of Strategic and Business Plans.
  - The maintenance of the Club on a sound financial base within budgets and such other financial plans set by the Board.
- 11.3 The Board shall enter into an employment contract with the Chief Executive Officer in which agreed performance standards are recorded and otherwise upon such terms and conditions as the Board thinks fit.
- The Chief Executive will be accountable to the Board through the President or the President's nominee.
- 11.4 The Chief Executive shall fill the role of Secretary as required by the Liquor Licensing Act.

## **12 ADVISORY BOARD**

- 12.1 There shall be an Advisory Board of the Club whose responsibilities will be to:
- Report to Members, on the safeguarding of the assets of the Club for the long term benefit of members.
  - Report to Members in any instance where it has refused to give the Board its approval under 10.3 or 10.4 of this constitution.
  - Act as the final appeal authority in the matter of Appeals as provided for in clause 5.5.5 of the Constitution.

- 12.2 The Advisory Board shall consist of no less than three and no more than five Ordinary/Senior or Life members of the Club who are resident in New Zealand, and of whom at least two thirds have previously held office as President, or a Board Member of the Club.
- 12.3 Advisory Board members shall be elected at the Annual General Meeting for a term of three years. One member of the Advisory Board shall retire each year and be eligible for reappointment for a further term. Newly appointed members shall have the expiry date of their appointment arranged in such a way that one Advisory Board member's term shall expire each year.
- 12.4 Termination of appointments shall be by:
- Expiry of the term for which the member is appointed.
  - Written resignation.
  - Resolution passed by two-thirds majority of members present and entitled to vote at a General Meeting of the Club.
  - Ceasing to be a member of the Club or ceasing to reside in New Zealand
- 12.5 The Board of the Club shall have the power to fill any vacancy on the Advisory Board until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting and shall be eligible for re-election.
- 12.6 The Advisory Board shall elect its own Chairman who will be responsible for convening meetings of the Advisory Board which shall meet regularly as reasonably required.

### **13 SUB CLUBS AND THEIR OPERATION**

- 13.1 Any Sub Club may be formed from time to time with the approval of the Board to foster, encourage and develop a particular sporting or recreational activity in the Pauanui area and conduct appropriate activities for members of that Sub Club.
- 13.2 Any Sub Club may operate under its own rules, but such rules shall not be inconsistent with the Constitution and Rules of the Pauanui Sports & Recreation Club (Inc).
- If such inconsistency exists, or interpretation is unclear, the Constitution and Rules of the Pauanui Sports & Recreation Club (Inc) shall prevail.
- 13.3 A Sub Club may be affiliated to the governing body controlling the sport which the Sub Club administers for the Club.
- 13.4 A Sub Club shall, through its Committee, control administer and manage its day to day activities and may operate a Bank Account to assist in that process. That Bank Account shall not form part of the Club's assets, but if the Sub Club ceases to operate, its Bank Account shall merge with that of the Club. In the interest of its members, the Sub Clubs Executive or Committee shall have the responsibility of liaising with the Sub Club Liaison Board member at Governance level and the Chief Executive Officer at Management level.
- 13.5 The Board of the Club shall have responsibility for the financial affairs of the Club, including the assets used by Sub Club members but shall liaise with any Sub Club in respect of financial decisions and transactions which the Board believes will affect that Sub Club.
- 13.6 A Sub Club shall be entitled to such financial information from the Club as it shall require to enable decisions on its day to day activities to be made.
- 13.7 The Board shall consult and liaise with Sub Clubs in the formulation of budgets for the sporting activity in which a Sub Club is involved.

- 13.8 Except where approved otherwise by the Board in terms of 14.1, the Annual General Meeting of each Sub Club shall be held after the end of the Club's financial year and not later than two weeks prior to the Club's Annual General Meeting to consider if appropriate the Sub Club's financial statements for the preceding year and its proposed subscriptions, if any, for the ensuing year.
- 13.9 On application from a Sub Club, the Board shall consider and if thought appropriate, approve a change of date for the Sub Clubs Annual General Meeting. If a Sub Club Annual General Meeting is held after the date set out in Clause 13.8, the Sub Club must notwithstanding, call a Special meeting at least two weeks prior to the Clubs Annual General Meeting for the consideration of its subscriptions (if any).
- 13.10 A Sub Club shall charge its members by way of subscription for any affiliation fee and/or any other reasonable charges in connection with its affairs. The Club shall administer the collection of such subscription concurrently with subscriptions levied by the Club, and apply such subscriptions as directed by the Sub Club.

## **14 GENERAL MEETINGS**

### **14.1 Annual General Meeting**

The Annual General Meeting of the Club shall be held on Auckland Anniversary Weekend in every year, or where circumstances are deemed to exist by the Board, not later than 28th February upon a date and at a time and place to be fixed by the Board for the following :

- 14.1.1 To receive from the Board a report and financial statements for the preceding financial year and an estimate of the income and expenditure for the ensuing year.
- 14.1.2 To elect officers of the Club and the Board for the ensuing year in accordance with Clause 8.
- 14.1.3 To appoint an auditor for the ensuing year.
- 14.1.4 To receive a report from the Advisory Board and to elect Advisory Board Members and /or fill any vacancies on the Advisory Board.
- 14.1.5 To determine the subscriptions of members for the ensuing subscription year.
- 14.1.6 To consider and deal with Notices of Motion from members, if any, which shall have been received by the Chief Executive Officer not less than thirty days before the meeting, and to transact any other general business of the Club.
- 14.1.7 To consider and deal with any Notices of Motion brought before it by the Board.
- 14.1.8 To set any Honorarium deemed necessary, as recommended by the Board.

### **14.2 Special General Meeting**

The Board may at any time for any purpose not inconsistent with the Constitution and Rules call a Special General Meeting and shall do so within 14 days upon the requisition in writing of any fifty (50) members stating the purpose for which the meeting is required. Only the business for which the meeting was convened may be dealt with.

### **14.3 Notice of Meeting**

- 14.3.1 Fourteen (14) clear days before the Annual General Meeting and twenty-one (21) clear days before any Special General Meeting a notice thereof and the business to be transacted thereat shall be sent to every Ordinary/Senior and Life member and no business other than that of which notice has been so given shall be brought forward at such meeting. Provided that as long as notice calling the meeting has been placed on the Club notice board within the necessary clear days hereinbefore required then non receipt of such notice or omission to give such notice to any member shall not invalidate proceedings at any such meeting.

14.3.2 A copy of the annual report and financial statements and other matters to be dealt with at the Annual General Meeting of the Club shall be available from the Club office 14 days prior to such meeting and will be posted to members on request.

14.3.3 Every notice to be given to the members or any of them shall be deemed to have been duly delivered if posted in a prepaid letter addressed to the last known address.

14.4 **Procedure**

At all General Meetings and Board Meetings of the Club, the President, and in the absence of the President, a member elected by the Board, shall take the Chair. Every financial Ordinary/Senior member or Life member present in person or by proxy shall be entitled to one vote upon every motion and in the case of equality of votes, the Chairman shall have a second or casting vote. The mode of voting at all meetings, except under rules 5.1.2 and 9.4 shall be by voice or if the Chairman or any five members entitled to vote shall so request, by a show of hands or ballot, If a ballot is taken it shall be taken in such a manner as the Chairman shall decide.

14.4.1 The Chief Executive Officer shall summon and attend all General Meetings and be responsible for keeping minutes of the proceedings thereof and conduct all correspondence arising there from.

**15 QUORUM**

15.1 At any General Meeting of Club, fifty (50) and at any Board Meeting, four (4) members shall form a quorum. For a decision on the sale or long term lease of Club land a quorum of one hundred (100) members must be present and the total number of votes including proxy votes must be no less than fifteen percent (15%) of total eligible voting members.

15.2 If a quorum is not present within an hour after the time appointed for the meeting, the meeting if convened upon requisition of members shall be dissolved. In every other case it shall stand adjourned to a time and place to be fixed by the Chairman on adjourning the meeting. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

**16 PROXY VOTING**

16.1 Every Financial Ordinary/Senior and Life member unable to be present at a General Meeting of the Club may appoint any financial Ordinary, Senior/Life member or the Chairman of the meeting to vote on his or her behalf. Such proxies must be in writing in the form accompanying the Notice of Meeting as set out in this rule and must be in the hands of the Chief Executive Officer of the Club at least one (1) day before the date of the meeting at which the proxy is to be exercised. Proxies may direct the Proxy holder to vote for or against the resolution to be put to the meeting and in the absence of such direction the proxy holder named will exercise his or her discretion. Proxies shall be declared by the Chairman of the meeting prior to the vote being taken. Proxies shall be in the following form :

**GENERAL PROXY FORMS**

I.. (full name). being a Financial Ordinary/Senior/Life member of the Pauanui Sports & Recreation Club (Inc) and residing at... (full address)... hereby appoint... (naming financial Ordinary/Senior/Life member) or the Chairman to attend the.. (specify meeting).to be held on ... (date).. and to vote on my behalf on all resolutions put to the meeting.

(Signature)

(Witness)

## **SPECIFIC PROXY FORMS**

I... (full name). being a Financial Ordinary/Senior/Life member of the Pauanui Sports & Recreation Club (Inc) and residing at... (full address)... hereby appoint... (naming financial Ordinary/Senior/Life member) or the Chairman to attend the.. (specify meeting).to be held on ... (date).. and to vote on my behalf FOR/AGAINST .....(MOTION worded exactly as in Notice of Motion).

(Signature)

(Witness)

16.2 Proxy forms shall be sent to members where a notice/s of motion/s is included in the notice of meeting.

## **17 POSTAL/ONLINE VOTING**

17.1 In relation to Notices of Motion to be brought before any General Meeting, the Board may authorise Postal/Online voting, the votes from which shall be added to the votes cast by members present at such General Meeting, or by way of proxy in terms of Clause 16.

17.2 The Postal/Online voting facility must be notified to members in the Notice of Meeting, and the Board will provide the format and instructions to be followed by those wishing to vote by that means.

17.3 Appropriate material in support of any Notice of Motion must accompany the Notice of Meeting.

17.4 The Notice of Motion must be put to the meeting unchanged from that as set out in the Notice of Meeting and voted on under the Postal/Online system.

17.5 If a member has exercised a Postal/Online vote, that member may attend the Meeting at which the Notice of Motion is to be considered, but may not vote on that motion at the meeting.

## **18 POWER OF THE CLUB**

The Club in General or Special Meeting shall have the following powers:

18.1 To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, licenses or any real or personal property which may be required or conveniently used in connection with any objects of the Club.

18.2 To sell, lease, convey, transfer, assign, grant easements, hire or otherwise dispose of the assets described in 18.1. Such decision shall require support from those present at a meeting which requires a quorum of one hundred (100) members present, and from valid proxy votes, together totalling fifteen percent (15%) of the eligible members.

18.3 To borrow or raise money upon mortgage on the real or personal property of the Club or any part thereof or upon debentures or mortgage debentures charging the whole or part of the assets of the Club and to execute mortgages to secure such debentures over assets with or without security until otherwise determined by members in General Meeting.

18.4 The total amount of borrowing at any time will be limited to an amount not to exceed thirty-three percent (33%) of the total assets (excluding any intangibles) of the Club as shown by the audited Statement of Financial Position at the end of the preceding financial year.

## **19 ALTERATION TO CONSTITUTION & RULES**

19.1 The Constitution and Rules may be amended, added to or rescinded only by a resolution of which notice has been given at a General Meeting of the Club.

19.2 Appropriate notice shall set forth the purport of the proposed addition, alteration, rescission or other amendment.

- 19.3 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.
- 19.4 No such alteration, addition, rescission or amendment shall take effect until at least fourteen (14) days after delivery of copies to the Secretary of the Licensing Control Commission and until registered by the Registrar of Incorporated Societies.
- 19.5 The Board has the right to put to the members at any Annual General Meeting or Special General Meeting (providing due notice has been sent to members), the complete withdrawal of the Constitution and Rules providing a new set of Constitution and Rules is provided for members' consideration. A majority of two-thirds of those voting is needed to pass a motion for Change or Substitution of the Constitution.
- 19.6 No addition to or alteration or rescission of the Constitution and Rules shall be adopted if it in any way affects the winding-up under Rule 28.

## **20 CONTROL AND USE OF FUNDS**

All monies received by or on behalf of the Club shall forthwith be paid to the credit of the Club in an account with a trading or savings bank as shall from time to time be fixed by the Board and all cheques or withdrawals drawn on such accounts shall be signed jointly by any Board member authorised by the Board, together with the Chief Executive Officer or other nominated staff member, authorised by the Board.

## **21 REGULATIONS**

The Board may from time to time make, amend or rescind regulations not inconsistent with this Constitution and Rules.

## **22 AUDIT OF FINANCIAL STATEMENTS**

The Financial Statements of the Club will as soon as practical after the end of the financial year be audited by a person who is a member of the New Zealand Institute of Chartered Accountants and shall be appointed at each Annual General Meeting and who shall not be a member of the Board of the Club. If a vacancy occurs in the office of auditor during any year the Board has the power to re-appoint an auditor in terms of this clause until the next Annual General Meeting.

## **23 GUESTS OF MEMBERS**

- 23.1 Guests may be introduced to the Club subject to such Regulations as shall be made from time to time by the Board and provided the persons so introduced do not attend as guests more than four times in any calendar year.
- 23.2 Every guest shall be introduced by a financial Ordinary, Senior or Life member and shall be the guest, of and be accompanied by the member introducing the guest, while the guest is in the Club's Licensed Premises.
- 23.3 No person shall be introduced as a guest to the Club whose membership has been previously terminated or is currently suspended or whose conduct or presence in the Clubhouse shall be considered, by the Board objectionable or prejudicial to the interests of the Club.
- 23.4 Notwithstanding the regulations in place under 23.1 the admission of guests shall always be in accordance with the requirements of the Liquor Licensing Act and the Gaming Act.

## **24 COMPLAINTS**

Any complaint shall be made in writing and addressed to the Chief Executive Officer who shall submit same to the Board whose decision shall be final.

**25 MATTERS NOT PROVIDED FOR**

If any matter shall arise which is not in the opinion of the Board provided for in the Constitution and Rules shall be determined by the Board and every determination shall be binding upon the Club and members until or unless set aside by a resolution of a General Meeting.

**26 INDEMNITY**

The members of the Board, Advisory Board and other officers and servants of the Club shall be indemnified by the Club out of Club funds against any liability incurred by them, acting in good faith in defending any proceedings whether civil or criminal taken against them by reason of their actions in relation to or connected with the affairs of the Club.

**27 COMMON SEAL**

For as long as required under the Incorporated Societies Act, the Club shall maintain a Common Seal bearing the Incorporated name of the Club, under care of the Chief Executive Officer. It shall be affixed to any Deed, Instrument or Document requiring it and witnessed by any two persons authorised by the Board, who shall affirm such action by resolution.

**28 WINDING UP**

28.1 The Club may be voluntarily wound up in accordance with Section 24 of the Incorporated Societies Act 1908, which under Section 24 requires a bare majority of votes.

28.2 In the event of the Club being wound up the funds and assets of the Club remaining after payment and satisfaction of its debts and liabilities and costs and expenses of winding-up shall be vested in the Thames Coromandel District Council for the benefit of the Pauanui area's sporting and recreational activities.

**29 REPEALS AND SAVINGS**

The Rules of the Club as operative at the date of adoption of the Constitution and Rules herein are hereby repealed, but all existing appointments to Office and all Acts of Authority which originated there under and are subsisting or in force on the coming into operation of this Constitution and Rules, shall endure as if they had originated under the Constitution and Rules.