
**CONSTITUTION OF SOUTH CANTERBURY AERO
CLUB INCORPORATED**

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CONSTITUTION adopted for reregistration under the Incorporated Societies Act 2022 on 20/07/2025

INTRODUCTION

- A. South Canterbury Aero Club Incorporated (the “**Club**”) is an incorporated society that was incorporated on 2nd September 1946 and is governed by a constitution last amended 13th October 2017
- B. The Club has decided to approve this new constitution to take effect on reregistration according to the procedures set out in clause 10 of schedule 1 of the Act. This constitution replaces the previous rules (Constitution) of the Club.
- C. This Constitution should be read in conjunction with any By-laws and/or Policies in place as set by the Committee.

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
 - (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) The “**Club**” is this society that was incorporated on 2nd September 1946.
 - (c) The “**Committee**” means the Committee Members elected in accordance with clause 8 of this Constitution.
 - (d) “**Committee Member**” means a member of the Committee, including (unless specified otherwise) an Officer of the Committee and General Committee Members.
 - (e) A “**General Committee Member**” means Committee Members that do not hold a particular office, as noted in clause 8.3(b).
 - (f) A “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Club.
 - (g) A “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Club in accordance with clause 7.3.
 - (h) “**Notice**” includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices handed to the person in question, delivered by email or electronic communication are deemed to have been delivered when sent. Notices delivered by post or courier are deemed to have been delivered 3 days following being sent. If a Member or Committee Member does not receive Notice of a General Meeting for reasons outside of the Committee’s control or because of the Member’s or Committee Member’s failure to update the Committee with their contact details, then the failure to give notice to the Member or Committee Member will not invalidate the General Meeting or Committee meeting.

- (i) An “**Officer**” or “**Officers**” means Committee Members that hold a particular office, as noted in clause 8.3(a).
- (j) The “**Purposes**” means the purposes in clause 3.1 of this Constitution.
- (k) “**RNZAC**” means the Royal New Zealand Aero Club Incorporated (NZBN: 9429042800842).
- (l) A “**Voting Member**” or “**Voting Members**” means full flying member, Honorary vice presidents, or Life members that do not have any overdue levies or fees and are therefore eligible to vote, as set out in clause 7.11.
- (m) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in Timaru New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to this Constitution includes any variation of it;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of this Constitution; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

- 2.1 The name of the Club is South Canterbury Aero Club Incorporated or such other name approved by a 75% majority ruling at a General Meeting and in accordance with the Act.

3. **PURPOSES**

- 3.1 The primary Purposes of the Club are :

a To promote, foster, encourage and develop safe and skillful flying and the practice, study and research of aviation in all its aspects.

b To train pilots and in the course thereof conduct educational and other aviation related studies and courses.

c To promote rallies, competitions and trials related to the sport of flying.

d To provide opportunities for the public to enjoy the skills, developments and interests of flying.

4. **NOT-FOR-PROFIT CLUB**

- 4.1 Unless acting in accordance with the Act, the Club is a not-for-profit entity, and it will not pay any dividend or part of its money, property or other assets to its Members unless in accordance with the Act.

5. **AFFILIATION**

- 5.1 The Club is a member of the RNZAC. The Club will enjoy its rights as a RNZAC member and uphold its obligations as an RNZAC member.
- 5.2 The Club must always have Purposes that are consistent with those of RNZAC.
- 5.3 Any decision to cease membership of RNZAC and disaffiliate from RNZAC must be made at a General Meeting.

6. **POWERS**

- 6.1 Subject to clause 4, the Club has full capacity, powers and privileges, as set out in section 18 of the Act.
- 6.2 Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act or any other legislation.

7. **MEMBERSHIP**

Membership Generally

- 7.1 The Club will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 7.2 Membership is annual by automatic renewal.
- 7.3 Any consenting person who agrees with the Purposes of the Club can, subject to clause 7.7, become a Member of the Club subject to clause 7.3.
- 7.4 Any membership of the club will be by approval of the executive committee.
- 7.5 Employees of the club may become members without voting rights at General meetings. As non-voting members can not serve on the committee.
- 7.6 The Club has the following classes of membership:

(a) **Pilot Members:** being:

- (i) persons aged 17 years or over who hold, or have held, a valid pilot's licence of any category; and/or
- (ii) individuals who have completed not less than five (5) hours of flying training with the Club, but do not hold or have not held a pilot's licence.

Subject to clause 7.11, a Pilot Member shall enjoy full rights of a member of the Club, including voting rights.]

(b) **Youth Members:** being

- (i) persons under the age of 17, holding a valid pilot's licence of any category; and/or
 - (ii) individuals who have commenced flying training with the club but do not hold a pilot's licence.
 - (iii) youth members do not have voting rights at General meetings.
- (c) Partner members: being
 - (i) a couple in a relationship with the same legal standing as marriage.
 - (ii) Subject to clause 7.9 , a Partner member shall enjoy full rights of a member of the Club, including voting rights.
 - (iii) When a partnership as defined in (c)(i) above ceases to exist, each partner will renew as a pilot member in subsequent year.
- (d) Social members: being
 - (i) persons wishing to become members of the Club , without the rights of a pilot member.
 - (ii) gliding club members.
 - (iii) social members do not have voting rights at General meetings.
- (e) Affiliate members: being
 - (i) Current members of any club affiliated to the RNZAC, or
 - (ii) **Current members of any club affiliated to any overseas equivalent of RNZAC, or**
 - (iii) Undertaking any specific course of flying and/or ground training with the Club.
 - (iv) Affiliate membership will be available for a maximum of 3 months without voting rights.
 - (v) **Affiliate member may be re-admitted in the same manner as aforesaid for not more than one further period not exceeding three(3) months.**
 - (vi) **affiliate members admitted under this clause must have their permanent residence outside South Canterbury or its environs.**
- (f) **Honorary Life members: being**
- (g)
 - (i) **Any member who has rendered outstanding service to the Club over a period of not less than fifteen(15) years shall be eligible for election as an Honorary Life member.**

- (ii) **No member shall be nominated as an Honorary Life member except on the recommendation of the Committee by a three fourths majority of those present.**
- (iii) **The Committee may vote on any recommendation for the election of an Honorary Life member at the same meeting at which the recommendation is first proposed.**
- (iv) **Every recommendation made in accordance with this Rule shall be placed before the Club in general meeting. Approval shall be by a three fourths majority of those present.**

Admission of Members

7.7 Subject to the provisions of clause 7.6, no person shall be admitted to membership of the Club except as follows:

- (i) Pilot, Social, Partner and Youth members must be nominated by a proposer and seconder, each of whom is either a member or an employee of the Club. Every such nomination must be approved by resolution of the Committee before the applicant is admitted.
- (ii) **Affiliate members may, at the discretion of the Chief Flying Instructor, be admitted with payment of any subscription, Provided However that upon expiry of a period of 3 months following admission such affiliate membership shall lapse. This membership may be renewed for 1 further period of 3 months before full pilot membership is required.**
- (iii) **Any member who has rendered outstanding service to the Club over a period of not less than fifteen(15) years shall be eligible for election as an Honorary Life member.**

(a)No member shall be nominated as an Honorary Life member except on the recommendation of the Committee by a three fourths majority of those present.

(b)The Committee may vote on any recommendation for the election of an Honorary Life member at the same meeting at which the recommendation is first proposed.

(c)Every recommendation made in accordance with this Rule shall be placed before the Club in general meeting. Approval shall be by a three fourths majority of those present.

- (iv) **The Committee shall have power to refuse admission to membership of any person it considers to be unsuitable as a**

candidate for admission and shall be under no obligation to explain any refusal.

- (v) In refusing to admit any person to membership the Committee may at its discretion fix a minimum period during which the name of the person so refused admission may not be re-submitted for approval.**
- (vi) Any subscription paid to the Club by any person in anticipation of admission to membership shall be refunded in full to that person if the application for membership is refused.**
- (vii) All candidates for membership shall be required to complete an application for membership on the prescribed form, which form shall become the property of the Club.**
- (viii) Notice of the admission or refusal to admit any Pilot, Social, Partner or Junior member shall be sent to that person by the Secretary by ordinary post or electronic means**

Subscriptions

7.7

- (i) The annual subscriptions of Pilot, Social, Youth, and Partner members shall be determined at each Annual General Meeting (or Special General Meeting) and these shall be payable as from the date of the Annual General Meeting (or Special General Meeting) where they are set.**
- (ii) The Committee may vary the amount of subscription paid by any person who joins the Club less than six(6) months prior to the Annual General Meeting.**
- (iii) The Committee may waive the subscription of persons who join through special promotional activities.**
- (iv) Should any member fail to pay his/her annual subscription within three (3) months of the date when the same became due he/she shall be deemed thereafter to be unfinancial.**

Register of Members

7.8 The Committee shall keep an up to date register of Members containing:

- (a) each Member's:**
 - (i) class of membership;**
 - (ii) full name;**
 - (iii) physical and/or electronic address;**
 - (iv) phone number;**

- (v) date they became a Member;
- (vi) subscriptions paid (if any);
- (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and any other information required by the Committee or by the Act.
- (c) **Forms for collecting information on members will conform with the Privacy Act.**
- (d) **Disclosure of information on the register will be by consent or a signed declaration in accordance with clause 4.1.14 of these rules.**

7.9 Members must notify the Committee of any change to their information recorded on the register of Members.

Membership obligations and rights

- 7.10 All Members will promote the interests and purposes of the Club and do nothing to bring the Club into disrepute.
- 7.11 Pilot, Partner, and Honorary Life members only are entitled to exercise the rights of membership, including attending and voting at General Meetings, where member has paid all applicable fees, subscriptions, and levies at least 3 months prior to the General Meeting. The term “**Voting Members**” is used to refer to such Members throughout the Constitution.
- 7.12 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, and to participate in Club activities, including any conditions of and fees for such access, use or involvement.
- 7.13 No Member is liable for an obligation of the Club by reason only of being a Member.

Cessation of Membership

- 7.14 Any Member of the Club may resign their membership at any time by giving to the Committee Notice in writing to that effect and such Notice, unless otherwise stated, shall take effect immediately.
- 7.15 Unless otherwise determined by a majority resolution of the Committee, a Member who resigned or has been removed in accordance with this Constitution will remain liable to pay all levies and any other fees due up until the end of their membership and must return any property of the club in their possession.
- 7.16 [Unless otherwise determined by a majority resolution of the Committee, any Member who fails to pay the levy for 3 months after it has become due will be deemed to have resigned their membership.]
- 7.17 A Member ceases to be a Member on death. The cessation of their membership is effective from the date of death.
- 7.18 (a) [The Committee may by a majority resolution remove a Member from membership if the Member has been convicted of a criminal offence which, in the opinion of the Committee, makes their membership in the Club undesirable.]

(b) (The Committee may by a majority resolution place limitations to access to Club and/or Club assets of a member if the member has been accused of a criminal offence which, in the opinion of the Committee creates a tangible risk to any other member or the club, materially or in reputation.)

7.19 [After due enquiry and having given the Member the right to be heard, the Committee may decide by passing a resolution of not less than two-thirds (2/3) to terminate a Member's membership if the Member has:

(a) breached this Constitution; or
committed a serious misconduct or offence which is detrimental to the Club and its Members and the nature of the misconduct or offence makes their membership in the Club undesirable.

7.19 The Committee may appoint a qualified solicitor or barrister as legal advisor who may be present at the hearing or enquiry into any complaint and may then or at any time previously or subsequently advise the Committee or its Chairman on matters of law, procedure, and evidence relating thereto.

7.20 For the avoidance of doubt, the process in clause 7.19 should not be applied to disputes between Members and/or Committee Members and/or the Club. If there is a dispute between Members and/or Committee Members and/or the Club, the Dispute Resolution Procedures at Schedule One should be followed.]

Re-admission of former Members

7.21 Any former Member may apply for re-admission in the manner prescribed for new applicants at clause 7.6.

7.22 [If a former Member was removed under clause 7.18 and/or 7.19, that former Member's re-admission must be approved by a resolution of not less than two-thirds (2/3) of the Committee.

8. THE COMMITTEE

8.1 The operation and affairs of the Club must be managed by, or under the direction or supervision of, the Committee. The Committee has all of the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.

Number of Committee Members

8.2 The Committee shall have a minimum of 7 and a maximum of 12 Committee Members who are natural persons elected at a General Meeting or otherwise appointed in accordance with this clause 8. All of the Committee must also be Voting Members of the Club.

8.3 The Committee shall be made up of the following positions:

(a) 6 Officers, being the:

(i) President;

(ii) Vice president

(iii) Secretary

- (iv) Treasurer
- (v) Club captain
- (vi) Immediate Past president (For a 1 year term immediately following presidency)

(b) a minimum of 3 and a maximum of 6 General Committee Members.

Election or Appointment of Committee Members

8.4 Where there are less than the minimum number of Committee Members required by clause 8.2, the Committee may appoint additional Committee Members from the Voting Members of the Club, who will then be eligible for election at the next General Meeting. If at any time there are less than the minimum number of Committee Members, the Committee may carry out essential matters but may not undertake any action or make any decision until the number of Committee Members is increased to the minimum PROVIDED THAT the Committee (once it has the minimum number of Committee Members required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Club while the Committee was composed of less than the minimum number of Committee Members.

8.5 Prior to election or appointment, every Committee Member must consent in writing to becoming a Committee Member and certify that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society under 47(3) of the Act:

- (A) (a) a person who is under 16 years of age:
- (B) (b) a person who is an undischarged bankrupt:
- (C) (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993:
- (D) (d) a person who is disqualified from being an officer of a charitable entity under section 36C of the Charities Act 2005:
- (E) (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4:
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961):
 - (iii) an offence under section 143B of the Tax Administration Act 1994:
 - (iv) an offence under section 22(2):
- (J) (v) an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv):
- (K) (vi) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere

8.6 The election of Committee Members will be conducted in the following manner:

- (a) a candidate's written nomination, accompanied by their consent under clause 0 and the support of a Voting Member either in writing or by electronic means, must be delivered to the Committee 15 Working Days before the date of the General Meeting;
- (b) subject to the term limits set out in clause 8.7, a Committee Member who is eligible for re-election may deliver their written nomination accompanied by their consent under clause 0 to the Committee 15 Working Days before the date of the General Meeting;
- (c) Notices given to the Committee under this clause 8.6 must contain sufficient detail required by the Committee including the nominated Members full name and the position or positions on the Committee they are seeking to be elected for;
- (d) if there are insufficient numbers of nominees received for the positions on the Committee which need to be filled, the Committee may adopt other processes at the General Meeting to fill the vacancies;
- (e) any other administrative processes at the election of Committee Members shall be managed in a manner determined by the Committee; and
- (f) if any vote in an election of Committee Members is tied, the tie must be resolved by the other elected Committee Members of the current Committee.

Terms

- 8.7 All Committee Officers shall hold office for 1 year ,being until the end of the Annual General Meeting following their election and thereafter be eligible for re-election. A Committee Member can continue to renew their appointment subject to re-election.
- 8.8 All General committee members shall hold office for 2 years, being until the end of the Annual General meeting 2 years following election. A general committee member shall be eligible for re-election at conclusion of their term.
- 8.9 Where possible General committee members will have varying conclusion years to their term so as to ensure the smooth transition of committee.

Removal from Committee

- 8.10 A Committee Member will cease to hold the office of the Committee if the Committee Member:
 - (a) commits an act of bankruptcy;
 - (b) dies;
 - (c) retires or resigns as a Committee Member by giving prior written Notice of their resignation to the Committee;
 - (d) becomes disqualified to be an officer of a society in accordance with the Act; or

- (e) becomes disqualified to be a Committee Member of the Club in accordance with this Constitution.

8.11 If a Committee Member is:

- (a) in the opinion of a majority of the other Committee Members, mentally incapable of acting as a Committee Member; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Committee Members, makes their position as a Committee Member undesirable,

then, by resolution of a majority of the other Committee Members, be removed as a Committee Member of the Club immediately unless the resolution states otherwise.

8.12 If a Committee Member is requested to resign following a vote of not less than two-thirds of the Members present and entitled to vote at a General Meeting, then that Committee Member shall be removed immediately.

8.13 Subject to clause 7, removal from the Committee as a Committee Member will not equate to removal as a Member of the Club.

8.14 Every extraordinary vacancy, shall be filled by the Committee by co-opting any Voting Member who would qualify for election under clauses 8.2 and meet the requirements of clause 0. The term of the co-opted Committee Member shall be the same as that of the vacating Committee Member as if no such extraordinary vacancy had occurred.

Miscellaneous

8.15 The Committee will appoint one or up to three contact persons by way of a majority resolution. This contact person could be a Committee Member, Member or employee of the Club, but must be at least 18 years of age and ordinarily resident in New Zealand. The Club must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

8.16 The Club may, by approval at a General Meeting, authorise the payment of remuneration and/or koha (or the provision of other benefits) to a Committee Member for his or her services as a Committee Member, if the Club is satisfied that to do so is reasonable and fair to the Club.

9. MEETINGS OF THE COMMITTEE

9.1 The Committee may hold a meeting at such time and place as they determine.

9.2 Any Committee Member may request a meeting of the Committee (a “**Committee Special Meeting**”) by Notice in writing directed to all other Committee Members. Upon receiving any such Notice, a Committee Special Meeting will be arranged as soon as practicable and where possible the Committee Members will be given ten Working Days’ written Notice of the Committee Special Meeting. If ten Working Days’ Notice is not practical, the Committee may agree to a shorter Notice period.

9.3 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Committee Members can hear each other well enough to follow the discussion throughout the meeting. Committee Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.

- 9.4 Committee meetings will be chaired by the President. If the President is absent, the vice president will chair the meeting. Failing this the Committee will select a Committee Member to chair the Committee meeting.

Quorum

- 9.5 No business of the Committee shall be transacted at a Committee meeting without a quorum present.
- 9.6 The quorum for a Committee meeting shall be at least 5 of the Committee.
- 9.7 The quorum for a Committee Special Meeting shall be at least 7 of the Committee.
- 9.8 If there is no quorum present within thirty minutes of the time set for the commencement of the Committee meeting, the meeting will lapse.
- 9.9 In the event of a meeting lapsing in accordance with clause 9.8, the meeting shall be adjourned for two weeks to the same time and place (if possible) and Notice of the adjournment shall be given to all Committee Members. At the adjourned meeting the Committee Members present will form a quorum.

Voting

- 9.10 Subject to this Constitution, each Committee Member will be entitled to one (1) vote on any matter being voted on by the Committee.
- 9.11 Subject to this Constitution, the number of votes required to reach any decision will be:
- (a) for a Committee meeting, not less than three-quarters of the number of Committee Members present and eligible to vote at the meeting; and
 - (b) for a Committee Special Meeting, a unanimous vote of the Committee Members present and eligible to vote at the meeting.
- 9.12 In the event of a tied vote, the person chairing the Committee meeting in accordance with clause 9.4 will have a casting vote.
- 9.13 Where half (1/2) or more of the Committee Members present at the meeting are not eligible to vote on a matter because they have a conflict of interest in the matter in accordance with the Act, the remaining Committee Members may vote on the matter. Where only one (1) Committee Member remains, a Special General Meeting of the Club must be called to determine the matter.

Resolution in Lieu of a Committee Meeting

- 9.14 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters of the Committee will be as valid and effectual as if it had been passed at a meeting of the full Committee.
- 9.15 A resolution in writing (including by way of email) signed or assented to by all Committee Members will be as valid as if it had been passed at a Committee Special Meeting of the full Committee.
- 9.16 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution,

scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Committee Members.

10. GENERAL MEETINGS

- 10.1 Minutes of meetings shall be kept for every Annual General Meeting.
- 10.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- 10.3 General Meetings will be chaired by the President. If the President is absent, the vice president will be chair. Failing this the Club will select a Voting Member to chair the General Meeting.

Annual General Meetings

- 10.4 The Annual General Meeting may be called by the Committee and must be held no later than six (6) months after the Club's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 10.5 At least twenty Working Days prior to the Annual General Meeting, the Committee will give written Notice of the Annual General Meeting to all Members, with the Notice setting out the time and place of the Annual General Meeting, along with the manner by which candidates can submit their written nominations in accordance with clause 8.6 and submit a Voting Member motion in accordance with clause 10.9. At least five Working Days prior to the Annual General Meeting, the Committee will give written Notice of any Committee or Voting Member motion to be voted on and sufficient detail of the business to be discussed at the Annual General Meeting.
- 10.6 At the Annual General Meeting the Committee must present:
 - (a) an annual report on the operations and affairs of the Club during the most recently completed accounting period;
 - (b) recommendations of the membership subscription rates for the following year;
 - (c) recommendation for the appointment of Club Patron for the following year;
 - (d) the financial statements of the Club for that period; and
 - (e) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- 10.7 The Committee may put forward motions for the Club to vote on, which will be notified to Members in accordance with clause 10.5.
- 10.8 The Committee may put forward any recommendations for Life membership and/or Honorary vice presidents.
- 10.9 A Voting Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Committee at least fifteen Working Days before that Annual General Meeting. The Voting Member may also provide information in support of that

motion. Notice of a Voting Member motion must be given to Members in accordance with clause 10.5.

Special General Meetings

10.10 A Special General Meeting may be called at any time by:

- (a) the Committee by resolution;
- (b) in accordance with clause 9.13; or
- (c) a written request signed by at least 10 of the Voting Members and delivered to the Committee.

The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on. Where a Special General Meeting is called in accordance with clause 10.10(c), the Special General Meeting must be held within twenty-five Working Days of the Committee's receipt of the request.

10.11 At least [ten (10)] Working Days prior to the Special General Meeting, the Committee will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

10.12 No business of the Club will be transacted at a General Meeting without a quorum present.

10.13 The quorum for a General Meeting is 15 of the Voting Members of the Club, attending in person.

10.14 If there is no quorum present within thirty minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.

10.15 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for 2 weeks to the same time and place (if possible) and Notice of the adjournment will be given by the Committee to all Members. At the adjourned General Meeting the Voting Members present will form a quorum.

Voting

10.16 Each Voting Member of the Club present in person is entitled to one (1) vote on any matter being voted on.

10.17 Votes may be cast by voices or by show of hands or, on demand of the person chairing the General Meeting or by two (2) or more Voting Members present, by secret ballot.

10.18 In the event of a tied vote, the person chairing the General Meeting in accordance with clause 10.3 [will] have a casting vote.

10.19 Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Members present and entitled to vote at the General Meeting.

10.20 The Club may only pass resolutions by written means where permitted under the Incorporated Societies Act 2022 or by direction of the Registrar.

- 10.21 If it is proposed that a vote is held on a matter that was not included in any Notice, then a majority of the Voting Members present and entitled to vote at the General Meeting must first agree to hold a vote on that matter.
- 10.22 Subject to the Act and this Constitution, the Committee may determine any other administrative procedures and processes provided it is fair and proper.

[Resolution in Lieu of a General Meeting

- 10.23 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Club.
- 10.24 A resolution in writing cannot be made under clause 12.1, clause 17.3(c) or clause 18.2(c) of this Constitution.
- 10.25 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.]

11. DISPUTE RESOLUTION PROCEDURES

- 11.1 The Club's dispute resolution procedures are set out as Schedule One of this Constitution, forming part of this Constitution.

12. AMENDMENT OF CONSTITUTION

- 12.1 Subject to clause 12.2, the Club may amend this Constitution by a resolution passed by a three-quarter majority of Voting Members who are present and entitled to vote at a General Meeting.
- 12.2 No amendment of the Club's Constitution is made which would allow personal pecuniary profits to any individuals other than employed staff. All amendments to the Club's Constitution must be made in writing.
- 12.3 The Committee may amend the terms of this Constitution by a unanimous resolution of the Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Committee provides written Notice of the amendment to every Member of the Club, with the Notice stating:

- (i) the text of the amendment; and
- (ii) the right of the Member to object to the amendment.
- (c) If no Member objects within twenty Working Days after the date on which the Notice is sent, the Committee may make the amendment.
- (d) If a Member objects to the amendment made under clause 12.3 within twenty Working Days after the date on which the Notice is sent, the Club may not make the amendment under this clause. In this case a general meeting of the club will be called to obtain a determination.

13. **BYLAWS**

- 13.1 The Committee may from time to time make and amend regulations, bylaws and policies for the conduct and control of Club activities, provided such regulations, bylaws and policies are consistent with this Constitution.

14. **FINANCES**

- 14.1 The funds and property of the Club will be controlled and managed by the Committee in accordance with this Constitution and the Act, to further the Club's Purposes.
- 14.2 The Club's balance date will be 30 April, unless otherwise specified by the Committee in accordance with the Act.
- 14.3 The Committee shall ensure a financial statement is kept, that provides a record of the Club's financial position and meets the minimum financial statement requirements in the Act.
- 14.4 Subject to the Act, the Committee may elect to have the accounts of the Club reviewed or audited annually by a suitably qualified person.
- 14.5 The Committee shall ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Club from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

15. **[INDEMNITY AND INSURANCE]**

- 15.1 The Club may, with the authority of the Committee, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Club; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under clause 15.1(a).
- 15.2 The Club may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.
- 15.3 In this clause 15 the term "officer" is to be interpreted in accordance with section 5 of the Act.]

16. **CONTRACTING METHOD**

Documents will be executed for the Club pursuant to a resolution of the Committee, and the Club may enter into contracts by two (2) Committee Members signing under the name of the Club and any other method approved in the Act.

16.1 **COMMON SEAL**

The seal of the Club shall have legibly engraved upon it the Registered name of the Club. The seal shall remain in the custody of the Secretary and shall only be used

pursuant to a resolution of the Committee and in the presence of two members of the Committee who shall sign their names on every document on which the seal is used.

17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF THE CLUB

- 17.1 If at any time the Club becomes non-operational or it is desirable for the Club to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under clause 18 of this Constitution and under the power given to the Club in section 215 of the Act. The Club may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Club's removal from the register must be made in accordance with clause 17.3. The resolutions described in this clause may be made at the same meeting of the Club.
- 17.2 The Club may be put into liquidation by first resolving to appoint a liquidator in accordance with clause 17.3. A resolution regarding the disposal of surplus assets must then be made in accordance with clause 18.
- 17.3 The Club may resolve to authorise a request for the Club's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee shall give twenty Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a three-quarter majority of the Voting Members present and entitled to vote.

18. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 18.1 On a Voting Member vote in accordance with clause 17.1 or 17.2, any remaining portion of the Club's funds or the net proceeds arising from the sale of the assets of the Club must be applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Club as may be determined by a three-quarter majority of the Voting Members in accordance with clause 18.2.
- 18.2 A resolution providing for the disposal of the Club's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee shall give twenty Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a three-quarter majority of the Voting Members present and entitled to vote; and
 - (d) the resolution must set out which not-for-profit entities the Club's surplus assets shall be applied to in accordance with clause 18.1.
- 18.3 To be clear, a resolution under this clause 18 may be made at the same General Meeting as a resolution under clause 17.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. HOW A COMPLAINT IS MADE

- 1.1 A Member or Committee Member may make a complaint by giving to the Committee a Notice in writing that:
- (a) states that the Member or Committee Member is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Committee Member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.2 The Club may make a complaint involving an allegation against a Member or a Committee Member by giving to the Member or Committee Member a Notice in writing that:
- (a) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Committee Member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. INVESTIGATING AND DETERMINING A DISPUTE

- 2.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. Seniority is determined to be President, Vice president, Secretary, Treasurer, then Club captain. This can include:
- (a) appoint an external person to investigate and report; or
 - (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - (c) appoint an external person to investigate and make a decision; or
 - (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
 - (e) refer to committee for investigation and determination.
- 2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or a Committee Member has engaged in material misconduct;
 - (ii) that a Member, a Committee Member, or the Club has materially breached, or is likely to materially breach, a duty under the Club's constitution or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

2.4 While not binding on the Elector, the Club agrees that the following categories of disputes should be resolved as follows:

- (a) where the dispute involves issues of personal animosity or where relationships within the Club have broken down, the dispute should go to mediation;
- (b) where the dispute concerns interpretation of the Club's Constitution or the Club's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
- (c) where the dispute concerns matters about the financial operations of the Club, an external person with accounting skills should be appointed to investigate and provide a report; and
- (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.

2.5 Before making a decision under clause 2.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.

2.6 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:

- (a) the Club will take any steps in light of the report-writer's findings; and
- (b) the parties agree that those steps (if any) will resolve the dispute.

- 2.7 If the Elector initiates the steps under clause 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of Committee Members of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 2.8 An external person appointed under clause 2.2(a) or 2.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;
 - (b) call for specific evidence from the Club or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 Decisions are final, subject to the rights of judicial review under New Zealand law.
- 3. PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD**
- 3.1 A Member or Committee Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
- 3.2 If the Club makes a complaint:
- (a) the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) a sub-committee of 3 Committee Members may exercise the right on behalf of the Club.
- 3.3 Without limiting the manner in which the Member, Committee Member, or Club may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) their written statement or submissions (if any) are considered by the decision maker.
- 4. PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD**
- 4.1 Clauses 4.2 and 4.3 apply if the complaint involves an allegation that a Member, a Committee Member, or the Club (the “respondent”):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Club’s Constitution or the Act; or

- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Club, a Committee Member may exercise the right on behalf of the Club.
- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:
 - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) is considered by the decision maker.