

**CONSTITUTION  
OF  
MARSDEN COVE FISHING CLUB  
INCORPORATED**

# Constitution

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# Marsden Cove Fishing Club Inc Constitution

## 1 INTRODUCTORY RULES

### 1.1 Name

The name of the club is Marsden Cove Fishing Club Incorporated, hereinafter referred to as the Club.

### 1.2 Charitable Status

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

### 1.3 Definitions

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

- **Act** means the Incorporated Societies Act 2022, including any amendments and any regulations made under that Act.
- **Annual General Meeting** means a meeting of the **Members** of the **Club** held once per year which, among other things, will receive and consider reports on the **Club's** activities and finances.
- **Bylaws** means any bylaws, policies, regulations and codes of the Club made under clause 12.
- **Committee** means the **Club's** governing body.
- **President** means the **Officer** responsible for the matters specifically noted in this **Constitution** and who provides leadership for the **Club**.
- **Vice President** means the **Officer** elected or appointed to deputise in the absence of the **President**.
- **Constitution** means the rules in this document.
- **General Meeting** means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Club**.
- **Interested Member** means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- **Interests Register** means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- **Matter** means—
  - (a) The Club's performance of its activities or exercise of its powers; or
  - (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.
- **Member** means a person who has consented to become a **Member** of the **Club** and has been properly admitted to the **Club** and who has not ceased to be a **Member** of the **Club**.
- **Notice to Members** includes any notice given by email, post, or courier.
- **NZSFC** means the **New Zealand Sport Fishing Council Inc**
- **Officer** means a natural person who is:
  - (a) a member of the **Committee**, or
  - (b) occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**, including any Chief Executive or Treasurer.

- **Register of Members** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- **Secretary** means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- **Special General Meeting** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- **Club** means the Club referred to as the Marsden Cove Fishing Club Inc.
- **Working Day** has the meaning given to the term under the Legislation Act 2019 and excludes the day observed as the anniversary in Northland.

## 1.4 Purposes

The purposes of the Club are to

- a) Be a member of the IGFA.
- b) Be a member of the NZSFC.
- c) Promote, develop, foster and administer fishing mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand.
- d) Promote boating safety and education.
- e) Encourage sound conservation to ensure the sustainability of our marine resources
- f) Afford support and assistance to other organisations where specialised knowledge may be a benefit to the community and take an active interest in the protection and preservation of the aquatic environment in the waters around New Zealand.
- g) Award seasons certificates and trophies as determined by the committee, to conduct and organize tournaments for the welfare of the club, its members and the general public.  
Generally, to do all other things as are incidental or conducive to the attainment of any of its objectives.

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

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

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

- engages in trade,
- pays a Member for matters that are incidental to the purposes of the Club, and the Member is a not-for-profit entity,
- distributes funds to a Member to further the purposes of the Club, and the Member—
  - (1) is a not-for-profit entity, and
  - (2) is affiliated or closely related to the Club, and
  - (3) has the same, or substantially the same, purposes as those of the Club .
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,

- provides benefits to Members or their families to alleviate hardship,
- provides educational scholarships or grants to Members or their families,
- pays a Member a salary or wages or other payments for services to the Club on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Club),
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.
- on removal of the Club from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Society that is a not-for-profit entity.

## 1.5 Act and Regulations

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

## 1.6 Registered Office

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

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

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

## 1.7 Contact Person

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

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

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

**A contact person can be appointed by the Committee or elected by the Members at a General Meeting.**

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

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

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

## **2 MEMBERS**

### **2.1 Minimum number of Members**

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

### **2.2 Types of Members**

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

- **Member**

A **Member** is an individual admitted to membership under this **Constitution** and who or which has not ceased to be a Member.

(1) Membership shall be divided as follows:

- (a) Senior member 17 years of age and over as at 1 July each financial year
- (b) Junior member 16 years of age and younger as at 1 July each financial year
- (c) Small Fry 11 years of age and under as at 1 July each financial year
- (d) Family members – Family membership cover is a family (Parent and/or parents) with dependent children under the age of 16 as at 1 July each financial year

(2) In the case of an application for membership from a person under the age of 18 years, the application shall be co-signed by a parent or guardian.

- **Life Member**

A Life Member is a person who in the opinion of members has rendered valuable service to the club over a period of not less than ten years. A Life Member shall have all the rights and privileges of a Member but shall not be required to pay the annual subscription.

### **2.3 How to become a member:**

An application for membership must be in the form required by the Committee. All applications are decided by the Committee which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

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

### **2.4 Member consent**

A person or entity consents to become a Member by submitting an Application to the Club or paying fees unless otherwise specified in this Constitution.

## 2.5 Members' Obligations and Rights

Members acknowledge and agree that

- They will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- They are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of NZSFC.
- A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property, and participating in Club activities) if all subscriptions and any other fees have been paid to the Club by their respective due dates. If they fail to comply the Committee may terminate their membership.
- The Committee may decide what access or use Members may have to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, and to participate in Club activities, including any condition of and fees for such access, use or involvement.

## 2.6 Subscriptions and Fees

The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting**.

Any **Member** failing to pay the annual subscription within 2 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall have no membership rights and shall not be entitled to participate in any **Club** activity or to access or use the **Club's** premises

## 2.7 Ceasing to be a Member

A Member ceases to be a Member—

- on death
- The Member has failed to pay a subscription, levy or other amount due to the Club within 61 days of the due date for payment.
- In the opinion of the Committee the Member has brought the Club into disrepute.
- If their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

## 2.8 Obligations once Membership has ceased

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

- shall cease to hold himself or herself out as a Member of the Club, and
- shall return to the Club all material provided to Members by the Club (including any membership certificate, badges, handbooks, keys and manuals).
- shall cease to be entitled to any of the rights of a Club Member.

## 2.9 Becoming a Member Again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

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

## 2.10 Member Register

The Committee will keep an up-to-date Member register, which includes each Member's name, contact details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes to the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

# 3 MEETINGS

## 3.1 Annual General Meetings:

**AGM:** An Annual General Meeting must be held once a year at the time, date and location determined by the Committee but not more than 3 months after the balance date of the Club and not more than 15 months after the previous AGM.

**Notice of AGM:** The Members must be given at least one month's notice of the AGM. Notice to Members of an AGM may be given by posting on the Club's website.

**Business of AGM: The following business will be discussed at the AGM:**

- Confirmation of the Minutes of the previous AGM
- The Committee's presentation of the following information during the most recently completed accounting period
  - (1) The annual report
  - (2) The annual financial statements
  - (3) The reviewer's report to members on the financial statements reviewed (if required)
  - (4) Notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate).
- The election of any Committee Members
- Consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM
- Consideration of any other items of business that have been properly submitted for consideration at the AGM

**Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Club at least 14 days before the date of the AGM.

**The Agenda** containing the business to be discussed at the AGM, the President's Report together with a Statement of Income and Expenditure and Financial Position of the Club (subject to review if need be) shall be emailed to each member at his/her last known email address, together with a notice summoning the meeting, at least seven days before the AGM.

### **3.2 Special General Meetings**

The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by 10 Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

Members must be given at least 14 days notice of the SGM unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.

The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting.

### **3.3 Voting**

At all meetings of the Club, only Life members and financial active members eighteen (18) years of age and over may vote.

**Voting** is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or 20 Members or as otherwise required under this Constitution.

**Voting by proxy:** Proxy voting is permitted. The Chair of the General Meeting must receive notice of the proxy signed by the Member prior to the start of the meeting. The form of the proxy is: "I (insert name) of (insert address) being a member of the Club appoint (insert name of proxy) as my proxy to speak and vote for me at the General meeting to be held on (insert date) and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner (insert resolutions and whether the proxy is to vote for or against)."

**Minutes** must be kept of all General Meetings.

### **3.4 Quorum**

No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 5% Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.

**No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

**No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

**Control of General Meetings:** The President chairs General meetings. If that person is unavailable, a Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.

**Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings..

**Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

**Resolution passed in lieu of meeting:** A resolution in writing signed or consented to by email or other electronic means by a percentage that is 75% or higher majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

## **4 COMMITTEE**

### **4.1 Committee Composition**

The **Committee** will consist of at least 3 **Officers** and no more than 12 **Officers**. Officers must be financial members of the Club.

### **4.2 Functions and powers of the Committee**

Subject to any modifications, exceptions or limitations contained in the Act or in this Constitution the Committee has all the powers necessary and must manage, direct or supervise the operation and affairs of the Club.

### **4.3 Election of Committee Members:** Committee Members are elected as follows:

- The Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 14 days before the AGM or by application at the AGM
- Nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set at least 7 days before the AGM.
- At the AGM if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the AGM and approved by a

Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the AGM to count the votes.

- Those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected.
- If the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees
- If there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

#### **4.4 Qualification:** Every Committee Member must in writing

- Consent to be a Committee Member
- Certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.
- At all times they must
  - (1) act in good faith and in what he or she believes to be the best interests of the Club,
  - (2) exercise all powers as an Officer for a proper purpose,
  - (3) not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution,
  - (4) when exercising powers or performing duties as an Officer, exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - (a) the nature of the Club,
    - (b) the nature of the decision, and
    - (c) the position of the **Officer** and the nature of the responsibilities undertaken by him or her
  - (5) not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, and
  - (6) not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

#### **4.5 Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member

- A person who is an employee of, or independent contractor to the Club
- A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act
- A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw

If an existing Committee Member becomes an employee or contractor to the Club then upon their appointment to such a position they are deemed to have vacated their office as a Committee Member. If an existing Committee Member is disqualified under Section 47 of the Act they are deemed to have vacated their office upon the relevant authority making an order of finding against them of any of those circumstances.

#### **4.6 Removal of Officers**

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

- a The Officer elected to the Committee has been physically absent from 3 consecutive committee meetings without leave of absence from the Committee.
- b The Officer has brought the Society into disrepute.
- c The Officer has failed to disclose a conflict of interest.  
with effect from (as applicable) the date specified in a resolution of the Committee or Club

**4.7 Term of Office:** The term of office for all Committee members shall be 1 year, expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each Officer's term of office.

- No Officer shall serve for more than 10 consecutive terms.
- No President shall serve for more than 5 consecutive years as President.

#### **4.8 Ceasing to hold office**

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

Each Officer shall within 15 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

### **5 COMMITTEE MEETINGS**

**5.1 Calling Meetings:** Committee meetings may be called at any time by the Chair or by four Committee Members but generally the Committee meets monthly.

**5.2 Meeting Procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.

**5.3 Quorum:** The quorum for **Committee** meetings is at least half the number of members of the **Committee**. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.

**5.4 Chair:** The President will chair Committee meetings. If the President is unavailable another Committee Member must be appointed by the Committee to undertake the President's role during the period of unavailability.

**5.5 Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution.

The **Chairperson** has a casting vote in the event of a tied vote on any resolution of the **Committee**.

## **6 INTERESTS**

**6.1 Register of interests:** The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

**6.2 Duty to disclose interest:** An Officer who is interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the register of interest.

**6.3 Consequences of being Interested:** A Committee member who is interested in a Matter

- (a) must not vote or take part in a decision of the Committee relating to the Matter unless all non-interested Committee Members consent.
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent.
- (c) must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent.
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

**6.4 Calling of SGM:** Despite clause 6.3, if 50% of more Committee Members are interested in a Matter, an SGM must be called to consider and determine the Matter

**6.5 Notice of Failure to Comply:** The Committee must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

## **7 Patrons**

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

## 8 Finances

**Control and management of finances:** The funds and property of the **Club** shall be controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and devoted solely to the promotion of the purposes of the **Club**.

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

All money received on account of the **Club** shall be banked within 20 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

The **Committee** must ensure that there are kept at all times accounting records that—

- (1) correctly record the transactions of the **Club**, and
- (2) allow the Club to produce financial statements that comply with the requirements of the Act, and
- (3) would enable the financial statements to be readily and properly reviewed (if required under any legislation or the Society's Constitution).

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

The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.

### 8.2 Balance Date

The **Club's** financial year shall commence on 1<sup>st</sup> July of each year and end on 30<sup>th</sup> June (the latter date being the **Club's** balance date).

### 8.3 No Personal Benefit

The officers and Members may not receive any distributions of profit or income from the Club. This does not prevent officers or members:

- (a) Receiving reimbursement of actual and reasonable expenses incurred or
- (b) Entering into any transactions with the Club for goods or services supplied to or from them which are at arms-length relative to what would occur between unrelated parties,

provided no officer or member is allowed to influence any such decision made by the club in respect of payments or transactions between it and them, their direct family or any associated entity.

## 9 DISPUTE RESOLUTION

### 9.1 Meanings of Dispute and Complaint

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

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

- 2 or more Members
- 1 or more Members and the Club
- 1 or more Members and 1 or more Officers
- 2 or more Officers
- 1 or more Officers and the Society
- 1 or more Members or Officers and the Club.

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

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

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

- states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
- sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- sets out any other information or allegations reasonably required by the Club.

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

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

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

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

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

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where

mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

## **9.2 Person who makes complaint has right to be heard**

- (1) A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (2) If the 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) an Officer may exercise that right on behalf of the Club.
- (3) Without limiting the manner in which the Member, Officer, 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) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing (if any) is held before the decision maker; and
  - (d) the Member's, Officer's, or Club's written or verbal statement or submissions (if any) are considered by the decision maker.

## **9.3 Person who is subject of complaint has right to be heard**

- (4) This clause applies if a complaint involves an allegation that a Member, an Officer, 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 bylaws or this Act; or
  - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (5) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (6) If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- (7) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - (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) are considered by the decision maker.

## 9.4 Investigating and determining dispute

- (8) The **Club** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- (9) Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

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

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

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

## 9.6 Club may refer Complaint

The **Club** may refer a complaint to—

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The **Club** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## 9.7 Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (13) impartial; or
- (14) able to consider the matter without a predetermined view.

# 10 LIQUIDATION AND REMOVAL FROM THE REGISTER

## 10.1 Resolving to put club into liquidation

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

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

- A to appoint a liquidator
- B to remove the Club from the Register of Incorporated Societies or
- C for the distribution of the Club's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the Club into liquidation must be passed by a two-thirds majority of all Members present and voting.

### **10.3 Surplus Assets**

On the liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets — after payment of all debts, costs and liabilities shall be vested in any other not-for-profit organization that shares similar purposes to the Club.

## **11 ALTERATIONS TO THE CONSITUTION**

### **11.1 Amending this Constitution**

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

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

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

At least 10 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

No addition to, deletion from or alteration of the Constitution may be made which would allow personal pecuniary profits to any individuals.

## **12 Indemnity**

The Club shall indemnify from its assets the Committee, any staff of the Club, the Auditor, and every other Member of the Committee acting on behalf of the Club on the authority of the Committee, against any liability arising out of the execution of their duties in relation to the Club, provided that these duties have been executed reasonably, honestly, and in good faith as per section 96 of the Incorporated Societies Act 2022.

**13 Bylaws**

The Committee may make and amend bylaws, policies and procedures for the conduct and control of Society activities and codes of conduct applicable to Members. No bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation. The making, amendment, revocation or replacement of a bylaw is not an amendment of this Constitution.

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Gary Read, President

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Aimee Danks, Secretary

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Elizabeth Hedley, Treasurer