

2025

# Canterbury Underwater Club Inc. Constitution



Canterbury Underwater Club

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[canterburyunderwater.org.nz](http://canterburyunderwater.org.nz)

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## Version

This version was updated 14 August 2025 and includes the changes passed at the AGM held in September 2025.

## 1. NAME

The name of the Club shall be the *Canterbury Underwater Club (Inc)*, hereinafter referred to as the *Club*.

## 2. REGISTERED OFFICE AND CONTACT PERSONS

### 2.1. Registered Office

The Registered Office of the Club shall be located in the Canterbury region of New Zealand and at the Secretary's physical address. Notice of any change to the Registered Office shall be given to the Registrar in accordance with the Incorporated Societies Act 2022.

### 2.2. Contact Persons

- 2.2.1. The Club shall at all times have at least one and not more than three Contact Persons, as required by section 114 of the Incorporated Societies Act 2022.
- 2.2.2. Each Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.
- 2.2.3. Contact Persons shall be appointed by the Committee at its first meeting following each Annual General Meeting, and may be removed or replaced by the Committee at any time.
- 2.2.4. The name and address for service of each Contact Person shall be notified to the Registrar in the prescribed manner. A Contact Person is responsible for communications between the Registrar and the Club, but is not required to be an officer of the Club.

## 3. OBJECTS

- 3.1. The primary object and purpose for which the Society is established is to improve health and welfare through participation in the sport of Freediving and Scuba Diving.
- 3.2. As a means to advance the above primary purposes, the ancillary objects of the Society are:
  - 3.2.1. To promote and organise freediving and scuba diving, marine biology photography, spear-fishing and associated activities and in the interests of safety to all concerned.
  - 3.2.2. To instruct all members in the safe and correct use of underwater equipment and to ensure that all members engaged in underwater activities have a proficient working knowledge of such equipment, lifesaving and artificial respiration.
  - 3.2.3. To afford support and assistance to other organisations, where specialised underwater knowledge may be of benefit to the community.
  - 3.2.4. To ensure that all regulations concerning the taking of fish and other forms of marine life are in the national interest, and in the interests of conservation, and are adhered to by Club members.
  - 3.2.5. To record, officially, catches and data of interest collected by divers.
  - 3.2.6. To control and discipline the activities of members of the Club.
  - 3.2.7. To promote good relations with the general public.
  - 3.2.8. To purchase, take on lease, or in exchange, hire or otherwise acquire any real, or personal property, and rights and privileges which the Club may think necessary, or convenient, for the purpose of the Club, and to sell, exchange, mortgage, lease or build upon, any land so acquired, with power to alter and pull down buildings, and again rebuild.
  - 3.2.9. To borrow and raise money upon mortgage of any such property, sell, lease, or exchange or otherwise deal with any property, upon such terms as the Club may decide, issue debentures, invest and deal with the funds of the Club in furthering these objects, and generally to do all such things for the benefit of the welfare of members of the Club.
  - 3.2.10. To invest monies of the Club not immediately required.
  - 3.2.11. To do all such things as are incidental to the attainment of, or for the carrying into the effect of, the foregoing objects or any of them.

## 4. MEMBERSHIP

### 4.1. Minimum Membership

The Club shall at all times have a minimum of ten (10) members with voting rights, in accordance with section 74 of the Incorporated Societies Act 2022.

## 4.2. Membership Classes

The classes of membership are:

### 4.2.1. Ordinary Members

Ordinary Members shall be entitled to all the privileges of the Club. Ordinary members shall be further subdivided into the following groups:

- (a) Adult Members (18 years and over)
- (b) Junior Members (14 years to 17 years)
- (c) Couples
- (d) Veteran members (60 years or over of at least five years membership 50% reduction in subscription)

### 4.2.2. Associate Members

Associate Members shall be members who, in the opinion of the Committee, cannot fully participate in the Club activities, and have applied in writing to be specifically included in this group. An associate member shall not be required to pay either separately, or by part of their subscription, any dues or levies, to any other body, whether or not such body is affiliated to the Club.

### 4.2.3. Honorary Life Members

Any member who, in the opinion of the Committee, has given the Club specially meritorious service, may be nominated for election as an Honorary Life Member of the Club, at any Annual General Meeting or Special General Meeting called for that purpose. PROVIDED THAT no member may be elected an Honorary Life Member of the Club, unless the following provisions have been complied with:

- (a) their name must be first submitted to, and approved by, a two-thirds majority of the committee of the Club.
- (b) they must be proposed and seconded by two financial members at an Annual General Meeting **provided always** that at any time, the number of Honorary Life Members shall not exceed in number eight per cent of the financial Club membership. Honorary Life Members shall be entitled to all privileges of the Club and shall not be required to pay an annual subscription.

## 4.3. Election of members

### 4.3.1. Eligibility

Any person shall be eligible for membership who:

- (a) is aged 14 years and over
- (b) except for Associate members, holds a recognised scuba diving or freediving qualification from a certifying body acceptable to the Committee; and
- (c) is prepared to abide by the rules of the Club.

All intending members (except Honorary Life Members) shall be subject to election as hereinafter provided.

### 4.3.2. Application

4.3.2.1. A candidate for election shall complete an *Application for Membership* form provided by the Club, which shall contain the applicant's name, address, date of birth, and any other information that the Committee may from time to time require.

Completion and signing of this form by the applicant shall be deemed to constitute their written consent to become a member of the Club, in accordance with section 72(2) of the Incorporated Societies Act 2022.

The form shall be signed by the applicant's proposer and seconder, both of whom shall be financial Club members.

4.3.2.2. The completed application form shall be lodged with the Secretary, accompanied by the appropriate subscription fee, and a joining fee, as hereinafter defined.

4.3.2.3. The Secretary shall place such an application before the Committee at its next meeting, who shall either approve or reject the application on a two-thirds majority vote.

4.3.2.4. The Committee shall reject an application from any person if they receive written objection to that person becoming a member, from six financial members of the Club.

#### 4.3.2.5. Associate Members

An application for membership from a person wishing to become an associate member shall also be accompanied by a request in writing to become an associate member.

#### 4.3.2.6. Minors

In the case of an application for membership from a person under the age of 18 years, the application shall be signed by the parent or guardian in addition.

#### 4.3.2.7. Rejected Application

If the candidate's application is rejected by the Committee, the Secretary shall advise the candidate accordingly in writing and return all monies paid. The Committee shall not be bound to give any reason thereof.

#### 4.3.2.8. Rejection Appeal

A candidate for membership, if rejected by the Committee, may appeal to a meeting of the Club, when a secret ballot shall be taken, and a two-thirds majority shall be necessary for election.

#### 4.3.2.9. Successful Application

A successful candidate shall be forthwith entitled to the privileges and responsibility of membership after having been advised accordingly in writing, by the Secretary, and shall be furnished with a copy of the Constitution and Rules, and a membership card. An accepted member shall be deemed to have read, and agreed to abide by, the Constitution and Rules of the Club.

### 4.4. Changes to Membership

#### 4.4.1. Closing of Membership

The Committee may from time to time temporarily declare the membership closed and, in such event, a waiting list shall be established and any future members shall be elected from the waiting list in order of rotation.

#### 4.4.2. Priority for Family Members

At all times a waiting list for new members shall be kept providing always that immediate family of existing members shall have priority on that list of non-members.

#### 4.4.3. Changing Membership Class

Any member of the Club may change from one class of membership to another, upon written application to the Secretary.

### 4.5. Resignation and Expulsion

#### 4.5.1. Resignation

Any member of any class may resign from the Club, upon notifying the Secretary in writing of their intention, provided always that the resigning member shall have paid any outstanding accounts with the exception of Membership Fees to the Club before resignation is tendered.

#### 4.5.2. Expulsion

Should the Committee consider that a member has committed a breach of the rules of the Club, or has behaved in a manner contrary to the interests of the Club, and if two-thirds of the whole Committee shall be satisfied after an opportunity of defence has been afforded to the member, that such is the case, the Committee shall request them to resign, and in default of such resignation shall submit the question of expulsion to a Special General Meeting of the Club. At such a meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of their conduct verbally, or in writing, and if two-thirds of members present shall vote for their expulsion they shall thereupon cease to be a member. The voting on this question shall be secretly by ballot.

### 4.6. Register of Members

4.6.1. The Secretary shall keep and maintain a register of members as required by section 79 of the Incorporated Societies Act 2022. The register shall record each members':

- Full name
- Contact details
- Membership class or status

- Date on which they became a member
  - Confirmation that they have given written consent to become a member
  - Any other information prescribed by law or required by the Club.
- 4.6.2. The register may be kept in electronic form and must be updated within 20 working days after any change to membership.
- 4.6.3. Members may inspect the register at the Registered Office on reasonable notice, subject to the privacy exceptions set out in section 80 of the Incorporated Societies Act 2022.

## 5. AFFILIATED ORGANISATIONS

### 5.1. Definition

An “Affiliated Organisation” is an incorporated society, charitable trust, or other not-for-profit organisation whose purposes are substantially similar to, or supportive of, the purposes of the Club, and which has been approved for affiliation in accordance with this Constitution.

### 5.2. Approval

The Committee may, by resolution, approve an organisation as an Affiliated Organisation on such terms and conditions as it considers appropriate, provided that:

- (a) the affiliation is consistent with the Club’s purposes and charitable status; and
- (b) the organisation has agreed in writing to comply with any rules or policies of the Club that apply to affiliates; and
- (c) the affiliation does not create any legal, financial, or reputational risk to the Club.

### 5.3. Rights of Affiliates

Unless otherwise decided by the Club at a General Meeting, an Affiliated Organisation:

- (a) has no voting rights at General Meetings;
- (b) may attend and speak at General Meetings; and
- (c) is entitled to any other benefits agreed in writing between the Club and the affiliate, provided such benefits do not compromise the Club’s independence, governance integrity or charitable status.

### 5.4. Termination

The Committee may terminate an affiliation by written notice to the affiliate if it no longer meets the criteria in clause 5.1, breaches its terms of affiliation, or if continuing the affiliation would pose legal, financial, or reputational risk to the Club.

### 5.5. Register and Reporting

- 5.5.1. The Committee must maintain a register of all current Affiliated Organisations, including the date affiliation was granted, the terms of affiliation, and the date of any termination.
- 5.5.2. The Committee must report all new and terminated affiliations to members at the next Annual General Meeting.

## 6. SUBSCRIPTIONS

### 6.1. Annual Subscription

The Annual Subscription for each class of membership shall be fixed or determined at the Annual General Meeting, provided that any proposal to change the subscription shall be given by notice of motion in writing in accordance with the terms of this Constitution. All subscriptions shall be paid in advance to the treasurer and shall be due on the first day of July in each year and payable within four months of the beginning of the financial year.

### 6.2. Discount

All subscriptions paid within four months of the due date shall be subject to a discount which the Committee shall fix or determine each year, prior to the Annual General Meeting.

### 6.3. Pro-rata payments

Any member elected after the 30th September in any year shall pay only that proportion of the remaining year's subscription as a monthly pro-rata of 1/9 of annual subscription for each remaining month until June 30th.

### 6.4. Joining Fee

Every person applying for membership shall pay a joining fee, which the Committee shall fix or determine prior to the Annual General Meeting. Such joining fee shall not be subject to a discount, as provided above, and shall be the same for all classes of membership, and shall be payable in the first year of membership only.

### 6.5. Arrears of Subscription

A member shall be deemed to be a non-member after 30th November if subscription remains unpaid and all membership rights will be cancelled forthwith. On re-joining, the joining fee would be charged again, provided always the committee accepts their re-nomination as per constitution.

## 7. OFFICERS AND COMMITTEE

For the purposes of this Constitution, "officer" means a person who is a member of the Committee or holds a position in the Club that allows them to exercise significant influence over the management or administration of the Club, in accordance with section 45 of the Incorporated Societies Act 2022.

The officers of the Club shall consist of a President, two Vice-Presidents, an Honorary Secretary, an Honorary Treasurer (or an Honorary Secretary-Treasurer), a Trips Organiser, and a Newsletter Editor.

### 7.1. Consent and Interests

- 7.1.1. Every officer must give written consent to act as an officer. The Committee must keep these consents for at least 7 years.
- 7.1.2. The Committee shall maintain an Interests Register recording all disclosures made under section 62 of the Incorporated Societies Act 2022. An officer with an interest in a matter must disclose that interest and the Committee must manage conflicts appropriately.
- 7.1.3. An officer who discloses an interest must not take part in any decision of the Committee relating to that matter unless permitted under the Incorporated Societies Act 2022, and the interest and the decision must be recorded in the Interests Register.

### 7.2. Committee

The Committee shall consist of the officers of the Club, and not more than five other members, elected as hereinafter provided.

### 7.3. Executive Committee

There shall be an Executive Committee consisting of the President, Secretary and Treasurer (or Secretary-Treasurer) and one other nominated Committee member, which shall have the power to decide matters of urgency, or minor details, without calling together the Committee.

## 8. POWERS AND DUTIES OF THE COMMITTEE

The management and control of the Club and its property shall be vested absolutely in the Committee, which shall have full control over the finances and expenditure of funds, and the power to make rules and by-laws for the conduct of the Club, provided they do not conflict with the Constitution, or the Incorporated Societies Act 2022 and its amendments **provided always** that the Committee shall not borrow any sum of money, nor mortgage any property or land, without a resolution of an Annual General or Special Meeting. The Committee shall duly administer the policies of the Club, and shall at all times entertain any practical and useful suggestions from members, for the improvement of conditions, welfare, or management of the Club.

### 8.1. Honoraria

The Committee may, having regard to the financial status of the Club, recommend for approval at a General Meeting, that the Club award to any member such honorarium as it shall deem proper for the necessary technical or professional services to the Club, which would otherwise have required the employment of an independent contractor.

## 8.2. General Expenses

The Committee shall have the power to reimburse out-of-pocket expenses incurred to any member in the conduct of the affairs of the Club, as a result of any direction of the Committee.

## 8.3. Insurance

The Committee shall insure the premises and equipment of the Club against all usual property risks.

## 8.4. Sub-Committees

The Committee may have the power to delegate any of its powers and duties to Sub-Committees of a member, or members, as it may resolve, and the President and Secretary shall be ex-officio members of all sub committees. Such sub-committees, while in force, shall submit a written report to each meeting of the Committee.

## 8.5. Co-opting to the Committee

The Committee shall have the power to co-opt further members at any time, but at no time shall the Committee, including officers, exceed thirteen in number.

## 8.6. Vacancies of Officers

If a vacancy should occur in the office of the President, the Committee shall elect one of the Vice-Presidents to assume the office of the President. If a vacancy occurs in any other office of the Club, the Committee may, by a majority vote, elect a member to fill such a vacancy until the next election.

## 8.7. Complaints

Any complaint made to the Committee shall be in writing.

# 9. DUTIES OF THE OFFICERS

## 9.1. President and Vice-Presidents

The President shall be Chairperson of the Committee and shall preside over all meetings of the Committee and at any General or Special Meeting of members. In the absence of the President, one of the Vice-Presidents shall preside, and shall assume the powers and duties of the President, and in the absence of all three, the Meeting shall elect a Chairperson.

## 9.2. Chairperson's voting

At all meetings of the Club, the Chairperson shall, in the event of equality of voting, cast a vote in favour of the status quo, where this is applicable.

## 9.3. Honorary Secretary

The Honorary Secretary shall be responsible for the serving of all notices of the Club, conduct all the correspondence, and shall keep a minute book in which they shall enter a correct record of all business transacted at all Annual, General, Special General, or Committee meetings, and such book shall be open to the inspection of any member of the committee at all reasonable times. They shall keep copies filed of all letters and documents relating to the affairs of the Club. They shall also keep an up-to-date register of all members of the Club, and such register shall contain the names and contact details of those members and the dates at which they became members.

## 9.4. Honorary Treasurer

The Honorary Treasurer shall keep correct books of account showing income, expenditure, and the financial position of the Club, and shall explain and balance such accounts at such times as may be required by the Committee. They shall issue Club receipts for all sources of income.

### 9.4.1. Banking

All monies received shall be forthwith lodged in an account in the Club's name, with a trading or trustee savings bank as the Committee may determine.

### 9.4.2. Payment of Accounts

All payments of \$50.00 or more, shall be made in a manner approved by the Committee. No payment of any amount over \$50.00 shall be made unless authorised by the Committee.

### 9.4.3. Automatic Bank Payments

The committee may authorise the Treasurer to set up payment of accounts by way of bank 'Direct Debit' to facilitate payment.

(Type A) Authorisation may be given to the Treasurer to set up regular 'Direct Debit' payment of accounts that have been passed for payment, e.g. Insurance payment instalments.

(Type B) Authorisation may be given to the Treasurer to set up regular pre-approved 'Direct Debit' payment of monies to Committee approved Service Providers, e.g. Power Companies

## 9.5. Secretary Treasurer

The duties of the Secretary-Treasurer shall be those of the Secretary and Treasurer combined.

## 9.6. Trips Organiser

The Trips Organiser shall organise and promote any Club activity as they deem fit, so as to cater for the social and underwater sporting needs of the members of the Club.

## 9.7. Newsletter Editor

The Newsletter Editor shall organise and cause to be published a regular Club newsletter with items of interest to members and containing notices of any meetings and trips. Such newsletter shall be circulated to all Club members.

## 9.8. Auditor

The Club shall appoint an auditor at each Annual General Meeting if, and to the extent, required under the Charities Act 2005, the Incorporated Societies Act 2022 or applicable financial reporting standards. The auditor must be independent of the Committee, have no material financial interest in the Club, and meet any qualification requirements set by law. If appointed, the auditor shall audit the Club's financial statements and report to the members in accordance with applicable law and standards.

# 10. ELECTION OF OFFICERS AND COMMITTEE QUALIFICATIONS FOR OFFICE

## 10.1. Qualification

- 10.1.1. Candidates for the position of officers shall have been financial Club members for a period of not less than 12 months.
- 10.1.2. Any member of the Club who is currently an officer, in terms of this Constitution, of another underwater club, shall not be eligible for election as an officer of the Club.
- 10.1.3. The President shall have served in office on a previous Club Committee for not less than 12 months, to be eligible for election.

## 10.2. Nominations

- 10.2.1. Nomination for office in respect of the officers and members of the Committee shall be called for by the Secretary by circular posted or emailed to members at least 30 days prior to the Annual General Meeting.
- 10.2.2. Nominations must be in writing for any of the above officers, and be in the hands of the Secretary at least 14 days prior to the Annual General Meeting. Each nomination must be signed by the nominee, the proposer and seconder, all of whom must be financial members of the Club. If the number of nominations exceeds the positions to be filled, then a written ballot shall be taken at the Annual General Meeting. If insufficient nominations are received, then additional nominations may be received at the Annual General Meeting.

## 10.3. Ballots

When a ballot is required only members who are financial shall be eligible to vote, and two scrutineers shall be appointed by the meeting. Any such ballot shall permit postal voting as set out in rule 17.2. and 17.3.

## 10.4. Term of Office

The officers and committee shall be elected at the Annual General Meeting, to hold office for one year, or until the election of their successors, and shall be eligible for re-election each year, **provided that** if at any Special General

Meeting, a vote of no confidence is passed by a two-thirds majority on any officer or committee member, such member shall cease to hold such position, and **provided that** any officer or committee member may resign their position, by giving notice in writing to the Secretary of their desire to do so. The elected officers and committee shall assume office as soon as the results of the election are announced.

## 10.5. Term of Office – President

The President shall not remain in office for more than two successive years, except where there are no written nominations received for this position 14 days prior to the Annual General Meeting, they may remain in office for a further year.

## 10.6. Meetings of the Committee

- 10.6.1. At least 10 meetings of the Committee shall be held each year.
- 10.6.2. A quorum at a meeting of the Committee shall be a majority of the committee members, and if after 30 minutes of the notified starting time, a quorum is not present, then no business shall be transacted.
- 10.6.3. Any member of the Committee absents themselves from three consecutive meetings of the Committee without leave thereof shall forthwith cease to be a member of the Committee, if a two-thirds majority shall so decide. A record shall be kept of the attendances of each member of the Committee and incorporated in the President's Annual Report.

## 10.7. Special Meetings of the Committee

A meeting of the Committee for special purposes shall be called for by the Secretary on the requisition of the President, or three Committee members. A circular stating the object of such meeting shall be circulated by the Secretary to each member at least 24 hours prior to the time set for holding of such a meeting.

# 11. DISPUTE RESOLUTION PROCEDURES

## 11.1. Lodging a Complaint

Any member, officer, or the Club itself may initiate a dispute by giving written notice to the Committee. The notice must set out the nature of the dispute, the allegations, and all relevant details.

## 11.2. Right of Complainant to Be Heard

The person who makes the complaint shall have a fair and reasonable opportunity to be heard, either in writing or at an oral hearing (if one is held).

## 11.3. Right of Respondent to Be Heard

The person who is the subject of the complaint shall be given sufficient notice of the complaint and a fair and reasonable opportunity to respond, either in writing or at an oral hearing.

## 11.4. Investigation and Determination

The Committee (or a delegated body) shall investigate and determine the dispute as soon as reasonably practicable, and in a manner that is fair, efficient, and effective.

## 11.5. Declining to Proceed

The Club may decide not to proceed with a complaint in the circumstances specified in Schedule 2, clause 5 of the Incorporated Societies Act 2022 (e.g. if the complaint is trivial, vexatious, or would be better resolved elsewhere).

## 11.6. Referral to Other Resolution Processes

The Committee may refer the complaint to a sub-committee, an arbitral tribunal, or an external person. With the consent of all parties, the dispute may also be referred to mediation or other consensual dispute resolution processes.

## 11.7. Impartiality of Decision Makers

No person may act as a decision maker in relation to a dispute if there are reasonable grounds to believe that they may not be impartial.

# 12. FINANCIAL YEAR

The financial year of the Club shall commence on the first day of July each year.

## 12.1. Financial Statements and Annual Return

Following the Club's balance date of 30 June the Committee must:

- (a) prepare and approve financial statements that comply with applicable financial reporting standards;
- (b) circulate the approved financial statements to all members at least 14 days before the Annual General Meeting;
- (c) present those financial statements at the Annual General Meeting; and
- (d) file the annual return, together with the financial statements, with the Registrar of Charities Services within six (6) months after the balance date, or earlier if required by law.

## 13. ANNUAL GENERAL MEETINGS

The Annual General Meeting of the Club shall be held each year by September 30th, the exact date to be decided by the Committee.

### 13.1. Report and Balance Sheet

At such Annual General Meeting, a typewritten President's Report and a set of financial reports which include a Balance Sheet and Statement of Income and Expenditure prepared by an accountant shall be presented, and all these shall have been forwarded to each member of the Club at least 14 days prior to the Annual General Meeting.

### 13.2. Notice of A.G.M.

At least 14 days' notice by post or email of the Annual General Meeting shall be given to each Club member, and notice calling the Annual General Meeting shall contain brief details of the business to be discussed.

### 13.3. Quorum

At the Annual General Meeting 20% of the financial Club membership present and entitled to vote shall form a quorum.

## 14. GENERAL MEETINGS

The Committee may from time to time call a General Meeting of members for the purpose of instruction to Club members, for their entertainment, or for the discussion of general business.

### 14.1. Special General Meeting

A special General Meeting shall be called:

- (a) At any time by the President, or by resolution of the Committee.
- (b) At any time on the written requisition, addressed to the Secretary and signed by 10 or more financial Club members **provided that:**
  - The requisition states the nature of the business and the motion or motions to be moved at the meeting; and
  - The meeting shall be held no earlier than 10 days and no later than 40 days after the Secretary receives the requisition.

If the Secretary has not called a meeting within this time, the Club members signing the requisition shall have the power to convene such a meeting.

### 14.2. Notice of Meeting

Each Club member shall be notified in writing at least 10 days before the date of a Special General Meeting, of the business to be discussed, and the motion or motions to be moved thereat.

### 14.3. Quorum

At any Special General Meeting 20% of the financial Club membership present and entitled to vote shall form a quorum.

## 14.4. Written Resolutions

A resolution in lieu of a Special General Meeting shall be valid if signed or assented to in writing (including by electronic means) by at least 75 percent of members entitled to vote on that resolution. Such a resolution shall have the same effect as if it had been passed at a Special General Meeting duly convened and held.

## 15. NOTICES OF MEETINGS

A notice of any meeting of the Club provided the requisite number of days' notice, as provided herein, has been given, shall be deemed to be delivered, if addressed to a member at their last known postal or email address.

## 16. NOTICES OF MOTION

No motion shall be proposed, discussed, or put to the vote, at any Annual General, or Special General Meeting unless notice thereof has been given in writing, together with the notice of meeting, to Club members at least 14 days prior to any Annual General Meeting, or General Meeting, and 10 days in the case of a Special General Meeting, **provided always**, that a notice of motion which does not affect the policy of the Club, may, with the sanction of a resolution at such a meeting, be proposed, discussed, and put to the vote. The decision as to whether or not a motion affects Club policy shall rest solely on the Chairperson.

## 17. VOTING

- 17.1. Every financial Club member, and Honorary Life Members, shall be entitled to one vote on each motion, at any Annual, General, or Special General Meeting and voting shall be decided by a simple majority show of hands, unless otherwise herein provided, by postal vote, or by written ballot on request of any member.
- 17.2. Postal votes shall be accepted from entitled members in the form of emails which clearly identify the sender.
- 17.3. Postal votes must be in the hands of the Secretary at least five days prior to the meeting.

## 18. NOTICES OF MOTION TO RESCIND

A notice of motion to rescind a resolution adopted at any meeting of the Club when disposed of, shall not again be considered within a period of 12 months from the date when the original motion that is proposed to rescind, was adopted, except however, that on receipt of a notice of motion by the Secretary, signed by not less than 10 financial Club members, or by a majority resolution of the Committee, the notice of motion may again be brought before a meeting of the Club or Committee.

## 19. AMENDMENTS TO THE CONSTITUTION

No alteration or addition shall be made to the Constitution of the Club, except at Annual General Meetings of the Club or Special General Meetings of the Club, of which members shall have had 10 days' notice thereof, and no rule shall be revoked, added to, or amended, unless passed by a resolution of two-thirds of entitled members who cast their vote.

## 20. INTERPRETATION

- 20.1. 'Committee' shall mean officers and committee members unless expressly stated otherwise.
- 20.2. 'Member' shall be a person who has been accepted by the Committee as a member.
- 20.3. Wherever not inconsistent with the context, any expressions referring to the singular shall include the plural, and referring to male shall include females.
- 20.4. In the case of any doubt, dispute of difference, arising as to the interpretation of the Constitution, the decision of the Committee shall be final and binding to all parties, **provided always** that in the event of any doubt, dispute, difference, or matter not provided for, arising at any Annual, General, Special General Meeting, the decision of the Chairperson of such a meeting shall be final and binding to all parties.

## 21. COMMON SEAL

The Common Seal of the Club shall be kept in the custody of the Secretary of the Club, and shall be used only by the authority of a resolution of the Committee. Such seal shall only be affixed to any document, or other paper, by the

President, in the presence of the Secretary, and the Secretary shall sign every document or other paper to which the seal of the Club is so affixed.

## 22. INDEMNITY

Neither the Club nor any officer or committee member thereof or any servant thereof or member acting with authority of the Club shall be liable for any act and/or omission resulting in death, injury, or loss to any member of the Club.

## 23. DISSOLUTION

- 23.1. The Club may only be wound up in accordance with the terms and conditions of the Incorporated Societies Act 2022 and its amendments.
- 23.2. In the event of the Club being wound up, liquidated, or removed by the Registrar of Incorporated Societies, and after all debts and liabilities have been paid, any surplus assets shall not be distributed to members, or their immediate families, or past members.
- 23.3. If, after winding up, the Club is considering reconstitution in the future, the surplus assets may be held in trust for a period of up to 12 months from the date of dissolution. The assets must be held in a separate trust account in the Club's name by the Secretary and one other nominated member, acting as trustees.
- 23.4. If the Club is not reconstituted within 12 months, all surplus assets must be transferred to one or more registered not-for-profit organisations in New Zealand with purposes similar to those of the Club, as determined by the former Committee or by resolution prior to dissolution.