

OTAGO WATER POLO CLUB
INCORPORATED

CONSTITUTION

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1. NAME

- 1.1. The name of the Club shall be the Otago Water Polo Club Incorporated (hereinafter referred to as 'the Club').
- 1.2. The Registered office of the Club shall be at the honorary solicitors office or such other place as the Club may from time to time decide, and notice of any change shall be given to the Registrar of Incorporated Societies.

2. AFFILIATION

- 2.1. The Club shall be affiliated to the NZWPA and/or such other Association as

determined by the members and shall conform to and abide by the Rules and Regulations for the time being of NZWPA.

3. OBJECTS

3.1. The Club is established and maintained exclusively for charitable purposes and it is not carried on for the private profit of any individual or group.

(a) The objects for which the Club is established are:

- (i) To promote, foster and encourage water polo and associated aquatic sports and disciplines.
- (ii) To arrange for instruction and coaching in water polo and associated aquatic sports and disciplines.
- (iii) To promote, organise and conduct competitions, carnivals and tournaments related to water polo and associated aquatic sports and disciplines.
- (iv) To provide the resources and opportunities necessary for water polo players.
- (v) To foster enjoyment, achievement and satisfaction for all members, competitors, officials, coaches and supporters.
- (vi) To recruit and encourage water polo players to participate in water polo as a sporting activity.
- (vii) To provide an organisation with effective and efficient administration, communication and financial structure.
- (viii) To raise funds to promote any of the objects of the Club.
- (ix) To assist and promote any movement, idea, suggestion or enterprise which in the opinion of the Club may be of practical help in giving effect to the objects of the Club.

4. INTERPRETATION

4.1. Words importing the singular number only include the plural number and vice versa.

4.2. Words importing the masculine gender also include the feminine gender.

4.3. In these Rules, unless the context otherwise requires, the following expressions shall have the meaning given to them as follows:

“Act” means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

“Committee” means the Committee for the time being of the Club constituted pursuant to Rules 8 and 10 of these Rules.

“Interested Member” means an Officer (or a member of a sub-committee) who is interested in a matter for any of the reasons set out in section 62 of the Act.

“Notice” shall be any notice given by post, courier or email and “notice”, “written notice” or “notice in writing” shall be construed accordingly.

“NZWPA” means the New Zealand Water Polo Association Incorporated.

5. COLOURS AND EMBLEM

5.1. The colours of the Club shall be blue and gold or as from time to time approved by the Committee. Similarly, the emblem of the Club shall be that which is from time to time approved by the Committee.

6. MEMBERSHIP

6.1. Classes

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

(a) Senior Competitive Member

This is a member who is a financial member and is aged 18 years and over and who has not ceased to be a member under any other Rule.

(b) Junior Competitive Member

This is a person who is a financial member and is aged under 18 years and who has not ceased to be a member under any other Rule. A Junior Competitive Member may not be appointed or elected as an officer of the Club nor shall a Junior Competitive Member be entitled to vote.

(c) Parent/Guardian Non-Competing Member

This is a person who is a Parent/Guardian of a Junior Competitive Member and who is 18 years of age and over and who is a

financial member.

(d) Non-Competing Member

This is a person who is not otherwise classified and is aged 18 years and over and who is a financial member.

(e) Honorary Member

An honorary Member is a person honoured for services to the Club or in an associated field as an Honorary Member by resolution of a General Meeting passed by a three-quarter majority of those present and voting.

An Honorary Member shall have no membership rights, privileges or duties.

(f) Life Member

A Life Member is a person honoured for outstanding services to the Club after recommendation by the Committee and election as a Life Member by resolution of a General Meeting passed by a three-quarter majority of those present and voting. A Life

Member shall have all the rights and privileges of a Non-Competing Member and shall be subject to all the duties of a Non-Competing Member except those of paying subscriptions and levies.

All members shall promote the interests and objects of the Club and shall do nothing to bring the Club into any disrepute.

7. ADMISSION TO MEMBERSHIP ETC

7.1. Applicants for membership shall:

(a) complete an application form provided by the Committee; (b)

consent in writing to becoming a Member; and

(c) supply such other information as may be required by the Committee.

7.2. The Committee may in its absolute discretion refuse to accept any application for membership and shall not be required to provide any reason for non-acceptance of such membership application.

7.3. The Register of the Club shall be prima facie evidence of membership of the Club. The Register of Members shall be kept up to date by the Secretary and:

(a) compiled so as to show the various categories of the membership from time to time.

- (b) shall contain the names, the postal and email addresses and telephone numbers of all members, and the dates at which they became members.
- (c) members shall have reasonable access to the Register of Members.
- (d) the Club shall, from the adoption of these Rules, also keep a record of the members of the Club who have (as from such date) ceased to be members.
- (e) each member shall:
 - (i) promptly advise the Club in writing of any changes to his or her name and contact details (namely, physical or email address and a telephone number):
 - (ii) where the member is a body corporate, provide the Committee, in writing, with the name and contact details of the person who is from time to time (until removed by that organisation and replaced) the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at a General Meeting.
- (f) each member shall provide such other details as the Committee may reasonably require.

8. OFFICERS

8.1. The following Officers of the Club shall be elected by the members at the Annual General Meeting:

- (a) Chairperson
- (b) Deputy Chair
- (c) Secretary
- (d) Treasurer

Provided that:

- (i) The term of office for all Officers elected to the Committee shall not exceed 3 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Committee Member's term of office;
- (ii) No Committee Member shall serve for more than 3

consecutive terms.

(iii) No Chairperson shall serve for more than 9 consecutive years as Chairperson.

8.2. In addition, the members in the General Meeting of the Club may appoint such other Officers as they shall determine and shall prescribe the duties of such Officers.

8.3. The total number of Officers of the Club must be at least six (6) but must not exceed ten (10).

8.4. The following Honorary Officers of the Club may be appointed at the Annual General Meeting:

(a) Patron

8.5. Every Officer must be a natural person who –

(a) has consented in writing to be an officer of the Club, and

(b) certifies that he or she is not disqualified from being elected or appointed or otherwise holding office as an Officer of the Club.

8.6. The Chairperson is responsible for:

(a) Ensuring that the Rules are followed;

(b) Convening Committee and General Meetings and establishing whether or not a quorum is present;

(c) Chairing Committee and General Meetings, deciding who may speak and when;

(d) Overseeing the operation of the Club; and

(e) Providing a report on the operations of the Club at each Annual General Meeting.

8.7. The Secretary is responsible for:

(a) Recording the minutes of Committee and General Meetings; (b)

Keeping the Register of Members;

(c) Holding the Club's records, documents, and books except those required for the Treasurer's function;

(d) Receiving and replying to correspondence as required by the Committee;

- (e) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and
- (f) Advising the Registrar of Incorporated Societies of any changes to these Rules and of the Officers.

8.8. The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with these Rules, the Act and the Club's accounting policies (if any).
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

9. ELECTION OF OFFICERS

9.1. No member whose subscription is in arrears or who is not a financial member may be elected to the Committee or to any office of the Club.

9.2. A candidate for Committee or for office in the Club must be proposed by one Club member and seconded by another. If the candidate is not present at the meeting then the person proposing that candidate must produce satisfactory evidence to the Chairperson of the General Meeting that such candidate is willing to accept the office.

9.3. Where the number of candidates is greater than the number of offices to be filled, a secret ballot shall be held. Scrutineers for the conduct of the ballot shall be appointed by the Chairperson.

10. MANAGEMENT

10.1. The Committee shall manage or control the Club as detailed in these rules in accordance with the Act, any regulations made under that Act, and these Rules. The Committee has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in these Rules.

The Officers of such Committee shall hold office until retirement or removal

from office or election of successor to office.

10.2. The general powers of the Committee shall consist of:

- (a) To make regulations with regard to the Club grounds, buildings and equipment which regulations shall be binding on every member of the Club.
- (b) To employ and dismiss salaried and other paid officers or servants.
- (c) To carry out all contracts entered into by the Club.
- (d) To purchase, construct and maintain equipment as it considers necessary and enter into contracts in respect thereof.
- (e) To borrow, raise money upon mortgagee on the real or personal property of the Club or any part thereof or upon debentures of the Club and to issue such debentures charging the whole or part of the assets of the Club and to execute mortgages to secure such debentures or borrow money from bankers or other persons with or without security provided that no money shall be borrowed the security of any assets of the Club without the approval of the Club at Annual General Meeting or Special General Meeting.
- (f) To place on deposit with any Bank or otherwise invest the funds of the Club and to vary or alter such deposits or investments.
- (g) To claim, sue or recover in the name of the Club or otherwise all or any subscriptions or other monies due by any members of the Club.
- (h) To have overall management and control of the Club funds and the Club property and to invest the Club funds on such proper investments as it may think fit for the purposes of the Club to incur and pay such as liabilities as it may deem necessary.
- (i) To appoint such sub-committees from its Committee or from Club members as it may deem necessary and to assist in carrying out the duties of such sub-committee and if necessary re-organise any sub-committee which defaults or fails to carry out its terms of reference.
- (j) To regulate, govern and control the conduct of all Officers and members of the Club.
- (k) To inflict a penalty upon any member or members found guilty of breaking these rules or the regulations or by-laws of the Club or refusing to give effect to any resolution passed by the Committee or member of a duly constituted Annual General Meeting of the Club.

- (l) To co-opt members to fill any vacancy which may arise on the Committee until the next Annual General Meeting and any person so appointed shall retire at the next Annual General Meeting with the rest of the Committee but all or any of the Committee shall be eligible for re-election. Such co-opted member shall be deemed to have been duly elected.
- (m) To alter or rescind standing orders for the conduct of the meeting.
- (n) To suspend any member whose subscription or levy is 30 days in arrears.
- (o) Make by-laws and regulations for the internal conduct of the Club.
- (p) If, in the event of a case occurring which is in the opinion of the Committee not provided for in this constitution, such case shall be decided by the Committee and it may (if it deems necessary to do so) report the case with the decision to the Annual General Meeting of the Club or any Special General Meeting called for that purpose.

10.3. At all times each Officer:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Club;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or these Rules or which would bring the Club into disrepute;
- (d) when exercising powers or performing duties as an Officer, must 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:
 - (i) the nature of the Club;
 - (ii) the nature of the decision, and the position of the Officer and the nature of the responsibilities undertaken by him or her; and
 - (iii) the position of the Officer and the nature of the responsibilities undertaken by him or her;
- (e) must 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

(f) must 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.

10.4. An Officer or member of a sub-committee who is an Interested Member in respect of any matter being considered by 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) –

(a) to the Committee and or sub-committee, and

(b) in an Interests Register kept by the Committee.

10.5. Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the matter.

10.6. An Officer or member of a sub-committee who is an Interested Member regarding a matter –

(a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter unless all members of the Committee who are not interested in the matter consent; and

(b) must not sign any documents relating to the entry into a transaction or the initiation of the matter unless all members of the Committee who are not interested in the matter consent; but

(c) may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

10.7. However, a Committee Member or member of a sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

10.8. Where 50 per cent or more of Officers are prevented from voting on a matter because they are interested in that matter, a General Meeting must be called to consider and determine the matter, unless all non-interested Officers agree otherwise.

10.9. Where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

- 10.10. 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.
- 10.11. 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:
- (a) at least 18 years of age, and
 - (b) ordinarily resident in New Zealand.
- 10.12. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- (a) a physical address or an electronic address; and
 - (b) a telephone number.
- 10.13. Any change in the contact person(s) or their 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.

11. SUB-COMMITTEES

- 11.1. A Sub-Committee may be appointed by the Committee and shall comprise such persons (whether or not members of the Club) and for such purposes as the Committee thinks fit and shall carry out the duties assigned to it by its order of reference from the Committee and shall on the date mentioned in such order or in the absence of any date then as expeditiously as circumstances will permit and present its findings and recommendations to the Committee or to the members in General Meeting as the case may be. Should a Sub-Committee become aware that it will fail to present its report on the due date it may apply for further time.
- 11.2. No decision of a Sub-Committee shall be binding until it has been ratified by the Committee or the members in General Meeting, as the case may be, unless its order of reference specifically authorises it to have the right to transact any business in the name of the Club.

12. VACATION OF OFFICE BY COMMITTEE MEMBER

- 12.1. A member of the Committee or Sub-Committee shall vacate their office if:
- (a) They die or are absent from three consecutive meetings of such Committee without leave of the Committee; or

- (b) They are adjudicated bankrupt, or convicted of a criminal offence or of unsound mind provided that the Committee has the discretion to resolve to waive this rule if it so desires; or
- (c) They give notice in writing to the Committee that they resign their office; or
- (d) They are removed by the members at the Annual General Meeting; or
- (e) They become disqualified from being an officer under these Rules or the Act; or
- (f) They are in breach of these Rules or the Act and are removed by resolution of the Committee or the Club; or
- (g) They otherwise vacate office in accordance with these Rules. **13.**

MEETINGS

13.1. Annual General Meetings of the Club shall be held each year at such time and place as shall be fixed by the Committee provided that it shall take place no later than 6 months after the Club's balance date and 15 months after the previous annual meeting. At least 21 days notice of such Annual General Meeting stating the nature of business to be brought before the meeting shall be given. The primary functions of the Annual General Meeting shall be

- (a) To receive any minutes of the previous Club's Annual General Meeting;
- (b) The Chairpersons' report on the business of the Club;
- (c) The Treasurer's report on the finances of the Club and the annual financial statements;
- (d) To elect an incoming Committee, the Accountant, present annual Chairperson's reports and present annual financial reports; and
- (e) General Business.

13.2. Special General Meetings of the Club shall be called by the Secretary giving fourteen (14) days notice to all members and shall be called at the request of the Committee or upon receipt of a requisition signed by not less than 10 voting members. The business to be dealt with at such meeting shall be limited to matters stated in the requisition and/or notice of such meeting.

- 13.3. Committee Meetings of the Club shall be held monthly or from time to time as determined by such Committee on a time and place to be determined by the Committee.
- 13.4. Special Meetings of the members of the Committee may be called by the Chairperson or any two members of the Committee at any time giving not less than 48 hours notice to each member of the Committee and specifying the purpose for such meeting.
- 13.5. Meeting Procedures shall be as follows:
- (a) At all meetings of the Club or Committee the Chairperson shall act as Chairperson. In absence of the Chairperson a member chosen from those present shall occupy the Chair
 - (b) At all meetings of Sub-Committees the same shall duly elect a Chairperson.
 - (c) The Chairperson of all meetings shall not have a casting vote.
 - (d) Two scrutineers shall be appointed for the election of Officers at the Annual General Meeting and Special General Meeting of the Club as from time to time might occur for the specific purpose of scrutinising votes with regard to the election of Officers if a secret ballot is proposed and carried.
- 13.6. Remits – All Remits and Notices of Motion must be in writing and must be received by the Club Secretary, in the case of a remit or notice of motion to be heard at an Annual General Meeting, at least 28 clear days before the date of the Annual General Meeting and in relation to any other General Meeting, 21 clear days before the date of a Special General Meeting.
- 13.7. A meeting of the Committee may be held either—
- (a) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 13.8. The Committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.

- 13.9. 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.
- 13.10. Other than as prescribed by the Act or these Rules, the Committee may regulate its proceedings as it thinks fit.
- 13.11. The Club must keep minutes of all Committee meetings and of all General Meetings.
- 13.12. The Club may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and these Rules as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial members voting on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more members. A member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by these Rules (for example, by electronic means).

14. QUORUM

- 14.1. The quorum for a meeting of the Committee shall not be less than one half of its members.
- 14.2. The quorum for an Annual General Meeting or Special General Meeting of the Club shall be the greater of 10 financial members entitled to vote or 5% of the number of members entitled to vote and present in person or by proxy or by electronic means.
- 14.3. Should there not be a quorum at any meeting the members present may at the expiration of half an hour from the time appointed for assembling adjourn the meeting to a day, time and place, not being more than 14 days after the date such meeting as the majority of the members present may determine at which time those members who are present shall constitute a quorum and may transact the business for which the meeting was called. The verbal announcement of the Chairperson of the day, time and place shall be sufficient notice of such adjourned meeting.
- 14.4. The quorum for a meeting of a Sub-Committee shall not be less than one half of its members.
- 14.5. A majority is deemed to mean a simple majority of those members present and by way of example if a Committee has 5 members, then 3 shall form a majority vote.
- 14.6. Junior competitive members may attend Annual General Meetings or Special General Meetings of the Club but they shall not be entitled to

vote and they shall not be counted as part of the necessary quorum.

15. FINANCIAL

15.1. The financial year of the Club shall start on the 1st day of January each year and end on the 31th December the same year.

16. STANDING ORDERS FOR ALL CLUB OR COMMITTEE MEETINGS

16.1. The standing order for the agenda for meetings of the Club or the Committee shall be as follows:

- (a) Apologies
- (b) Confirmation of minutes.
- (c) Business arising out of minutes.
- (d) Chairperson's report
- (e) Treasurer's Report and passing of accounts.
- (f) Outward and Inward correspondence.
- (g) Motions to be disposed of.
 - (i) Reports of sub-committees.
 - (ii) General business.

17. VOTING

17.1. Any member of the Club shall have the power to vote provided however that:

- (a) The member has paid a subscription in accordance with these Rules; and
- (b) The member is a senior competitive member or a non-competing member.

17.2. Every motion shall be decided by a majority of votes and in the case of equal voting, the Chairperson shall not have a casting vote.

17.3. At General Meetings voting shall be by voice, a show of hands or on demand of the Chairperson or of any eligible financial member present by secret ballot and on any secret ballot each eligible financial member shall be entitled to one vote. Voting at all other meetings shall be by a show of hands or shall be by voice or if the Committee approves, by remote ballot.

17.4. No person shall be allowed to vote at a Committee Meeting or

Sub-Committee meeting unless they are a member of that Committee.

- 17.5. No Life Member or Honorary Member shall have voting powers at any Committee or Sub-Committee meeting unless they are a duly elected or appointed member of the committee and are financial members of the Club.
- 17.6. No member shall be allowed to vote at any meeting of the Committee or Sub-Committee by proxy.
- 17.7. Members shall be allowed to vote at any Annual General Meeting or Special General Meeting by proxy in so much as said proxy is presented in writing to the Chairperson or Secretary prior to such meeting commencing.
- 17.8. Only financial members shall be entitled to vote at any meeting of the Club.

18. SUBSCRIPTIONS

18.1. The Annual Subscription payable by members of the Club shall be set by the Committee. The Committee in determining the Annual Subscription shall take into consideration the following:

- (a) The opinion of members expressed at the Annual General Meeting of the Club.
- (b) NZWPA fees and/or levies.
- (c) The Annual Subscription shall become due and payable within 60 days of the Annual General Meeting each year.
- (d) No member whose subscription is in arrears for 30 days shall be entitled to be designated a "financial member" or take part in the activities of the Club or to vote at any meeting thereof but this shall not absolve the member from liability for payment.

19. LEVIES

19.1. In addition to the Annual Subscriptions payable to the Club, every individual member of the Club may be required to pay a levy to assist in the funding of any special project or to further the interests by way of example but not by limitation, competition costs, travel costs, training costs of the Club, which the Club may agree to undertake on the recommendation of the Committee.

20. FAILURE TO PAY

20.1. Any member failing to pay any subscription or levy imposed on members in terms of these rules within 30 days of the due date may be

suspended from membership for such period as the Committee may resolve.

21. ENTRANCE FEE

21.1. The Committee may at its sole discretion require any new member upon application for membership to make payment of an entrance fee at an amount to be determined by the Committee from time to time.

22. CESSATION OF MEMBERSHIP

22.1. A member shall cease to be a member:

- (a) By a member giving written notice to the Club Secretary that they resign. Until such notice is given such member shall be considered a member of the Club; or
- (b) If any subscription or levy of such member is in arrears and unpaid for more than 60 days from the due date and the Committee resolves that the membership of that member cease for non payment;
- (c) If the Committee resolves that such member shall cease to be a member (from the date of that resolution or such date as may be specified) if that member: -
 - (i) dies;
 - (ii) ceases to be qualified to be a member under these Rules or transfers to another club or centre;
 - (iii) is convicted of any indictable offence or offence for which a convicted person may be imprisoned;
 - (iv) is adjudged bankrupt or insolvent;
 - (v) makes a composition with creditors;
 - (vi) (if a body corporate) is wound up or placed in receivership or liquidation; or
 - (vii) any other thing analogous to the foregoing, or
- (d) by termination by the Committee pursuant to the provisions of clause 24 of these Rules.

22.2. A Member who has ceased to be a Member under these Rules:

- (a) remains liable to pay all subscriptions, levies and other fees to the Club's next balance date;
- (b) shall cease to hold himself or herself out as a member of the

Club;

(c) shall return to the Club all material provided to members by the Club (including any membership certificate, badges, handbooks and manuals) and

(d) shall cease to be entitled to any of the rights of a member.

23. TRANSFER

23.1. A member who wishes to transfer to another club or centre must complete the clearance form in the presence of the Club Secretary who shall sign the form and forward the form to NZWPA. A transfer action will only be undertaken if the member is financial and has no debts outstanding to the Club.

24. COMPLAINTS AND DISPUTE RESOLUTION

24.1. Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:

24.2. The Committee shall have the following discretions:

24.3. If the nature of the complaint indicated that the subject-matter should be dealt with by any Court or tribunal, the Committee may decline to investigate or deal with the complaint until such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:

(a) Effectively disposes of the complaint, the Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions; or

(b) Does not effectively dispose of the complaint, the Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in clause 24.7 of this rule.

24.4. The Committee may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject-matter is petty, frivolous, or inconsequential.

24.5. The Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Committee, it becomes apparent to the Committee that it is not appropriate further to investigate or consider the complaint.

24.6. If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Committee from professional advisors, the Committee may at any time:

- (a) Decline further to investigate or consider the complaint; or
- (b) Require the complainant to deposit with the Club such sum as the Committee thinks fit to reimburse the Club wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Club's professional advisor's fee before further investigating or considering the complaint.

24.7. The following procedures shall be observed when a complaint is investigated and considered:

- (a) The member shall be given a copy of the complaint.
- (b) The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint.
- (c) Further enquiries may be made by or on behalf of the Committee, and the results of those enquiries shall be made known to the complainant and the member.
- (d) The Committee shall allow the complainant and the member the opportunity to be heard by the Committee or any special committee established by it for the purposes of hearing and deciding upon the complaint (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint).
- (e) The Committee or any special committee hearing and deciding upon any complaint may:
 - (i) Dismiss the complaint, or
 - (ii) Uphold the complaint and:
 - Reprimand or admonish the member;
 - Suspend the member from membership for a specified period;
 - Alter the membership classification of the member; or
 - Expel the member.

- (f) The Committee or any special committee hearing or deciding upon any complaint shall respect the confidentiality of the proceedings, and
- (g) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Committee or and special committee hearing and deciding upon any complaint be conveyed to members
- (h) The decisions of the Committee or any special committee hearing and deciding upon any complaint under this Rule may be appealed through NZWPA as set out in NZWPA Regulation 15 (Disciplinary Provisions) or any replacement of it.

24.8. A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the calendar year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Club, and shall return to the Club all material produced by the Club (including any Membership certificate, handbooks and manuals).

25. BY-LAWS

25.1. The Committee or the Club in General Meeting may at any time make such regulations and by-laws for the conduct of the Club or of its members, as it shall be considered necessary and they shall be binding on Members of the Club. Such regulations or by-laws shall not conflict with these Rules nor be repugnant to the provisions contained in the Act. In the event of any conflict, the provisions of these Rules shall prevail.

25.2. A copy of such regulations or by-laws shall always be open to inspection by members.

26. FUNDRAISING

26.1. No member or group of members may participate in any fundraising activities using the Club name, whether on Club premises or otherwise, without first obtaining the consent of the Committee. The Committee may impose such terms and conditions it may think fit as a condition of granting its consent.

27. SERVICE AWARDS

27.1. Service awards may be awarded to members of the Club to recognise their outstanding service to the Club.

28. ASSURANCE ON THE FINANCIAL STATEMENTS

- 28.1. The Club shall at the Annual General Meeting appoint an accountant to, at the discretion of the Committee (subject to the Act and any other relevant legislation), to prepare the annual financial statements of the Club (**Accountant**).
- 28.2. The Accountant shall conduct an annual examination with the objective of providing a report that nothing has come to the Accountant's attention to cause the Accountant to believe that the financial statements are not presented in accordance with the Act, these Rules and the Club's accounting policies.
- 28.3. The Accountant must be suitably qualified, preferably a Member of Chartered Accountants Australia and New Zealand, and must not be a Member of the Committee a Sub Committee, or an employee of the Club.
- 28.4. If the Club appoints an Accountant who is unable to act for some reason, the Committee shall appoint another Accountant as a replacement.
- 28.5. The Committee is responsible to provide the Accountant with:
- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - (b) Additional information that the Accountant may request from the Committee for the of the review or audit; and
 - (c) Reasonable access to persons within the Club from whom the Accountant determines it necessary to obtain evidence.

29. INDEMNITY

- 29.1. No officer or member of the Committee shall be liable for the acts or defaults of any other officer or member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 29.2. The officers, Committee and each of its members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

30. ALTERATIONS TO RULES

- 30.1. Subject to Rule 30.1(c) and the provisions of the Act, these Rules may be altered, added to or rescinded or otherwise amended by a resolution passed

by a three-quarter majority of those present at a duly convened Annual General Meeting or at a Special General Meeting of the Club.

(a) Members wishing to propose any alteration, addition or rescission of these Rules shall at least 14 days before the General Meeting at which any Rule change is to be considered give to all other Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

(b) When a Rule change is approved by the Members in a Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

(c) No alteration, addition, rescission or other amendment to these Rules shall be made that would affect the non-profit objects, the pecuniary gain clause or allow personal pecuniary profits to any members, the alterations to rules clause or the winding up clause or which would otherwise contravene the Act. The provisions and effect of this Rule shall not be removed from this document and shall be included and implied into any document replacing this document.

31. ACCOUNTS

31.1. The funds of the Club shall be:

(a) controlled, invested and disposed of by the Committee, subject to these Rules; and

(b) applied solely to further the purposes of the Club.

31.2. The Committee shall cause a bank account or accounts to be opened and maintained in the name of the Club and shall determine the methods of operation and as to the investment of funds that are not immediately required.

31.3. All accounts paid or for payment shall be approved by any two of the Chairperson, the Treasurer or the Secretary. If the Offices of Treasurer and Secretary are combined any one of the other Committee members shall be the other authorised officer appointed to approve accounts for payment.

31.4. The Committee must ensure that there are kept at all times accounting records that:

(a) correctly record the transactions of the Club, and

(b) allow the Club to produce financial statements that comply with the requirements of the Act: and

(c) would enable the financial statements to be readily and properly audited (if required under any legislation or these Rules).

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

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

32. PECUNIARY GAIN

32.1. No member shall receive or obtain any direct pecuniary gain except as salary or honorarium from the funds, property or operations of the Club. Any income, benefit, or advantage must be used to advance the charitable purposes of the Club.

32.2. No member of the Club or any person associated with a member shall, is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

32.3. Any payments made to a member of the Club, or person associated with a member must be for goods or services that advance the purposes of the Club and must be reasonable and relative to payments that would be made between unrelated parties.

33. SPONSORSHIP

33.1. The Club may accept such sponsorship as the Committee determines appropriate from time to time.

34. WINDING UP AND REMOVAL

34.1. The Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

34.2. The Secretary shall give notice to all members of the proposed motion to wind up the Club or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion. The notice shall comply with the requirements of the Act.

34.3. Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by not less than three quarters of all members present and voting.

- 34.4. If the Club is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member.
- 34.5. On the winding up or liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets after payment of all debts, costs and liabilities must be transferred to another not-for-profit organisation for a similar purpose or purposes, as may be directed by a resolution passed by not less than three quarters of all members present and voting.

35. RULES BINDING

- 35.1. If any question or dispute shall arise as to the construction of these Rules or any of them or the application thereof the decision of the Committee thereon shall be final and binding upon all members.

36. METHOD CONTRACTING

- 36.1. Any contract that, if made between private persons, must be by deed shall be entered into on behalf of the Club by two or more Officers on behalf of the Club, or such other manner as may be permitted by that Act.
- 36.2. Any contract that, if made between private persons, must be in writing signed by the parties may, when made by the Club, be in writing signed by any Officer acting on behalf of and under the express authority of the Club (acting by Committee).

20 August 2025

Aleisha Clarke



Suzie Harrold

Joanne Robertson