

## **RULES AND CONSTITUTION OF EASTERN STATES SPEEDWAY (1995) INCORPORATED**

### **1. DEFINITIONS AND INTERPRETATION**

#### **1.1 In these rules:**

"Committee" means the committee referred to in Rule 7.1; "Member" means a member of society;

"The Society" means the society named in Rule 2.1 below; "The Act" means Incorporated Societies Act 1908;

Words referring to persons include firms, partnerships, companies and corporations;

Where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer to the other gender.

### **2. NAME AND POWERS**

2.1 The name of the Society is EASTERN STATES SPEEDWAY (1995) INCORPORATED.

2.2 The contact person shall be the secretary who will provide any changes to the registry within 20 working days of any change.

2.3 Subject to the Act and these Rules, the Society is capable of exercising all the functions of a body corporate and of holding land.

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

### **3. PURPOSE**

3.1 The purpose of the Society is to foster, conduct and promote the sport of speedway racing in the province of Marlborough. To form a close relationship among all who are connected with the Society.

3.2 To do anything and engage in any activity which is incidental or conducive to attaining the above objects.

### **4. MEMBERSHIP**

4.1 The society shall retain the minimum number of members as required by the act.

4.2 Membership of the Society consists of:

- a. Ordinary Members who shall be either
- b. Competitors - for whom membership shall be deemed to be a condition of regularly competing at Eastern States Speedway.
- c. Supporter- who shall include pit crew, office holders, committee, and general public
- d. Associated Members who shall be

e. Any volunteer or member of the general public who do not require the voting rights associated with an ordinary member

f. Life Members - Any person may be nominated for election as a Life Member of the association in recognition of notable service in the interests or objects of the association. Nomination for Life membership must be made in writing by no less than three financial members and should be forwarded to the Secretary. Such nominations will be considered by the Committee at the next meeting. If such nomination is approved by a majority vote at the Committee meeting it shall be considered by the association at its next Annual General meeting.

A life Member can only be elected by the supporting vote of a two-thirds majority of members of the association present and voting. No nomination for Life Membership will be received from the floor at such meetings. Life members shall be entitled to all rights and privileges enjoyed by ordinary members (including the right to vote) but do not have to pay fees, subscriptions, gate entry or levies.

g. Honorary - An Honorary Member is a person who is acknowledged as providing or having provided important services to the Society. An Honorary member has none of the rights or privileges of an ordinary member. Honorary members may be determined by the committee on a season by season basis.

4.3 For the purpose of these Rules, persons trading in partnership or as a corporation constitute 1 Member. No applicant can be admitted to membership if he or she is an individual perpetrating to represent such partnership or corporation. An application by a partnership must be signed by all the Members of the partnership. A partnership or corporation that is a Member of the Society must designate 1 of its partners or directors or permanent officers as its representative to act on its behalf in all matters concerning society.

4.4 Every Member of the society is deemed to have notice of the rules and regulations (if any) of the Society and will be bound by those documents as if the Member had been an original subscriber to them.

4.5. Every application for membership must consent in writing to be becoming a member

4.6 To become a member, a person ("the Applicant") must:

- a) Complete an application form and
- b) Supply any other information the committee requires.

4.7 The Exec committee may interview the applicant when it considers membership applications and then report their recommendations back to the full committee

4.8 The committee shall have complete discretion when it decides whether or not to allow the applicant to become a member. The committee shall advise the applicant of the decision, and that decision shall be final.

a. The signed written consent of every member shall be retained in the society's records

4.9 Every Member shall provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

a. All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

4.10 A Member is not entitled to vote or take advantage of Membership in any way until such Member's subscription and/or arrears subscription are paid.

## 5 TERMINATION OF MEMBERSHIP

5.1 Any Member of the society who fails in the observance of any law, rule, regulation, bylaw or code of ethics of the Society of which for the time being Members are expected to observe, or whose character or business methods are considered by the committee not to be in the best interests of the Society, or whose business activities do not in the opinion of the Committee entitle that Member to continue to be a Member. The member must be given the right to attend the committee to put their case forward prior to going to a general meeting. They may be removed from the Society by a resolution to that effect passed by a majority of two thirds of the Members Present at the general meeting

5.2 Any Member wishing to resign from the Society must give to the secretary not less than 1 months' prior written notice of that Member's intention to resign and must pay all fees, subscriptions or levies up until that date of expiry of such notice. The resignation may then be accepted by the Committee.

5.3 Any person ceasing to be a Member of the Society for any cause whatsoever nevertheless remains liable to the Society for all subscriptions and other moneys which may have become due to such person prior to termination of such persons membership.

5.4 Any person ceasing to be a Member of the Society must upon demand from a Member of the Committee return to the Society any property of the Society then in that persons possession or under the persons control within 14 days. No such person after ceasing to be a Member must hold himself, herself or itself as a Member of the Society or use any trademark, trade name, logo or other mark of identification of the Society, or disclose any confidential information relating to the Society or to any other Member of the Society.

5.5 Any member who fails to pay the annual subscription by 31st December in the year invoiced shall be deemed to have resigned from the society and membership terminated.

5.6 The committee may suspend or expel from membership any member wilfully disobeying any of the rules or bylaws of the club or guilty of any conduct rendering him or her in the opinion of the committee unfit or unsuitable to be a member of the club or deserving of suspension or expulsion. Provided that before suspending or expelling any member the committee shall hear any accusations against the member, ask questions and give explanations and the committee shall give any such member the opportunity of defence.

## 6. MEETINGS

### 6.1 Annual General Meeting

The Annual General meeting shall be held once every year between 1st May and 31st July.

a. The Committee shall determine when and where the Society shall meet. The Secretary shall give Members at least 14 days notice of:

b. The business to be conducted, including standing orders

- c. A copy of the Annual Report and Statements of Accounts
- d. A List of Nominees for the Committee, and information about that Nominee's if provided.
- e. Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more members do not receive the notice.
- f. Election of Committee Members.
- g. Appoint Auditor
- h. No business other than that of which notice has been so given can be brought forward at such meeting.  
Budget forecast to be presented by the committee for approval for the coming season
- i. The Society at Annual General Meeting has the power to determine the amount of the annual subscription payable by Members excluding Life Members of the Society.

#### 7. SPECIAL GENERAL MEETING

The President or, in the President's absence or inability, any other Member of the Committee, may at any time for any special purpose call a Special General Meeting, and the President must do so forthwith upon the requisition in writing of any 5 Members with a detailed agenda for the meeting, and with giving up to 14 days notice. No business other than that of which notice has been so given can be brought forward at such meeting.

#### 8. GENERAL MEETINGS

The President or, in the President's absence or inability, any other Member of the Committee, may at any time for any purpose call a General Meeting giving up to 14 days notice.

#### 9 COMMITTEE MEETINGS

The Secretary may convene a Committee Meeting at any time, and must do so forthwith upon requisition in writing of any two Committee Members stating the purposes for which the meeting is required. In all other respects, unless otherwise expressly stated in these rules, the Committee may regulate its meetings and its procedure as its members see fit.

#### 10 PROCEDURE AT MEETINGS

- a. At all meetings, the President, and in the President's absence any other duly elected chairman, must take the chair and every financial Member is be entitled a motion to 1 vote exercised in person, by proxy or in writing. In the case of an equality of votes, the chairman has a casting as well as a deliberative vote. The mode of voting on all questions is by voices or, if any Member so requires, by a show of hands, or paper ballot.
- b. At all meetings other than Committee Meetings, 5 financial members in addition to the committee constitute a quorum.  
At Committee Meetings 5 financial member constitute a quorum.

## OFFICERS

11 On incorporation, Committee is hereby constituted comprising of all of the officers of Eastern States Speedway Incorporated.

a. From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

b. Every Officer must be a natural person who—

has consented in writing to be an officer of the Society, and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

c. Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely—

- i. a person who is under 16 years of age
- ii. a person who is an undischarged bankrupt
- iii. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- iv. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- v. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
  - i. an offence under subpart 6 of Part 4 of the **Act**
  - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - iii. an offence under section 143B of the Tax Administration Act 1994
  - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
  - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- vi. a person subject to:
  - i. a banning order under subpart 7 of Part 4 of the **Act**, or
  - ii. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - iii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - iv. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- vii. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

11.1 At every Annual General Meeting held the society must elect from the Society's Financial Membership a Committee consisting of the following officers:

a. President

Who shall preside at all meetings and take the chair. To ensure that the rules are followed oversee the operation of the Society and give a report on the operation of the Society at each Annual General Meeting.

b. Vice - President

Who shall assist the President and should the President be unavailable shall act in their place.

c. Secretary

Shall attend all meetings and take proper minutes thereof, copies of which shall be made available to committee meetings, shall read and file all communications, issue notices of meetings and conduct all correspondence. To advise the Registrar of Incorporated Societies of any rule changes or alterations.

d. Treasurer

Shall collect and receive all subscriptions, dues and other monies made to the society and shall be banked within 7 days of receiving monies. Pay all accounts and Wage and statutory payments. Keep a true and accurate record of the society accounts so that the Society's financial situation can be clearly understood at any point in time. To give a financial report and statement of accounts (including Income and Expenditure Account, budget forecast and Balance Sheet) at each Annual General Meeting, and more often if either the committee or a majority of the Society decides this in a Meeting. To forward the annual financial statements of the society to the Registrar of Incorporated Societies upon approval by the members at an Annual General Meeting.

e. Club Captain

To liaise with class representatives, by way of a meeting being held monthly during race season, and report back to committee any issues and queries raised at the meeting

f. And up to 5 Committee Members Maximum.

g. The Secretary and Treasurer positions may be treated as one

h. All Committee members must be financial Member. (Ordinary).

i. The committee is to act as promoter or appoint a reputable and suitably qualified Promoter.

11.2 Nomination Process: No person or incorporated society may be presented as a candidate for election without application in writing in any form prescribed from time to time by the committee signed by the applicant and 2 financial members being lodged in the hands of the secretary at least 21 clear days before such General Meeting. Nominations must be received in writing to the secretary 21 days prior to the AGM and notified to members 14 days prior to the AGM, with all AGM Business

- 11.3 The Secretary, Treasurer and/or Promoter is entitled to such remuneration as may be determined from time to time by the Committee.
- 11.4 The Executive Committee is to consist of the President, Secretary and two other Committee Members. Who have served on the committee for a minimum period of two years. To be elected by the committee at the first meeting following the AGM.

a In order to stand for the position of president nominee must have served on the committee for a period of Two Years in the Last Six Years.

## 12 DUTIES OF THE COMMITTEE

a. It is the duty of the committee generally to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify Members of intended meetings and the business to be transacted at those meetings and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of account for preceding year.

## 13. POWERS OF THE COMMITTEE

a. The Committee has power to appoint a financial Member to fill any casual vacancy on the committee until the next Annual General Meeting. Any Member so appointed must retire at the next Annual General Meeting. Together with the rest of the Committee but all or any of the retiring Committee are eligible for re-election. 3 of the Committee must stay at each AGM

b. The Committee has the power to establish sub-Committees and to delegate to such sub committees such of the powers of the Society as may be necessary for the subcommittee to carry out a specified task or tasks to assist in achieving the objects of the Society. The Committee may appoint as members of the subcommittee persons who are neither members of the Committee nor members of the society.

13.1 In addition to any power expressly or impliedly conferred by these rules, the Committee has the following powers and authorities.

- a. To co-operate with all interested parties in public relations in promotion of the objects of the Society.
- b. To enter into any arrangement with any institution or organisation which has similar to those of the society.
- c. To solicit donations, gifts and bequests through the Society for promotion of the objects of the Society.
- d. To expend any money in pursuance of and incidental to any of the objects of the Society.
- e. To purchase, lease or otherwise acquire equipment to the value of up to \$5000 and to sell, lease or otherwise dispose of Equipment – Limit of 3 lots of \$5000 per season without full member's authorisation
- f. To recommend the printing of publications and their issue to Members of the Society and others.

- g. To do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.
- h. To set gate prices in conjunction with their budget for the coming season
- i. To elect the executive committee for the following season as per rule 7.6
- j. To liaise with the club captain regarding any issues raised at the representatives meeting to be held separately.
- k. To employ people for the purpose of the Society: Complete with contracts, job descriptions and or roles and responsibilities, with annual reviews.
- l. To determine written roles and responsibilities of key personnel

13.2 The committee from time to time may make and amend bylaws and policies for the conduct and control of the societies activities and codes of conduct applicable to members but no such bylaws policies or codes of conduct shall be inconsistent with this constitution, the act or regulations under the act or any other legislation

#### 14 REMOVAL OF OFFICERS

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 Society, must exercise all powers for a proper purpose,
- b. Must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution,
- c. 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:
  - the nature of the Society,
  - the nature of the decision, and
  - the position of the Officer and the nature of the responsibilities undertaken by him or her
- d. Must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
- e. Must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

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

- a. The Officer elected to the Committee has been absent from 3 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.



- d. The Committee passes a vote of no confidence in the Officer.
- e. 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.
- f. Each Officer shall within 10 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.

## 15 CONFLICT OF INTEREST

15.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, 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.

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.

15.2 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 document 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).

However, an Officer 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.

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

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.

## 16 REGISTER OF MEMBERS

The Society shall keep an up-to-date Register of Members.

For each current Member, the information contained in the Register of Members shall include:

- Their name, and
- The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- Their contact details, including —
  - A physical address or an electronic address, and
  - A telephone number.

16.1 The register will also include each Member's —

- a. postal address/mail address (if any)
- b. occupation
- c. whether the Member is financial or unfinancial

Every current Member shall promptly advise the Society of any change of the Member's contact details.

16.2 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a member within the previous 7 years, the Society will record:

- The former Member's name, and
- The date the former Member ceased to be a member.

## 17 INTERESTS REGISTER

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.

### 17.1 ACCESS TO INFORMATION FOR MEMBERS

A Member may at any time make a written request to the Society for information held by the Society.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request —

- a. provide the information, or
- b. agree to provide the information within a specified period, or
- c. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
- d. refuse to provide the information, specifying the reasons for the refusal.

17.2 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if —

- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its members, or

- c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
- d. the information is not relevant to the operation or affairs of the society, or
- e. withholding the information is necessary to maintain legal professional privilege, or
- f. the disclosure of the information would, or would be likely to, breach an enactment, or
- g. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- h. the request for the information is frivolous or vexatious, or
- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

17.3 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society —

- a. that the Member will pay the charge; or
- b. that the Member considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## 18 PATRON

- a. Every 2 years the members will elect a patron from the nominations put forward by the committee.
- b. The current patron has the same rights and privileges under the constitution as a life member

## 19. SERVICE OF NOTICES

19.1 Every notice required to be given out to the Members or any of them is deemed to be sufficient if it is advertised as a public notice in the local paper for Blenheim, emailed to the last email address provided by the member and post on social media

## 20. CONTROL AND INVESTMENT OF FUNDS

20.1 The funds of the Society are to be devoted solely to the furtherance of the objects of the Society as set out in these rules and are to be under the control of the Committee.

20.2 All monies received by or on behalf of the Society must forthwith be paid to the credit of the Society in an account with such bank as is from time to time fixed by the Society. All cheques or withdrawal slips drawn on the account must be signed by the Treasurer and President or Secretary, or by one nominated Committee Member. The Society may from time to time invest and re-invest in such securities and upon such terms, as it thinks fit, the whole or any part of its funds, which are not required for the immediate business of the Society.

## 21. APPLICATION OF PROFITS

22.1 The income and property of the Society from wherever derive, are to be applied solely towards the promotion of the objects of the Society as set forth in these Rules and no portion of such

income or property is to be paid or transferred directly or indirectly by way of profit to any Member of the Society.

23. BORROWING POWERS

- 23.1 In addition to any other powers vested in it, and without limiting Rule 2.2, the Society has a power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security, founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society thinks fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Society passed in General Meeting.

24. AUDITOR or REVIEWER

- 24.1 The books of the Society must be audited or reviewed annually and reported upon by an auditor or reviewer appointed at the Annual General Meeting of the Society.
- 24.2 Such auditor or reviewer cannot hold any other office in the Society and is to receive such fee as may be fixed from time to time by the Committee. If a vacancy occurs in the office of auditor or reviewer during any year the Committee is to appoint an auditor or reviewer to hold office until the next Annual General Meeting.

25. REGISTERED OFFICE

- 25.1 The registered office of the Society is to be at such place as the Society for time to time determines in General Meeting. Due notice of any change of office is to be given to the registrar or Incorporated Societies.

26. WHERE NO RULE APPLIES

- 26.1 If any case arises which in the opinion of the Committee is not provided for in these Rules it is decided by the Committee which must act in what it considers to be the best interests of the Society but whose decision is final.

27. REGULATIONS

The Society may from time to time by resolution in General Meeting make amend or cancel regulations not inconsistent with these rules governing procedure at its meetings and conduct of its activities in pursuance of its objects.

28. ALTERATION OF RULES

- 28.1 These Rules may be altered, added to or cancelled by resolution by a majority vote of two thirds of the members present at any Special General meeting or at the Annual General Meeting.

29. LIQUIDATION AND DISPOSITION OR SURPLUS ASSETS

- 29.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.

The Committee shall give:

- a. 30 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.

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

29.2 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give select:

- a. 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- b. 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.
- c. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two third majority of all Members present and voting.

29.3 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give:

- a. 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- b. The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered.
- c. The Notice shall include all information as required by section 228(4) of the Act.
- d. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two thirds majority of all Members present and voting.

29.4 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

29.5 On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in like minded organisations as in resolved.

- a. However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

### 30. CONFIDENTIALITY

30.1 All information in any way relating to the affairs of the Society or of any Member of the Society which is received by a member is to be treated as secret and confidential. This obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the society.

31. INDEMNITY

- 31.1 No action in law or other claim may be taken by Members or their executors or administrators against any other member of the Society or Committee or officer in pursuance of the provisions of these rules, notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee is liable for any loss or expenses of the Society or any Member, unless it occurs as a result of criminal or wilful default.

32. LIABILITY OF MEMBERS

- 32.1 Except as is otherwise provided in the Act, no member is under any liability in respect of any contract, debt or other obligation made or incurred by the Society.

33. DISPUTES AND COMPLAINTS

- 33.1 A dispute is a disagreement or conflict involving the Society and/or its members in relation to specific allegations set out below.

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

- a. 2 or more Members
- b. 1 or more Members and the Society
- c. 1 or more Members and 1 or more Officers
- d. 2 or more Officers
- e. 1 or more Officers and the Society
- f. 1 or more Members or Officers and the Society.

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

- a. a Member or an Officer has engaged in misconduct.
- b. a Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
- c. the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
- d. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

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

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

- 33.3 The Society 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—

- a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and

- b. sets out the allegation to which the dispute relates.
- 1 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.
- 2 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 3 All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 4 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.

#### 33.4 HOW A COMPLAINT IS MADE

- 1 A Member or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—
  - a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Society.
- 2 The Society may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that
  - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b. sets out the allegation to which the dispute relates.
- 3 The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 4 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.

#### 33.5 PERSON WHO MAKES A COMPLAINT HAS A 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 Society makes a complaint—
  - a. the Society 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 Society.
- 3. Without limiting the manner in which the Member, Officer, or Society 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 Society's written or verbal statement or submissions (if any) are considered by the decision maker.

### 33.6 PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

1. This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the 'respondent')—
  - a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the Society'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.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the Society, an Officer may exercise the right on behalf of the Society.
4. 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.

### 33.7 INVESTIGATING AND DETERMINING DISPUTE

1. The Society 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.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

### 33.8 SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

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

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a Member or an Officer has engaged in material misconduct:
  - ii. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
  - iii. that a Member's rights or interests or Members' rights or interests generally have been materially damaged:



- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f. there has been an undue delay in making the complaint.

### 33.9 SOCIETY MAY REFER COMPLAINT

1. The **Society** 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.
2. The **Society** 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).

### 34 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—

- a. impartial; or
- b. able to consider the matter without a predetermined view.

### 35 APPEAL PROCESS

- a. Any individual not satisfied with the resolution of a decision has the right to appeal the decision in writing within 14 days
- b. Any such appeal will be reviewed by a panel consisting of Patron, and 3 life members – 2 nominated by the Club, and 2 nominated by the aggrieved party
- c. Once due process has been completed this decision is final

### 36 AMENDING THIS CONSTITUTION

- a. 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.
- b. The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a majority of those Members present and voting.
- c. Any proposed resolution to amend or replace this Constitution shall be signed by at least two thirds of eligible Members and given in writing to the Committee at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.

- d. At least 30 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.
- e. 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.