

**Waikanae Chartered Club  
Incorporated**

**Incorporated Society No. 217768**

**CONSTITUTION**

*Incorporated 11th April 1975*

*Last Revised – November 2017*

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## 1. NAME

1.1 The name of the Club shall be the Waikanae Chartered Club (Incorporated).

## 2. DEFINITIONS AND INTERPRETATION

2.1 **Definitions:** In these Rules, unless the context requires otherwise:

**"Adjunct"** means an adjunct or section of the Club formed for sporting and special interest groups within the Club.

**"Annual Subscription"** is the amount payable annually by members in accordance with Rule 6.

**"Association"** means New Zealand Chartered Clubs Incorporated.

**"Auditor"** means the Club's auditor pursuant to Rule 21.

**"Board Member"** means a member of the Club who has been appointed to the Management Board as set out in Rule 12

**"Board Meeting"** means a meeting of the Management Board

**"By-law"** means a by-law made by the Board pursuant to Rule 14.1. (y), as amended from time to time.

**"Chairman"** means the person who is chairman of a Meeting pursuant to Rule 27.1

**"Chairperson of the Board"** means the person who has been elected by the Management Board as set out in Rule 12.10

**"Club"** means the Waikanae Chartered Club (Incorporated).

**"Corporate Affiliate"** means individuals that are employed by the Corporate Member, or members of the Corporate member

**"Corporate Member"** means any association, club or other incorporated body approved for membership by the Board pursuant to Rule 5.6

**"Financial Member"** means a Life Member or an Ordinary Member or Junior Member or Corporate Member with no outstanding subscription or other payment to the Club overdue.

**"Financial Statements"** means the Club's balance sheet and statement of accounts made up to the last day of the Year.

**"Foundation Member"** means a member who founded the Club.

**"General Meeting"** means an Annual General Meeting or Extraordinary General Meeting of the Club.

**"In Committee"** means that no minutes or record of debate is kept, and that the debate is confidential to those attending the meeting concerned and "Into Committee" has a corresponding meaning.

**"Legal Drinking Age"** means the age at which a person may be sold or supplied with liquor under the Sale of Liquor Act 1989.

**"Life Member"** means a person elected to life membership of the Club pursuant to Rule 5.4

**"Management Board"** (Board) means the Club's Board of Management as set out in Rule 12

**"Meeting"** means a General Meeting or a Board Meeting.

**"Member"** means any Ordinary, Provisional, Junior, Corporate, Life, or Foundation Member of the Club as set out in Rule 5.

**"Minute Secretary"** means a person appointed in terms of Rule 23.

**"Month"** means calendar month.

**"Ordinary Member"** means a person elected to ordinary membership of the Club pursuant to Rule 5.2.

**"Person"** includes an individual, partnership, firm, company, body corporate, association, organisation or any other entity or organisation whether incorporated or not.

**"President"** means the Club's president elected pursuant to Rule 17.5

**"Real Property"** means any Land or Building

**"Rules"** means these rules, as amended from time to time.

**"Secretary/Manager"** means the Club's secretary/manager

**"Social and Events Committee"** means that Committee as set out in Rule 15

**"Treasurer"** means the Club's treasurer if appointed

**"Working Day"** means a day that is a standard business day and is neither a weekend day or a statutory holiday.

**"Vice-President"** means the Club's vice-president elected pursuant to Rule 17.5

**"Year"** means the Club's financial year of 1 April to 31 March.

2.2 Interpretation: In these Rules, unless the context otherwise requires:

- (a) the table of contents and headings are inserted for convenience only and shall be ignored in construing these Rules;
- (b) where any word or expression is defined in these Rules, any other grammatical form of that word or expression has a corresponding meaning;
- (c) the singular includes the plural and vice versa;
- (d) reference to any legislation or to any provision of any legislation (including regulations and orders) includes:
  - (i) that legislation or provision as from time to time amended, re-enacted or substituted; and

- (ii) any statutory instruments, regulations, rules and orders issued under that legislation or provision; and
- (e) where a number is expressed as a percentage, the resulting number shall be rounded down to the nearest whole number below it.

### **3. REGISTERED OFFICE**

- 3.1 The registered office of the Club shall be at 8 Elizabeth Street, Waikanae or such other place as the Board shall from time to time decide.

### **4. OBJECTS**

- 4.1 The objects for which the Club is established are as follows:
  - (a) To conduct, administer and maintain a Chartered Club for its members and for such persons as are authorised from time to time in accordance with the terms of any charter or licence granted to the Club;
  - (b) To provide amenities and cultural activities;
  - (c) To promote sports; and
  - (d) Generally, to provide a community facility where the members may meet and enjoy companionship with one another.

### **5. MEMBERSHIP**

- 5.1 Classes of Membership: The Members of the Club shall be divided into the following classes:
  - (a) Ordinary;
  - (b) Provisional;
  - (c) Junior;
  - (d) Life;
  - (e) Foundation; (now closed)
  - (f) Corporate;
- 5.2 Ordinary Membership: Males and females of at least the Legal Drinking Age may apply to become Ordinary Members of the Club in accordance with the following Rules:
  - (a) Each candidate for membership shall be nominated in writing by two (2) Financial Members of the Club in the form set out in Appendix 2 to these Rules.
  - (b) The membership application form shall include the candidate's: full name;
    - (i) date of birth;
    - (ii) residential address;
    - (iii) postal address;
    - (iv) occupation;
    - (v) undertaking that they will abide by the Rules and By-laws; and

- (vi) a photograph of the proposed Club member.
- (c) The membership application shall be posted on the Club's noticeboard for a period of 10 working days "the notification period"
- (d) Any objection to a membership candidate, must be submitted to the Secretary/Manager, within the notification period, in writing and must include the reasons for the objection.
- (e) Any objection to a membership candidate lodged by a Member during the notification period shall be considered by the Board.
- (f) In the event that the application is not approved the candidate shall be informed in writing of the decision by the Secretary/Manager.
- (g) Nominees for membership shall have the rights and privileges of visitors from the date they submit their membership application until they are elected to membership or declined for membership.
- (h) Nominees who are not accepted by the Board shall be eligible to reapply once more for membership after a period of twelve (12) calendar months from the date of the initial has expired from the date of the membership being declined.

#### 5.3 Junior Membership:

- (a) Persons aged between eleven (11) years and the Legal Drinking Age may apply to become Junior Members of the Club in accordance with the procedure for Ordinary Membership set out in Rule 5.2.
- (b) On reaching the Legal Drinking Age, Junior Members are eligible to apply to amend their membership to that of Ordinary Membership.
- (c) Members shall automatically lose their junior membership status:
  - (i) three months after reaching the Legal Drinking Age; or
  - (ii) upon admission as an Ordinary Member, whichever is earlier.

#### 5.4 Life Membership

Life membership may be granted to any Member for meritorious service rendered to or on behalf of the Club, in accordance with the following:

- (a) The Board may elect to recommend a Member for Life membership.
- (b) A Financial Member may propose, if seconded by another Financial Member, an existing Member for Life membership in writing, and that nomination shall be submitted to the Secretary/Manager to pass onto the Board for approval.
- (c) No nomination for Life membership shall be voted on at the Annual General Meeting unless it has the previous approval of the Board.

- (d) The Board shall post notice of its intention to recommend a Life Member on the Club's notice board for 10 working days prior to the Annual General Meeting in any Year.
- (e) Subject to compliance with the process above, a Member approved by the Board may be elected to Life membership, by simple majority at the Annual General Meeting.
- (f) Life Members are eligible to vote, hold office and enjoy all the rights and privileges of membership.

#### 5.5 Foundation Membership

Foundation membership is now closed

#### 5.6 Corporate Membership: In accordance with section 29 of the Incorporated Societies Act 1908, an association, club or other incorporated body may apply to become a Corporate Member of the Club under the following rules:

- (a) Any association, club or other incorporated body wishing to apply for Corporate membership under these rules shall apply in writing, supported by two Financial Members of the Club and submit that application to the Secretary/Manager.
- (b) The nomination shall include:
  - (i) the organisation's full name;
  - (ii) a copy of its certificate of incorporation;
  - (iii) current postal and physical address;
  - (iv) copy of the current rules of the organisation;
  - (v) a list of the current officers of the organisation;
  - (vi) a list of all Corporate Affiliates to be covered by the membership;
  - (vii) an undertaking that the organisation and any Corporate Affiliates will abide by the Rules and By-laws of the Club;
  - (viii) the purposes for which the Corporate wishes to operate the membership.
- (c) The membership application of the organisation and above details shall be posted on the Club's notice board for 10 working days.
- (d) Any objection to a membership candidate, must be submitted to the Secretary/Manager, within the notification period, in writing and must include the reasons for the objection.
- (e) Any objection to a membership candidate lodged by a Member during the notification period shall be considered by the Board.

- (f) In the event that the application is not approved, the candidate shall be informed in writing of the decision and shall receive a full refund of any money paid by way of subscription.
  - (g) The total number of named Affiliates shall be agreed between the Board and the Corporate Member.
  - (h) At least one of the named Affiliates of the Corporate Member shall be present at each activity or event conducted by the Corporate Member.
  - (i) For the purposes of voting, quorum or other count of financial members under these rules a Corporate Member shall be the equivalent of three (3) members of the Club and at all times the annual membership fee payable by the Corporate Member shall be not less than three (3) times the fee payable by an Ordinary Member.
  - (j) On applying to join a Corporate Member shall supply the Club with a list of Corporate Affiliates for the purposes of this membership. It shall at all times keep that list updated and will provide those persons with a method of identifying themselves to the Club that is acceptable to the Club.
  - (k) Those persons who are on the list of Corporate Affiliates supplied by the Corporate Member and who do not otherwise hold membership of the Club shall be deemed to be members of and subject to the rules of the Club with the following limits: -
    - (i) The rights of entry to the club premises are restricted to such times as the Corporate Member is using the premises for an agreed purpose.
    - (ii) They shall at all times carry and provide on request the form of identification agreed under Rule 5.6(j)
    - (iii) The voting and speaking rights at meetings of the Club shall be limited to the rights extended to the Corporate Member.
    - (iv) This membership does not entitle a Corporate Affiliate to hold office in the Club, participate in any reciprocal visiting rights with other clubs, receive any membership badge of the Club, or to represent the Club at any sporting or other fixture.
    - (v) All rights of membership shall cease upon the cessation of the Corporate Membership or upon the Corporate Affiliate ceasing to be affiliated with the Corporate Member.
    - (vi) A Corporate Affiliate may apply for Ordinary membership of the Club in accordance with Rule 5.2
- 5.7 Rights and privileges: Ordinary, Junior, Life and Foundation Members shall be entitled to:
- (a) enter Club premises during such hours as may be defined by the Board;

- (b) enter any Chartered Club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that club's Rules; and
  - (c) with the exception of Junior Members: hold office in accordance with these Rules; and
  - (d) nominate members as Officers of the club in accordance with Rule 17.2
- 5.8 Employees: Members who are employees of the Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Club.

## **6. SUBSCRIPTIONS**

- 6.1 The Annual Subscription shall be such sum as shall be determined by Members from time to time in Annual General Meeting or Extraordinary General Meeting.
- 6.2 The Annual Subscription payable by a Corporate Member admitted under Rule 5.6 shall not be less than three (3) times that payable by an Ordinary Member.
- 6.3 The Annual Subscription shall be payable yearly in advance on or before the last day of March in each Year.
- 6.4 Any Member whose subscription or other dues are not paid by the last day of April shall:
  - (a) Cease to be a Member and their name shall be removed from any register of Members;
  - (b) Still be liable to pay any amounts outstanding to the Club at the date of membership termination;
  - (c) not be eligible for reimbursements of any amounts already paid to the Club;
  - (d) be entitled to reapply for membership pursuant to Rule 5.2 or 5.3 if they wish to be reinstated as a Member.
- 6.5 Life Members shall not be charged an annual subscription but shall be deemed to be Financial Members.
- 6.6 Foundation Members shall pay an annual subscription of \$20.00 + GST or such other amount as the Board may determine from time to time.
- 6.7 A Member incapacitated through illness, accident or distress may, on notice in writing given to the Secretary/Manager, have their subscription suspended or remitted.
- 6.8 Members joining the Club during the Financial Year shall pay subscriptions calculated pro rata at monthly rates based on the then current Annual Subscription.

## **7. RESIGNATION**

- 7.1 Members may resign their membership by letter addressed to the Secretary/Manager of the Club.

- 7.2 A resignation will not become effective until all subscriptions, levies or other payments owing at the date the resignation is received, are paid.
- 7.3 No such resignation shall relieve any Member from liability for payment of any subscription, levy or other payment payable at the time of resignation.
- 7.4 No subscriptions, levies or other payments already received by the Club as at the date of resignation shall be refunded on resignation.

## **8 IMMEDIATE AND /OR INTERIM SUSPENSION**

- 8.1 Members may be liable to immediate and/or interim suspension for certain breaches and misconduct set out below. The member or members subject to suspension shall forthwith comply with the direction to be suspended and leave the premises.
- 8.2 Procedure for immediate and/or interim suspension:
  - (a) Any Board Member or any Manager on duty pursuant to section 115 Sale and Supply of Alcohol Act 2012 may immediately suspend a Member if that person or persons hold or have cause to hold a reasonable belief that the Member has engaged in any of the acts set out in Rule 8.3.
  - (b) A suspended Member shall be totally excluded from the Club's premises and from Club activities from the time of suspension until the suspension is dealt with by the Board.
  - (c) The Board shall meet to consider the suspension in accordance with the procedures in Rule 9.3 on which the suspended member will be given the right to be heard on the suspension and whether it should be made permanent.
- 8.3 Grounds for immediate suspension: A Member shall be subject to immediate suspension from the Club if they:
  - (a) remove any property of the Club, including but not limited to a book or newspaper, from Club premises without the consent of the Board or Secretary/Manager;
  - (b) wilfully or recklessly damage any property of the Club and refuse to replace or make good that damage;
  - (c) persists in intoxicated behaviour, use of swearing and obscene language or engages in disorderly conduct on Club premises, after being cautioned by any Board Member or Duty Manager;
  - (d) persists in creating a disturbance at any Meeting or other Club event, after being cautioned by a Board Member or Duty Manager;
  - (e) physically assaults or verbally threatens violence to any other Member or Visitor or Staff member; or
  - (f) contravenes any exclusion order or agreement that is in force, which restricts the Member from participating in gambling activities.

## **9 MISCONDUCT, BREACHES OF THE RULES AND CRIMINAL OFFENCES**

- 9.1 Offences: If a Member is convicted of any Crime (as defined in the Crimes Act 1961) after obtaining Membership of the Club they must inform the Secretary/Manager or a Board Member of the conviction and any penalty imposed. The Board shall consider the offence, within a reasonable time of notification, and make a determination as to whether suspension or expulsion may apply in accordance with clause 9.2 below.
- 9.2 The sanction for misconduct, breaches of the rules and criminal offences is Expulsion and Notified suspension: A Member shall be liable to be expelled or suspended from the Club if they:
- (a) breach these Rules or the Bylaws in Appendix 1 including but not limited to those set out in Disallowed Activities.
  - (b) are convicted of:
    - (i) bookmaking; or
    - (ii) a Crime (as defined in the Crimes Act 1961) for which any penalty is imposed; or
    - (iii) a criminal offence which, in the opinion of the Board, is likely to prejudice any Charter or Licence held by the Club;
  - (c) conduct and/or have committed an act/breach/criminal offence which in the opinion of the Board, brings or could bring the Club into disrepute;
  - (d) (i) actions, conduct, statements leading to breaches of confidentiality and privacy of members and board members; and
    - (ii) actions conduct, actions, statements made by a member, which are unauthorised and beyond the powers of the member, which may misrepresent and/or prejudice the operations and legal status of any such operations or legal status or entitlement or privilege of the Club
  - (e) Conduct or behaviour that undermines the trust and confidence and well-being between members, such as, abuse, assault, discrimination, bullying harassment and ridicule whether in the club or outside the club and extends to postings on social media;
  - (f) in the opinion of the Board or on complaint of a member or staff member any conduct or actions not provided above which after hearing the matter under cl 9.3 and in the discretion of the Board, contravene the Objects of the Club.
- 9.3 Procedure for Expulsion or Notified Suspension or Interim Suspension or Stand down:
- (a) Within ten (10) working days of receipt of information relating to Member behaviour potentially qualifying that Member for Expulsion or Notified

Suspension, or within ten (10) working days of an Immediate Suspension being given to a Member pursuant to Rule 8.

- (b) the Board shall first call a Board Meeting to consider the substance of information and/or the events surrounding the Immediate Suspension and the merits of the matter and whether there is a case to answer.
- (c) The Board must, where it is satisfied that there is a case to answer, and is to be heard, shall before making a final determination as to Expulsion, Suspension, [Stand down] and Censure of a Member give the Member concerned five (5) working days' notice in writing of that Meeting, informing the Member of:
  - (i) the nature of the complaint;
  - (ii) the purpose and function of the Meeting/Hearing which is to investigate the allegations and make a determination on the allegations;
  - (iii) the process of the investigation meeting;
  - (iv) the member's right to appear, place relevant documentation, evidence and to speak at that Meeting
  - (v) the Member's right to have a support person or to be represented by an Adviser or Counsel at that Meeting/Hearing
- (d) If the allegation(s) of complaint is/are found to be proven, the Board may in its absolute discretion:
  - (i) expel the Member; or
  - (ii) suspend the Member for a determined period ("stand down"), or until a particular event; or
  - (iii) Censure the member and publish the censure on the Club's Notice Board for one month
  - (iv) place a limitation (e.g. a curfew) on access to the club or to its amenities and/or impose conditions on the same and/or require and undertake on terms from the member as a bond for Good Behaviour.

and the Member shall be notify in writing of the Board's determination within two (2) working days of the Meeting being held, with the day of the meeting not being counted as one of the two days
- (e) Any Member expelled or suspended or stood down shall have the right to appeal under Rule 31 on giving notice in writing to the Secretary/Manager, stating the grounds of appeal, within five (5) working days of the date of notification of the decision.
- (f) Any expulsion or suspension or stand down shall be entered in the minutes of the Board Meeting together with the name of the Member concerned.

- 9.4 An expelled Member shall still be liable to pay any subscription, levy or other payment due prior to the date the expulsion takes effect.
- 9.5 A suspended Member shall still be liable to pay any subscription, levy or other payment due either prior to the date the suspension takes effect, or which arises during the period of suspension.
- 9.6 No expelled or suspended Member shall be entitled to be refunded subscriptions, levies or other payments already paid at the date the expulsion or suspension takes effect.
- 9.7 A Member expelled on the grounds of criminal conviction shall not be eligible to reapply for membership for a period of one year from the date the expulsion takes effect, and then only with the support of a sixty percent (60%) majority of Members voting in favour of the application at a General Meeting.
- 9.8 A Member who has been suspended is ineligible to stand for election to, or apply for any position on the Board or Social and Events Committee, for a period of two years from the expiry of the suspension period
- 9.9 A Member who has been expelled but accepted back into membership in accordance with Rule 9.7 above is ineligible to stand for election to or apply for any position on the Board or Social and Events Committee, for a period of two years from the date their re-application for membership takes effect.

## **10 PROPERTY**

- 10.1 Membership of the Club does not give any Member any transmissible or assignable or beneficial interest by operation of law or otherwise, in any of the property or funds of the Club. No member of the Club shall participate in or materially influence any decision made by the Club in respect of payment to or on behalf of that member of any income, benefit or advantage unless any such income paid shall be reasonable to that which would be paid in an arm's length transaction (being an open market value).
- 10.2 If a person ceases to be a Member for any reason, any interest they may claim they possess in any of the effects, property or funds of the Club, will vest in the Club.
- 10.3 Any information which the Club provides for Members remains the property of the Club. Members must not pass any such information on to any non-Member without the written consent of the Board or Secretary/Manager.

## **11 PRESIDENT AND VICE-PRESIDENT**

- 11.1 A President and Vice-President of the Club shall be elected from the financial members of the Club at each AGM in accordance with Rule 18.
- 11.2 **Term of Office:** The President and Vice-President shall hold office for two (2) years commencing from the date of election at the Annual General Meeting. No person shall serve more than three (3) terms as President.

## 12 CLUB MANAGEMENT BOARD

12.1 **Composition of the Club Board:** The Club Board shall comprise the President, Vice- President, and five other selected members selected in accordance with Rules 12.3 and 12.4 below, who shall assume office in accordance with this Constitution and who have the powers and responsibilities as set out in Rule 14

12.2 **Restriction:** Members may not serve on the Board if any of the following apply:

- (a) the person is an undischarged bankrupt, or is subject to a condition or order not yet fulfilled under the Insolvency Act 2006
- (b) the person has been convicted of a crime involving dishonesty (within the meaning section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last seven years.
- (c) the person has been 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, Securities Act 1978, the Securities Markets Act 1988, the Takeovers Act 1993, or from being an officer of a charitable entity under the Charities Act 2005; or
- (d) the person is subject to a property order made that the person is lacking incompetence to manage their own affairs under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of the Protection of Personal and Property Rights Act 1988
- (e) the person is an employee of the Club, even if they are also a member.

12.3 **Selection Panel:** There shall be a Selection Panel established whose function shall be to consider, and appoint people to the Club Board, to fill vacancies other than the elected roles. The Selection Panel shall consist of three independent persons appointed by the board and shall be established by the Board no later than 10 working days prior to the AGM in each year. No person applying for a position on the Board shall in the same year be eligible to be a member of the Selection Panel.

12.4 **Process for Board Selection:** Applications for positions on the Board shall be made as follows:

- (a) In each year the Secretary/Manager shall, no later than 10 working days prior to the AGM, shall call for applications for any of the required number of Board Members (based on any vacancies due to arise) from persons eligible.
- (b) Any person applying or standing for a position must disclose, at the point of application / nomination, to the membership the existence of any criminal conviction for serious offences in their past. “Serious” shall include, but is not limited to, any conviction within the last five years for fraud, theft, assault, driving while disqualified, sexual offences or any offence involving illegal drugs.

- (c) Applications by candidates seeking appointment as a Board Member shall be made in writing and must be received by the Secretary/Manager by the date of the AGM.
- (d) The Secretary/Manager shall forward all applications together with a copy of any curriculum vitae supplied by a candidate to the Selection Panel, to enable the Selection Panel to select persons to serve on the Board, having regard to the factors specified in Rule 12.5.
- (e) The Selection Panel shall complete selections within 10 working days of the AGM and then shall advise of the appointments to the Board Secretary, who shall give notice to the appointees, to the members and post the names of the appointees on the Notice Board
- (f) If there are insufficient suitable applications, the Selection Panel may on its own initiative contact additional persons who it considers meet the required criteria to see if they would be interested in serving on the Board. The number of candidates to be appointed by the Selection Panel shall be the total of the number of Board Members retiring (by rotation or otherwise) or a lesser number if there are insufficient suitable candidates.

**12.5 Relevant Factors:** In considering appointments to the Board, the Selection Panel shall take into account the following factors:

- (a) the candidate's prior experience as a director, trustee, or experience in any other governance role;
- (b) the candidate's occupational skills, abilities, and experience;
- (c) the need for conflicts of interest on the Board to be minimised;
- (d) the need for a wide range of skills, diversity and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
- (e) the need for gender balance on the Board;

**12.6 Term of Office of Board Members:** Every person appointed to the Board shall assume office from the time they are selected. Subject to the provisions of this Constitution, all persons appointed to the Board shall serve on the Board for a term concluding at the date of the AGM two years after their appointment. There is no limit to the number of times a person may be elected or appointed to the Board.

**12.7 Inaugural Term of Office of Board Members** – Initial appointments to the Board made in 2017 will be for three Board Members whose terms will be until June 2020 and two Board Members whose terms will be until June 2021. The Selection Panel may determine either by mutual agreement with the Board Members or by ballot, which of the Board members are to serve these terms.

12.8 **Schedule of Rotation:** To ensure rotation on the Board, there must be at least two vacancies (whether by expiry of term of office, retirement or otherwise) on the Board at every AGM commencing June 2020. If there are insufficient vacancies to give effect to this requirement the Board shall, prior to the AGM, determine by lot which of its number shall retire and notify the Secretary/Manager of this decision no later than 10 working days prior to the AGM.

12.9 **Chairperson of the Board:** The Chairperson of the Board shall be elected annually by the Board Members immediately after all Board Members are appointed, using the following process:

- (a) if there is only one nomination for the position of Chairperson, the person nominated shall be duly appointed;
- (b) if more than one person is nominated for the position of Chairperson, then an election shall be held by ballot;
- (c) where there is an equality of votes between candidates then a second ballot shall be held, and in the event of an equality of votes after the second ballot then the Chairperson shall be determined by lot; and
- (d) if necessary, the Board may seek assistance from the Secretary/Manager in conducting the ballot(s) and/or lot.

The Club President is not eligible to be elected as Chairperson of the Board.

12.10 **Term of Office of the Chairperson:** The Chairperson shall hold office as the Chairperson from the date of appointment until the conclusion of the next AGM, unless the Board chooses to replace the Chairperson, or the Chairperson is removed between AGMs, in accordance with this Constitution.

12.11 **Vacancies:** The office of a Board Member shall become vacant if the Board Member:

- (a) voluntarily resigns from their position on the Board;
- (b) is removed from office in accordance with this Constitution;
- (c) is absent from three (or more) consecutive meetings of the Board without the approval of the Board; or
- (d) dies.

12.12 **Vacancy of President's Position:** If the position of President becomes vacant, the Vice-President shall automatically assume this position for the balance of the President's term of office and if the Vice President's position becomes vacant, one of the Board Members shall step into that role until the next AGM.

12.13 **Vacancy of Chairperson's Position:** If the position of Chairperson becomes vacant then the Board shall appoint one of its members to that position pending the next round of Board selections.

**12.14 Co-Option if a Vacancy Arises:** If any vacancy arises on the Board after an AGM and after the completion of the Board selection process, the Board has the power to fill that vacancy by co-option until the next AGM or Board selection process or the Board may choose to leave the position vacant until the next AGM and/or Board selection process. If a person is appointed to fill a vacancy that person shall hold office until the next AGM or Board selection process (unless removed prior to that date in accordance with this Constitution).

**12.15 Board Member Misconduct:** The Board may, after reasonable enquiry and after giving the person concerned the right to be heard, suspend a person from their position on the Board in the following circumstances:

- (a) if the person is charged with committing a criminal offence punishable by a term of imprisonment and the Board consider the circumstances justify immediate suspension; or
- (b) if a situation arises which in the opinion of the Board is covered by Rule 9.2 (a) through (f).
- (c) if any of the circumstances described in Rule 12.2 (Restrictions) arise during their term of office; or
- (d) if the Board considers that member has seriously breached any one or more of the duties specified in Rule 14 (Powers and Duties); or
- (e) if the Board considers that member has acted in a manner that has caused, or may cause, significant harm to the Club.
- (f) if the Board considers that member has become physically or mentally incapacitated to the extent that the member cannot carry out their duties as a Board member.

**12.16 Removal From Board:** In addition to the power of suspension in Rule 12.15, the Board may, with the approval of the majority of the Board Members permanently remove any Board Member from the Board before the expiry of their term of office if any of the circumstances set out in Rule 12.15 (a) to (f) apply, provided that:

- (a) the person concerned has been notified that a Board meeting is to be held to discuss that person's removal from office; and
- (b) the person concerned has been given an opportunity to make submissions about the proposed removal prior to the Board meeting or by submission in person at the Board meeting.

If the meeting decides to remove the Board Member, such removal shall be effective immediately and no such Board member who has been removed from office shall be eligible for re-election or re-appointment to the Board.

## 13 PROCEEDINGS OF THE BOARD

- 13.1 Number of Meetings: The Board shall meet as and when required but at least once a month either in person or by conference call.
- 13.2 Convening of Urgent Business Meetings: Notwithstanding Rule 13.1 a meeting of the Board shall be held at such venue and time as decided by the Chairperson, or if requisitioned for the consideration of urgent business by not less than two Board Members. Such requisition shall be in writing addressed to the Secretary/Manager and shall state full details of the urgent business to be discussed.
- 13.3 Notice of Meetings: Unless for some good reason the circumstances do not permit the Board Secretary shall provide to each Board Member not less than 10 working days written notice of any Board meeting convened under Rule 13.1 and not less than two working days written notice of any Board meeting convened under Rule 13.2.
- 13.4 Quorum: The quorum for meetings of the Board shall be half the number of Board members entitled to attend and vote provided that, should that number not be a whole number, the quorum shall be the next whole number. No business shall be transacted at any Board meeting unless a quorum is present (but the abstention of a member from voting under Rule 13.5 shall not affect the quorum qualification. If a quorum is not present, those present may fix a date, time, and venue for the reconvening of the meeting, with notice being given to the other Board Members in accordance with Rule 13.3.
- 13.5 Disclosure of Interest: Any Board member who may derive some personal or financial benefit, shall disclose the nature and extent of their interest to the Board in writing, to be recorded in the Minutes, and shall take no part in the matter before the Board in respect of which the conflict arises.
- 13.6 Voting: Each Board Member present at any Board meeting shall be entitled to exercise one vote, whenever voting is required. The Chairperson shall have a deliberative vote, and in the event of an equality of votes the Chairperson shall also have a casting vote.
- 13.7 Communications: The Board may convey discussion on business by email, copied to all Board Members and may record decisions reached by a resolution in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Board as long as:
  - (a) a copy of the proposed resolution is sent to every Board Member; and
  - (b) over 50% of Board Members sign or consent to the resolution in writing.
- 13.8 Minutes: The Board Secretary shall ensure the proceedings of each Board meeting are properly recorded as soon as possible after the conclusion of each meeting of the Board and circulated to each Board Member. The original of each set of minutes shall be affixed in the minute book and confirmed at the next Board meeting.

13.9 On election or appointment to the Board, the Club shall offer its Board members to attend a suitable education seminar on Governance, within six (6) months of election/appointment, at the Club's expense.

## **14 POWERS AND DUTIES OF THE BOARD AND ITS MEMBERS**

14.1 The Board's powers and duties:

- (a) Board members are to act in good faith and at all times in the best interests of the Board in the exercise of the Board's governance functions to ensure good governance and not to act beyond powers and authority, and to ensure compliance with the policies, rules and the law that touch and concern the Board and the Club;
- (b) To act responsibly in the governance of the Club on behalf of its members in all governance areas and particularly in the area of financial planning, including development of a capital investment plan, strategic business plan, business management and policy information; Statutory compliance;
- (c) To borrow, raise or secure the payment of money in such a manner as the Club shall think fit, with or without security.
- (d) to plan, co-ordinate and direct long-term policy for the prudent uses of finances and resources, including the presentation of strategic and business plans, and an annual operating and capital budget for approval by members at a General Meeting;
- (e) to manage and to formulate and implement long term policies for the sustainability of the Club's assets;
- (f) to plan and implement policies ensuring sustainable membership growth in the Club;
- (g) to deal with matters arising from the conduct of the Club's activities and where there is no provision in this Constitution for such conduct, to determine that conduct in its sole discretion;
- (h) to buy, lease or sell any Club property or any rights or privileges at such price and upon such terms and conditions, as it thinks fit.
- (i) To sign any documentation relating to contractual arrangements including mortgages, deeds, instruments and securities, considered necessary except that no commitment for the purchase or sale of Club owned land and buildings may be made without the prior approval of members obtained in a General Meeting;
- (j) to employ a Secretary/Manager and if necessary an Assistant Manager to manage the day to day running of the Club and its operations and the Board;
- (k) to appoint lawyers where required, to undertake legal action.

- (l) to form and disband adjuncts.
- (m) to invest such part of Club funds not required for daily operational cash flow in such securities or other investments as the Board may deem prudent;
- (n) to delegate to the Secretary/Manager the authority to enter into contracts, sign financial documentation and execute documents relating to the Club's property on behalf of the Board, up to a value of \$5,000
- (o) to recommend to the Annual General Meeting the annual subscriptions and due dates for their payment for each class of Membership;
- (p) to maintain full and accurate records of all Club activities, ensuring that they conform with the Constitution and with Statutory requirements;
- (q) to regulate the number of members within the categories of membership;
- (r) to make, alter or rescind Regulations necessary for the financial or strategic objectives of the Club provided that such regulations are consistent with this Constitution;
- (s) to recommend to the Annual Meeting the appointment of the person to act as Auditor for the Club. The person so appointed shall be a Member of CAANZ – Chartered Accountants - Australia + New Zealand.
- (t) to appoint a member of the Club to act as the Returning Officer for the Club, and two Scrutineers, who will be responsible for all ballots in accordance with this Constitution;
- (u) to appoint a member of the Club to act as the Welfare Officer;
- (v) to determine the hours of entry by Members to the Club premises;
- (w) to fix the date of the Annual General Meeting.
- (x) to monitor all aspects of Club security, including member and visitor entry;
- (y) to appoint such sub-committees as deemed necessary to assist with the operational running of the Club;
- (z) To apply by-laws and discretion where required, to deal with the conduct of Members and where required, the discipline of Members breaching these Rules
- (AA) to co-opt persons onto the Board, where required for specific expertise;
- (AB) to do anything incidental or conducive to the attainment of any of the objects of the Club

## **15. DUTIES OF PRESIDENT AND VICE-PRESIDENT**

15.1 The President of the Club shall be:

- (a) the senior representative of the Clubs membership

- (b) attend as many of the General Meetings of the Club
  - (c) be a member of the Board
  - (d) be the Chairperson of the Social and Events Committee
  - (e) be an ex officio member of all sub committees and adjuncts
- 15.2 The Vice President of the Club shall in the absence of the President, assume duties and responsibilities of the President.
- 15.3 The President, Vice-President and the Chair of the Board shall have the right of entry upon the Club premises at any time.

## **16. SOCIAL AND EVENTS COMMITTEE**

- 16.1 A Social and Events Committee shall be elected at each AGM to carry out the duties set out in Rule 17. The Committee shall comprise:
- (a) The President, who will be the Chairman of this Committee
  - (b) The Vice-President; (who will act as Chairman in absence of the President)
  - (c) Six (6) other Committee Members elected at the AGM, who are not Board Members and who shall include one representative of Junior Members.
  - (d) Any other Members co-opted for specific expertise from time to time.
- 16.2 The members of the Social and Events Committee shall serve on that Committee until the next AGM and shall be eligible to be elected for further terms, except for the inaugural Committee members who shall serve until the AGM in 2019.

## **17. DUTIES OF THE SOCIAL AND EVENTS COMMITTEE**

The duties of the Social and Events Committee shall be:

- 17.1 acting on the instructions of the Board in conjunction with management;
- 17.2 organising social entertainment and inter-club activities appropriate to the Objectives of the club;
- 17.3 arranging and controlling all competitions, membership draws and raffles;
- 17.4 promoting membership of the Club in consultation with the Board;
- 17.5 making recommendations to the Board on planning in the areas of social activities and events;
- 17.6 overseeing activities to enhance the Club for the benefit of the Members such as, but not limited to, assisting the Secretary/Manager with membership functions, raffles, adjunct activities, inter club activities, competitions and draws.
- 17.7 assisting to oversee the maintenance of the Club building and grounds subject to liaison with the Secretary/Manager, especially where expenditure is involved;

17.8 encourage adjunct activities

## **18. ELECTION OF OFFICERS OF THE CLUB**

18.1 Life Members, Ordinary Members, Junior Members and Corporate Members shall have the right to:

- (a) stand for election to the positions of President, Vice President and members of the Social and Events Committee.
- (b) nominate members for election to any of the positions set out in Rules 11 & 15

18.2 Any member nominated for any position set out in Rule 11 or 15 must be a financial member and shall be nominated in writing by two members of the Club entitled to nominate under Rule 5.7, who have been Financial Members of the Club for at least the last twelve (12) months.

18.3 The President, Vice President and members of the Social and Events Committee shall be elected at the AGM, by ballot and assume office at the conclusion of the Annual General Meeting, where the results of the ballot are announced.

18.4 No member of the Club who is in receipt of a salary or wage from the Club shall be eligible for election to any of the above positions.

18.5 Eligibility: Any member nominated for any position must:

- (a) be a Financial Member;
- (b) (apart from the Junior representative in Rule 17.5 (d),) be an Ordinary or Life Member;
- (c) not be an employee of the Club;
- (d) for Officers of the Club, qualify as defined under the Gaming Act as a Key Person
- (e) have been a Financial Member for at least one (1) year immediately before nomination as a Board Member or nomination as the Vice-President;
- (f) have been a Financial Member for at least two (2) years immediately before the date of their nomination as the President, and must have served at least two (2) years as a member of the Board (or on the former Committee);
- (g) Any Board member who has been suspended for misconduct shall not be eligible to stand for election or to hold any office until the expiry of two (2) years following the suspended period.

## **19. BALLOT PROCEDURE**

19.1 Where required to elect any Officer of the Club by ballot, such ballot shall be conducted as follows:

- (a) Nominations for any elected position within the Club shall be:

- (b) proposed and seconded by members in accordance with Rule 5.7, who have been Financial Members for at least the last twelve (12) months; and be lodged with the Manager at least 10 working days before the date fixed by the Board for the Annual General Meeting.
- 19.2 Nominations will be placed on the Club Noticeboard immediately following receipt by the Secretary/Manager together with any personal information the candidate may wish to publish. A member may be nominated as a candidate for more than one office but must indicate in the nominations an order of preference of the positions sought.
- 19.3 A Member entitled to vote in the ballot in accordance with Rule 5.7 shall:
- (a) either, collect the ballot paper, papers from the Club in person after showing their membership card to a staff member and having their name ticked off on a list of members; and
  - (b) strike out the names of the candidates for whom the member does not wish to vote leaving the name(s) of the candidate(s) for whom the member desires to vote and shall return the voting paper to the Returning Officer prior to the time and date of closing of the ballot, by placing the completed voting paper in the sealed ballot box provided at the Club office;
  - (c) A member shall be entitled to vote by written proxy in favour of another member present at the meeting, but no other proxy voting shall be permitted.
    - (i) The proxy must be appointed in writing signed by both members and must state whether the appointment is for a particular meeting, or for a specified term, not exceeding 12 months.
    - (ii) No proxy in relation to a meeting is effective unless the written notice of appointment of the proxy has been produced before the start of the meeting.
    - (iii) Ballots will close at 10.00am on the day preceding the meeting at which the result of the ballot will be announced.
- 19.4 The Board shall appoint a Returning Officer and two Scrutineers.
- 19.5 On closure of the ballot the Returning Officer will proceed to count the voting papers received and provide the Chairman with a certificate, endorsed by the Scrutineers, showing the number of votes received by each candidate. The Chairman or other person presiding shall announce the result to the Annual General Meeting.
- 19.6 Where there is an equal number of votes between candidates and the addition of a vote would entitle any of those candidates to be declared elected, the Returning Officer in the presence of the Scrutineers shall determine by lot which candidate shall be elected.
- 19.7 The Returning Officer's certificate will be retained in the papers of the Board for a period of 12 months following the declaration of the ballot.
- 19.8 In the event that any member is elected to more than one office, the Returning Officer shall have regard to the preference indicated by the member in terms of Rule 18.2 (a) and the member shall be deemed to have vacated the other office. Thereupon the Returning Officer shall declare to be elected instead of

that member the unsuccessful candidate or candidates who received the highest number of votes at that election for the office or offices vacated.

## **20. TREASURER**

- 20.1 Should the Board consider it desirable to support the Secretary/Manager in the performance of the responsibilities of that office it may appoint a Treasurer to undertake such accounting and like duties as it deems necessary.
- 20.2 An appointment as Treasurer shall be on such terms and conditions as the Board thinks fit.
- 20.3 The Treasurer may attend and speak at meetings of the Board but unless an elected member of the Board, will not have the right to vote
- 20.4 Nothing in this Rule shall preclude the engaging of outside professional services to assist with the performance of any accounting and like duties as is deemed necessary

## **21. AUDITOR**

- 21.1 The Club's accounts shall be audited annually by a chartered accountant appointed by the members in Annual General Meeting, who shall:
  - (a) be a member of the Institute of CAANZ - Chartered Accountants of Australia and New Zealand;
  - (b) not be a Board Member or hold any other office in the Club
- 21.2 The auditor shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion but shall not be entitled to exercise a vote on any question.
- 21.3 The auditor shall be paid such fees as may be determined by the Board from time to time.
- 21.4 The auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Club. The financial statements shall be audited by him or her and, if correct, certified under his or her hand before they are submitted to the Annual General Meeting.

## **22. SECRETARY/MANAGER**

- 22.1 The Board shall appoint a Secretary/Manager who shall be responsible within terms of a formal Employment Agreement and a formal Delegation of Authority issued by the Board for:
  - (a) Compliance with all statutory requirements under the laws relevant to the operation of the Club, including but not limited to Liquor, Gaming and Health and Safety;
  - (b) All aspects of the general administration of the Club including accounting and support services for the Board, and such other duties as are conducive to his/her office and that the Board shall decide from time to time;
  - (c) The day to day operation of the Club.
  - (d) The maintenance, cleanliness and service of the Club and its equipment.

- (e) The engagement, dismissal, supervision and training of such employees as may be essential to provide adequate and efficient service to members, maintenance of the assets and control of the Club;
  - (f) The supervision and oversight of any Contractor or Service provider engaged to enhance the Club's activities or operations;
  - (g) Ensuring that the Club has a visitors' book available for visitors and visiting members of affiliated Clubs to sign and the checking of the book to ensure that the Rules governing visitors' attendance are complied with.
- 22.2 The Secretary/Manager shall report to the Board Chairman on matters of the staff engaged or contractors, their employment and performance, and any other matter that the Secretary Manger considers involves the Board and/or should be brought to the attention of the Board Chairman touching and concerning the Club.
- 22.3 The Secretary/Manager's remuneration shall be determined by the Board.
- 22.4 Nothing in this Rule shall preclude the engaging of outside professional services in the performance of any of the above duties.

### **23. MINUTE SECRETARY**

- 23.1 The Board may appoint a Minute Secretary who shall not be a member of the Board and whose duties shall be to:
- (a) Take minutes of Board and General Meetings;
  - (b) Generally, conform to such By-Laws as shall from time to time be made by the Board.
- 23.2 The Minute Secretary's honorarium or remuneration shall be determined by the Board.

### **24. STAFF**

- 24.1 All other employees of the Club shall be appointed by and be under the control of the Secretary/Manager or their deputy. The Board Chairman or a delegated board member may assist the Secretary/Manager in staff related matters if the Board deems it necessary.
- 24.2 No member may reprimand an employee. All complaints about the conduct of employees shall be in writing to the Secretary/Manager.
- 24.3 No member shall give money or gratuity to an employee of the Club.

### **25. ANNUAL GENERAL MEETING**

- 25.1 The Annual General Meeting of the Club shall be held not later than the last Sunday of June each year at such time and place as shall be fixed by the Board, for the purpose of:
- (a) receiving and adopting the annual report of the Board;
  - (b) receiving and adopting the Financial Statements of the Club;
  - (c) considering, and if necessary taking action on, any motion relating to the annual report or Financial Statements;

- (d) considering, and if necessary taking action on, any other motion of which due notice pursuant to Rule 27.6(b) has been given;
  - (e) election of the President, Vice-President and Social and Events Committee Members;
  - (f) election of an Appeals Committee;
  - (g) election of an Auditor;
  - (h) election of a Solicitor, and
  - (i) General Business.
- 25.2 At least 10 working days before the Annual General Meeting, the following shall be made available via electronic mail, collection from the club, posted on the Club's noticeboard or mailed out upon request;
- (a) notice of the Annual General Meeting;
  - (b) notice of any other business to be transacted at the Meeting.
- 25.3 At least 10 working days before the Annual General Meeting, the following shall be given by notice circulated to each Member at their last notified address and/or to the Member's last notified electronic email address and posted on the Club's noticeboard;
- (a) The notice and agenda of the Annual General Meeting;
  - (b) The Board's annual report;
  - (c) The Financial Statements
  - (d) Details of any notice of motion given in accordance with Rule 27.6 (b).

## **26. EXTRAORDINARY GENERAL MEETING**

- 26.1 The Board shall convene an Extraordinary General Meeting if at any time:
- (a) the Board considers such a Meeting necessary or desirable; or
  - (b) the Secretary/Manager receives a written requisition to do so signed by not less than fifty (50) Financial Members, stating the purpose of the Meeting requisitioned in which case the meeting must be convened for that purpose only.
  - (c) Extraordinary General Meetings do not have the provision for the submission of any additional remits and business will be restricted to its initial purpose and agenda
- 26.2 Five working days' notice specifying the time and place of an Extraordinary General Meeting, its purpose and an Agenda shall be given by notice on the Club's noticeboard and either by an advertisement in a public newspaper circulating in the district of the Club or by notice circulated to each Member.

## **27. CONDUCT OF GENERAL MEETINGS**

- 27.1 At all General Meetings, the chairman shall be:
- (a) the Chairman of the Board; or

- (b) in his or her absence, the President; or
  - (c) in his or her absence, the Vice President; or
  - (c) in the absence of all of the above, a Board Member elected by the Meeting.
- 27.2 The quorum for a General Meeting shall be twenty-five (25) Financial Members.
- 27.3 A General Meeting shall be adjourned if:
- (a) a quorum is not present within half an hour after the time fixed for the Meeting; or
  - (b) a quorum is present and the Meeting elects to adjourn; or
  - (c) a quorum is not maintained throughout the meeting.
- 27.4 If a Meeting is adjourned, the Board shall:
- (a) fix a new date at the meeting for not more than 10 working days later; and
  - (b) give at least five working days' notice of the adjourned Meeting by advertisement in a public newspaper circulating in the district of the Club and notice on the Club's noticeboard.
- 27.5 If a quorum is not present at an adjourned Meeting, the Meeting shall lapse. If a quorum is not present for an Extraordinary General meeting, the agenda as displayed on the Clubs' notice board shall automatically revert to the Board to adjudicate on.
- 27.6 **Procedure:** If a Member has given forward notice to the Secretary/Manager of a motion to be discussed at a General Meeting or where a Member wishes to speak from the floor in respect of Motions included on the Agenda for discussion at a General Meeting, the following rules of debate shall apply:
- (a) Each Member may speak only once to each motion or amendment, except the mover, who may reply.
  - (b) Without leave of the Chair, the mover of any resolution or substantial amendment to a resolution shall be allowed five (5) minutes in which to introduce his proposition and five (5) minutes for reply, or vice versa, and any other speaker will be allowed five (5) minutes.
  - (c) The Chairman shall decide whether any amendment proposed to a resolution is a substantial amendment or not.
  - (d) If further discussion of any subject is desired, any Member may move that the Meeting go Into Committee on that subject and such motion shall be immediately put and decided by a show of hands.
  - (e) In Committee no Member shall speak for more than five (5) minutes at a time.
  - (f) When In Committee any Member may move that the ordinary meeting shall be resumed, and such motion shall be immediately put and decided by a show of hands.
- 27.8 Except as otherwise provided by these Rules, all questions shall be decided by simple majority vote.

27.9 All resolutions passed at any Meeting shall be conclusive and binding on all Members whether present or not, provided that the Meeting was held in substantial conformity with the rules.

27.10 **Voting:** At any General Meeting:

- (a) each Member shall be entitled to be present and to give one vote on all questions; Corporate Members shall be entitled to exercise the votes allocated to them under Rule 5.6;
- (b) voting shall be on show of hands in the first instance;
- (c) a declaration by the Chairman as to the result shall be conclusive unless a motion that the vote shall be taken by secret ballot is passed by a majority of Members present; and
- (d) in the event of equal votes being cast, the Chairman shall have a casting vote;

## **28. ADJUNCTS**

28.1 An Adjunct may be formed within the Club for sporting or special interest groups.

28.2 Any assets of the Adjunct are the assets of the Club. All monies received for Adjuncts shall be paid into the Adjunct's bank account referred to in clause 28.4(a).

28.3 All accounting, taxation, financial reporting and legal compliance responsibilities of the Adjunct shall rest with the Club.

28.4 Adjuncts shall use the Club's accounting services in the following manner:

- (a) Adjuncts must have a separate bank account to the Club, which shall be on the Club's base bank account number.
- (b) The Secretary/Manager and Treasurer of the Club and the Secretary and Treasurer of the Adjunct shall have signing authorities of the Adjunct's account.
- (c) All payments on behalf of an Adjunct shall be made by through the Adjunct's account.

28.5 The Committee of the Adjunct shall not do, or omit to do, anything that is likely to prejudice or not be in the best interests of the Club.

28.6 The Adjunct Committee may make any By-Law for the conduct of the activity of the Adjunct, provided that all such By-Laws are approved by the Board before they are implemented.

28.7 Members of an Adjunct involved in any activity of or related to the Adjunct shall indemnify the Club and its representatives from any problem, direct or indirect loss or damage, claim or proceedings (including in negligence) caused or contributed to by that activity.

## **29. COMMON SEAL**

29.1 The Club shall have a Common Seal which shall be kept in the custody and the control of the Secretary/Manager or the Club's solicitor.

29.2 Any document to be executed by the Club under Seal shall be available for inspection by every Member of the Board and on written request by any Member of the Club.

- 29.3 The seal shall be affixed to documentation, pursuant to a resolution of the board and witnessed and dated by the Secretary/Manager in the presence of two Board members.

## **30. VISITORS**

- 30.1 Any Member may invite any person as a visitor to the Club in accordance with the following procedure:

- (a) By entering Club premises, a visitor agrees to abide by these Rules.
- (b) All visitors shall enter their name and address in and sign the Club's visitors' book each time they visit the Club.
- (c) The Member accompanying a visitor shall also sign the Club's visitors' book and will at all times be responsible for the conduct of the visitor.
- (d) No visitors shall be sold or supplied liquor on Club premises unless the visitor is present on the invitation of a Member and is in the company of Member and the liquor is supplied for consumption on the premises. A visitor must leave the Club no later than the member whom they accompanied.
- (e) No person shall be admitted as a visitor who:
  - (i) is a prohibited person;
  - (ii) has been expelled or suspended from this or any other affiliated club during the past twelve (12) months;
  - (iii) has been refused membership for any reason during the past twelve (12) months [excepting through membership being closed].
- (f) No visitor to the Club shall be entitled to take part in any meeting or election of the Club.

- 30.2 Members of affiliated clubs visiting the Club:

- (a) are deemed to agree to abide by these Rules;
- (b) shall enter their name and the name of their Club in and sign the Club's visitors' book each time they visit the Club; and
- (c) have the same rights as Members to be sold or supplied liquor on Club premises provided they have produced sufficient evidence to an officer of the Club or member of its staff that they are a member of an affiliated club. No person, whether a member of an affiliated Club or otherwise, may become a regular or frequent visitor.

## **31. APPEALS COMMITTEE**

- 31.1 An Appeals Committee consisting of five (5) Members shall be elected at each Annual General Meeting. Board Members shall not be eligible for membership of the Appeals Committee.

- 31.2 The Appeals Committee may appoint a Legal Assessor, being a Barrister & Solicitor or a Barrister of no less than 7 years standing to assist the Appeals Committee with the law, interpretation of the rules and procedure.

- 31.3 Any three members of the Appeals Committee shall constitute a quorum.

- 31.4 The convened Appeals Committee shall appoint one of its number as Chairman.
- 31.5 The Appeals Committee shall hear and decide any appeal lodged by a Member or Members against any decision of the Board entailing suspension or expulsion in accordance with the following:
- (a) Any member being suspended or expelled who wishes to appeal must give notice in writing to the Secretary/Manager within five working days of the date of such suspension or expulsion, stating the grounds for appealing.
  - (b) Within five working days of receiving such notice, the Secretary/Manager shall convene a Meeting/Hearing of the Appeals Committee which will be held within a further five working days ;
  - (c) The Appeals Committee shall re-determine the penalty, based on the substance of the grounds of appeal.
  - (d) The meeting/hearing shall not be a hearing de novo of the matter as if it were a first instance hearing before the Board. To that end it shall not allow new evidence to be admitted, except and unless an application has been made to the Board for a re-hearing and has been dismissed and where the interests of justice require it as where fresh evidence has since come to light that was previously not available.

- 31.5 The opinion of the Appeals Committee shall be passed to the Board in the form of a written recommendation, upon which the Board shall make a decision that is final.

## **32. DISPUTES**

Except as otherwise provided in these Rules, every dispute in relation to these Rules between a Member or persons claiming through a Member and the Club or a Board Member shall be decided by the Board and the decision shall be binding and conclusive on all parties.

## **33. INTERPRETATION**

In the interpretation of these Rules, the decision of the Board shall be final and binding.

## **34. REVISION OF RULES**

- 34.1 With the exception of the Rules in clause 35, these Rules may be revised or amended based first on a Resolution of the Board, which is secondly, passed by a sixty-six percent (66%) majority of Financial Members present at a General Meeting called for that purpose.
- 34.2 Notice specifying the Resolution must be given in writing to the Secretary/Manager 20 working days before a General Meeting is scheduled and such notice shall be forwarded to each Member with notice of the General Meeting.
- 34.3 Any amendment adopted shall not take effect until registered pursuant to the Incorporated Societies Act.

## **35. DISSOLUTION**

- 35.1 The Club may only be dissolved:
- (a) at an Extraordinary General Meeting called by the Board for that purpose; or

- (b) as provided for in the Incorporated Societies Act 1908 or the Friendly Societies and Credit Unions Act 1982 (whichever applies).
- 35.2 The Board shall administer the dissolution of the Club.
- 35.3 All monies or assets left after payment of all debts and liabilities and the costs of dissolution shall be distributed to a charitable organisation or institution operating within the Club's area to be determined by the Board ensuring that there is no opportunity for division of that organisation's assets or funds among its members.

## **36. GENERAL**

- 36.1 All matters provided for in these Rules shall, at all times, be dealt with in accordance with the following guiding principles:
- (a) The Club is established primarily for the benefit and convenience of its Members.
  - (b) The admission of non-members should at all times be subordinated to the comfort, well-being and satisfaction of Members.
  - (c) The admission of visitors should always be regarded as a privilege of the Members, granted to enable them to dispense periodic hospitality to their casual guests and not as a means of augmenting the revenue of the Club.
  - (d) At all the times the provision of the Club's licence as issued by the Liquor Licensing Authority is to be maintained and upheld.

## **37. MATTERS NOT PROVIDED FOR**

- 37.1 Where any matter that is not provided for in the foregoing Rules shall be dealt with by the Board as they arise, who shall determine them and adjudicate upon them in their discretion, but in keeping with the Objects of the Club and the purposes, rights, entitlements, duties and obligations set out in the rules in keeping with good governance and in accordance with the law and the merits and justice of the matter, and in respect of which the Board's decision shall be final.

### **MEMBERS' CERTIFICATE**

We hereby certify that these Rules have been approved at a General Meeting of the Waikanae Chartered Club (Incorporated), held on

**Names:**

Chairman

**Signatures:**

\_\_\_\_\_  
Member

\_\_\_\_\_  
Member

## **APPENDIX 1: BY-LAWS**

These By-laws are made in accordance with the Club's powers pursuant to Rule 14.1(y)

### **1. DISALLOWED ACTIVITIES:**

- 1.1 No raffle shall be allowed on the Club's premises nor goods exhibited for the purpose of a raffle except with the authority of the Board.
- 1.2 No unlicensed or unlawful gambling or gaming shall be permitted in the Club.
- 1.3 No petition, except for the purpose of convening an Extraordinary General Meeting as provided for in Rule 26.1(b), shall be allowed to circulate on the premises of the Club.
- 1.4 No business cards or notices shall be displayed on Club premises without the sanction of the Board.
- 1.5 No Member shall without the sanction of the Board:
  - (a) conduct a business on Club premises; or
  - (b) use the Club address for business purposes; or
  - (c) give the address of the Club in an advertisement.

### **2. SUPPLY OF LIQUOR**

- 2.1 Liquor will only be supplied to members, their invited guests, members of Affiliated Clubs and visitors as may be permitted from time to time by the Board
- 2.2 Liquor will not be supplied to any person under the legal drinking age.
- 2.3 Liquor will not be supplied to any person who exhibits any sign of drunkenness and/or is believed to have already consumed too much alcohol and/or makes a nuisance of themselves in the Club.
- 2.4 Only Liquor supplied from the Club's bars may be consumed in the Club.
- 2.5 Off-licence facilities are available for members and Affiliated Visitors only. All Off Sales will be supplied only in sealed containers. Liquor purchased via the off-license must not be consumed in the Club rooms or the grounds of the club.

### **3. VISITORS**

Should the Board deem it necessary to declare the Club closed to non-members; a notice to this effect will be placed on both the noticeboard and entrance doors to the Club. Visitors will be admitted to the Club at any other time that Club is open to members, pursuant to the following By-Laws;

- 3.1 The maximum number of visitors accompanying a member or affiliate in the Club shall be determined by the nature of the event as approved by the Secretary/Manager

- 3.2 Invited guests and members of affiliated clubs must correctly enter their name and address into the Club's visitors book and retain the acknowledgement receipt during their time in the Club.
- 3.3 No Visitor or member of an Affiliated Club shall become a frequent visitor to the Club. For the purpose of this By-Law, frequent is defined as more than one visit per month.
- 3.4 With the prior approval of the Board visitors to Waikanae or members of Affiliated Clubs who are visiting the region on holiday or business may visit the Club without restriction for the period of their stay.

#### **4. SOCIAL FUNCTIONS**

- 4.1 Social functions and other gatherings may be held in the Club with the prior consent of the Board under such terms and conditions as may be determined by the Board.
- 4.2 The event must be under the control of the Club and all conditions of any Licence granted under the Sale and Supply of Alcohol Act 2012, the Club Rules or By-Laws or conditions set by the Board must be complied with.
- 4.3 Only liquor supplied through the Club bars may be consumed on the premises.
- 4.4 Refreshments of any kind shall not be brought into the Club without the prior approval of the Board.

#### **5. CHILDREN AS VISITORS**

- 5.1 Children are welcome in the Club in the company of a member. The parent or legal guardian must adequately supervise their behaviour at all times.
- 5.2 Guidelines for the safety of children and the comfort of members are;
  - (a) Children under the age of 11 are expected to leave the Club by 8.00pm;
  - (b) There is to be no running in the Club;
  - (c) Special care must be taken to ensure children remain seated with their parents or caregivers, whilst in the Club and are not permitted to play in, or obstruct walkways;
  - (d) Children 10 years and under are not permitted in the billiard room. Children 11 years and over may use the Club's sport facilities but must be directly supervised by a responsible adult at all times;
  - (e) Children under 18 years of age are not permitted in the Gaming Area.

Please remember that these guidelines are to enable all members and their families to enjoy the facilities of the Club. Any child that does not adhere to these guidelines will have their visiting privileges withdrawn for that visit. These guidelines, excluding (e) may be waived to allow children and teenagers to attend special events or shows (as age allows) for the duration of the event or show and must still be under direct parent or guardian supervision.

## **6. SMOKING AREA**

- 6.1 For the comfort of members the Club has designated outside smoking areas.
- 6.2 Smoking is prohibited in all internal areas and porches.

## **7. TAB AND GAMING AREA**

- 7.1 Persons under the age of 18 years are not permitted in the TAB or Gaming area of the Club and any underage person found to be in the area will be required to leave the club premises with the person who introduced the young person to the Club.
- 7.2 Any member who allows their underage visitor to enter the TAB or Gaming area will be subject to the disciplinary procedures in terms of the Club Rules.
- 7.3 Prizes will not be paid to any person who cannot satisfy the Duty Manager that they are a member or bona fide visitor and have complied with the terms of By-Law 3.

## **8. STANDARD OF DRESS**

A high standard of dress is required from members and their invited guests in the Club. Bare feet, gumboots, dirty footwear and/or clothing or work boots, are not acceptable. Men will cover their torsos with a garment more substantial than a vest (or tank-top) and failure to abide by this By-Law could result in immediate suspension.

Hats will not be worn in the Club except on occasions and in circumstances allowed by the Committee. The acceptability of the dress of any member or visitor will be at the sole discretion of the Duty Manager or any Board Member and all rulings shall be complied with. Any member or visitor who is required by a Board member or Duty Manager to remove themselves from the Club's premises, pursuant to the Rules of the Club, shall do so immediately and without any disruption to the orderly operation of the Club.

## **9. DOGS, CATS AND OTHER ANIMALS**

- 9.1 Trained or partially trained guide dogs assisting disabled patrons are permitted in the Club at any time.
- 9.2 No other animal may be brought into the club without the approval of the Board or Secretary/Manager.

## **10. CAR PARKING**

- 10.1 The Club's car parks are for the use of members and visitors only and they are required to park with consideration for others and to not obstruct ingress or egress from the club. Directions of posted notice or restrictions are to be complied with at all times.

## **11. BYLAWS FOR CONDUCTING OF SPORTING ACTIVITIES**

- 11.1 Sports Adjunct committees shall set By-Laws for the conduct of events under their direct control.

## **APPENDIX 2. NOTICES AND SIGNS**

### **1. GENERAL**

The following shall be displayed where they can be clearly seen by Members and Visitors utilising the Club's premises:

- (a) A copy of the Club's current Club License issued under the Sale and Supply of Alcohol Act 2012 and any of the conditions of that Licence, and a current Renewal Certificate issued by the District Licensing Agency.
- (b) A copy of the Club's current Off Licence issued under the Sale and Supply of Alcohol Act 2012 and of the conditions of that Licence, and a current Renewal Certificate issued by the District Licensing Agency.
- (c) A sign advising the name of the Manager on duty, pursuant to clause 115 of the Sale and Supply of Alcohol Act 2012.
- (d) The Club's opening hours

### **2. ENTRANCES**

A notice in the following form shall be displayed where it can be clearly seen by members and guests at every entrance to the Club's premises:

#### **IMPORTANT NOTICE TO ALL NON-MEMBERS**

Welcome to

#### **WAIKANAE CHARTERED CLUB**

Behaviour in this Club's premises is governed by the Club's Rules and By-laws. While you are here, those Rules and By-laws apply to you just as if you were a member of this Club.

Your continued presence in the Club will be taken to be acceptance of this condition. A copy of the Rules and By-laws is available for inspection from the Secretary/Manager. Please enjoy your time with us.

### **3. BAR AREAS**

The following shall be in each bar area:

- (a) A notice advising that sales of liquor pursuant to the Club's Off-License may only be made to Members of the Club, excluding junior members and to visitors from Affiliated Clubs;
- (b) A copy of the Club's Host Responsibility policy;
- (c) Notices relating to the availability of food and low alcohol beverages; and
- (d) Information regarding assistance with and/or alternative forms of transport.

#### **4. CATERING OPERATIONS**

- (a) A copy of the Club's current Certificate of Registration by the relevant local authority pursuant to the Health (Registration of Premises) Regulations 1966 shall be displayed in a prominent location near the till in each of area of the Club's catering operations.
- (b) Pursuant to section 7 Food Hygiene Regulations 1974, a notice shall be conspicuously displayed in each of the Club's toilets and changing facilities, calling on workers to wash their hands thoroughly:
  - (i) before commencing and recommencing work; and
  - (ii) before handing food, on any occasion after using the toilet.

#### **5. GAMING MACHINE AREA**

The following shall be displayed where they can be clearly seen by Members and guests entering and within the gaming machine and TAB area:

- (a) A notice that persons under the age of 18 years are not allowed to use gaming machines or the TAB;
- (b) Visitors must be properly authorised to be present in the club with a valid visitor's pass;
- (c) A copy of the Club's current licence to operate Gaming Machines issued pursuant to the Gaming Act 2003;
- (d) A notice as follows:

GAMING MACHINES ARE FOR THE USE OF MEMBERS, GUESTS ACCCOMPANIED BY MEMBERS AND RECIPROCAL VISITORS ONLY. PRIZES WILL ONLY BE PAID TO THOSE PERSONS DETAILED ABOVE AND PROOF THAT THE PERSON IS LAWFULLY IN THE CLUB WILL BE REQUIRED.

- (a) THE CLUB WILL WITHHOLD PRIZES WHERE SUCH PROOF CANNOT BE SUPPLIED. The Problem Gambling material as specified in the Club Care Responsible Gambling Management Manual
- (b) Club Care codes, notices and signage