



Masterton Tramping Club Incorporated

Constitution

2 October 2025

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1.0 Name

- The name of the **Society** is Masterton Tramping Club Incorporated (in this **Constitution** referred to as the '**Club**').

2.0 Logo

- The **Club** logo can only be changed by a duly proposed motion that is passed at a **General** (annual or special) **Meeting**.

3.0 Commencement date of this constitution

- This **Constitution** comes into effect on the day following approval by **Members** at a **General Meeting**. Prior to that date, the existing *Constitution* effective 1 April 1994 document governs the operation of the **Society**.

4.0 Purposes

- The primary purposes of the **Club** are:
 - (a) To encourage and facilitate walking, climbing, mountaineering or other outdoor recreational activities; but always subject to (c)
 - (b) To encourage and facilitate such field interests as accord with object (a), such as botany, photography etc, but always subject to (c)
 - (c) To preserve and protect the native flora and fauna, the natural scenic properties of the bush and the country generally.
 - (d) To endeavour to achieve, and maintain and to co-operate in the preservation of mountain and forest areas as a natural, unspoiled reserve and to actively lobby any appropriate authority to promote the views of the Club in pursuance of this object.
 - (e) To encourage and facilitate social intercourse between members.
 - (f) To build and maintain huts and resorts and to cut tracks; and to co-operate with other Clubs and organisations and to invest funds, and to do such other acts as may reasonably accord with the above objects, but always subject to (c)
- The **Club** must not operate for the purpose of, or with the effect of:
 - distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
 - having capital that is divided into shares or stock held by its **Members**; or
 - holding property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Club or otherwise).

5.0 Act and regulations

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

6.0 Contact person for Incorporated Society Registrar

- The **Club** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- The **Club's** contact person must be:
 - at least 18 years of age, and
 - ordinarily resident in New Zealand.
- A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
 - a physical address or an electronic address, and
 - a telephone number.
 - Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Club** becoming aware of the change.

7.0 Members

7.1 Minimum number of members

- The **Club** shall maintain the minimum number of 10 **Members** required by the **Act**.

7.2 Types of members

- Members** are admitted to different classes of membership under this **Constitution** and shall include, but not be limited to, as follows:
 - Individual Adult Member**
 - Individual Student Member**
 - Family Members**
 - Life Member:** A **Life Member** is a person honoured for highly valued services to the **Club** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member**, except those of paying subscriptions and levies.
 - Honorary Member:** An **Honorary Member** is a person honoured for services to the **Club** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a two-thirds majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.

7.3 Becoming a member: consent

- Every applicant for membership must consent in writing to becoming a **Member** and pay membership fees.
- The signed written consent of every **Member** to become a **Club Member** shall be retained in the **Club's** membership records.

7.4 Becoming a member: process

- An applicant for membership must complete two (2) or three (3) tramps and be proposed by a trip leader and must sign the application form.
- The applicant must supply any information required for the register and will become a **Member** on acceptance of that application by the **Committee**.
- The **Committee** may accept or decline an application for membership at its sole discretion. The **Committee** must advise the applicant of its decision.

7.5 Members' obligations and rights

- Every **Member** shall provide the **Club** in writing with that **Member's** name and contact details (namely, physical or email address and a telephone number) and promptly advise the **Club** in writing of any changes to those details.
- A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Club's** premises, facilities, equipment and other property, and participating in **Club** activities) if all subscriptions and any other fees have been paid to the **Club** by their respective due dates, but no **Member or Life Member** is liable for an obligation of the **Club** by reason only of being a **Member**.
- The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Club**, and to participate in **Club** activities, including any conditions of and fees for such access, use or involvement.
- All **Members** and potential new members shall promote the interests and purposes of the **Club** and shall do nothing to bring the **Club** into disrepute.
- All **Members** and potential new members shall act in a way to enhance harmony of the group. This means behaviour, at all times is respectful of others and the environment; there should be no obtrusive noise and no firearms are to be taken on trips. Dogs may be taken on trips at the Trip Leaders discretion.

7.6 Ceasing to be a member

- A **Member** ceases to be a **Member** -
 - by resignation from that **Member's** class of membership by written notice signed by that **Member** to the **Committee**, or
 - on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
 - on death, or
 - by resolution of the **Committee** where –

- the **Member** has failed to pay a subscription to the **Club** within 6 weeks of date of invoice being the due date for payment, or
- where, in the opinion of the **Committee**, the **Member** has brought the **Club** into disrepute.
- Unless specified otherwise, membership should cease on the day after the membership fee was due, or on the day after resignation, termination, resolution or death, as applicable.

7.7 Obligations once membership has ceased

- A **Member** who has ceased to be a **Member** under this **Constitution** -
 - remains liable to pay all subscriptions and other fees to the **Club**'s next balance date,
 - shall cease to hold himself or herself out as a **Member** of the **Club**, and
 - shall return to the **Club** any club owned property and
 - shall cease to be entitled to any of the rights of a **Club Member**.

7.8 Becoming a member again

- Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.
- But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

8.0 Subscriptions and fees

- The annual subscription, and any other fees for membership for the then current financial year, shall be set by resolution of a **General Meeting**.
- Any **Member** failing to pay the annual subscription, or any levy, within 6 weeks of date of invoice being the due date for payment, shall be considered as un-financial and shall (without being released from the obligation of payment) cease to have any membership rights and the **Committee** may terminate said membership.

9.0 General meetings

9.1 Procedures for all general meetings

9.1.1 Notice

- The **Committee** shall give all **Members** at least 15 **Working Days** emailed written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- That **Notice** will be addressed to the **Member** at the email contact address notified to the **Club** and recorded in the **Club**'s register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

9.1.2 Meeting procedures

- Only financial **Members** may speak and vote at **General Meetings** -
 - in person, or
 - by a signed written proxy (an email or copy being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**, or
 - through the authorised representative of a body corporate as notified to the **Committee**, and
 - no other proxy voting shall be permitted.
- No **General Meeting** may be held unless at least 25 percent of eligible financial **Members** attend throughout the meeting, and this will constitute a quorum.
- If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting - if convened upon request of **Members** - shall be dissolved. In any other case it shall stand adjourned to a date, time and place determined by the **President** of the **Club**. If at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.
- All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the **Vice President**, if the **Vice President** is absent, the meeting shall elect another member of the **Committee** to chair that meeting.
 - Any person chairing a General Meeting may -
 - direct that any person not entitled to be present at the General Meeting be removed from the General Meeting, and
 - in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
- The **Committee** may propose motions for the **Club** to vote on, which shall be notified to **Members** with the notice of the **General Meeting**.
- Any **Member** may request that a motion be voted on at a **General Meeting**, by giving notice to the **Secretary or Committee** at least 10 **Working Days** before that meeting. The **Member** may also provide information in support of the motion. If notice of the motion is given to the **Secretary or Committee** before written **Notice** of the **General Meeting** is given to **Members**, notice of the motion shall be provided to **Members** with the written **Notice** of the **General Meeting**.

9.1.3 Voting procedures

- A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.
- Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting**.
- Any decisions made when a quorum is not present are not valid.
- The **Club** may pass a written resolution in lieu of a **General Meeting**, and a written resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than 75 percent of the eligible financial **Members**.

A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, by electronic means).

9.2 Minutes

- The **Club** must keep minutes of all **General Meetings** and **Committee Meetings**.

9.3 Annual general meetings

9.3.1 When they will be held

- An **Annual General Meeting** shall be held once a year on a date and at an agreed location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- The **Annual General Meeting** must be held no later than 6 months after the balance date of the **Club**.

9.3.2 Business

- The business of an **Annual General Meeting** shall be to -
 - confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - adopt the annual report on the operations and affairs of the **Club**,
 - adopt the Committee's report on the finances of the Club, and the annual financial statements,
 - set any subscriptions for the current financial year,
 - consider any motions of which prior notice has been given to **Members** with notice of the Meeting, and
 - consider any general business.
- The **Committee** must, at each **Annual General Meeting**, present the following information -
 - an annual report on the operation and affairs of the **Club** during the most recently completed accounting period,
 - the annual financial statements for that period, and
 - notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

9.4 Special general meetings

- **Special General Meetings** may be called at any time by the **Committee** by resolution.
- The **Committee** must call a **Special General Meeting** if it receives a written request to do so signed by at least 20 percent of **Members**.
- Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

- The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

10.0 Committee

10.1 Committee composition

- The **Committee** shall comprise no more than eight Members that include
 - a **President**,
 - a **Vice President**,
 - a **Club Captain**,
 - a **Secretary**,
 - a **Treasurer**, and
 - other committee members.
- One member may hold two or more of the positions of **President**, **Vice President**, **Club Captain**, **Secretary** or **Treasurer**.
- If a vacancy occurs in the **Committee** between **Annual General Meetings** or if the **Committee** decides to appoint an additional person to the **Committee** for a specific purpose, the **Committee** may fill that vacancy or appoint the additional person by a resolution of the **Committee**. Any person whom the **Committee** is considering appointing to fill a vacancy or for a specific purpose must before they are appointed provide a signed consent and certificate that they are not disqualified from being elected or appointed as an **Officer** by this **Constitution** or the **Act**. Any **Committee** member appointed to fill a vacancy or for a specific purpose shall hold office until the next **Annual General Meeting** or they earlier cease to be a member of the **Committee**.
- Every member of the **Committee** must be a **Member** of the **Club**.

10.2 Functions of the committee

- From the end of each **Annual General Meeting** until the end of the next, the **Club** 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**.

10.3 Powers of the committee

- The **Committee** has all the powers necessary for managing - and for directing and supervising the management of - the operation and affairs of the **Club**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

10.4 Sub-committees

- The **Committee** may appoint sub-Committees consisting of such persons for such purposes as it thinks fit. Unless otherwise resolved by the **Committee** -
 - the quorum of every sub-Committee is half the members of the sub-Committee but not less than 2,
 - no sub-Committee shall have power to co-opt additional members,
 - a sub-Committee must not commit the **Club** to any financial expenditure without express authority from the **Committee**, and
 - a sub-Committee must not further delegate any of its powers.

10.5 General matters: committees

- The **Committee** and any sub-Committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** or sub-Committee meeting.
- Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-Committee may regulate its proceedings as it thinks fit.

10.6 Committee meetings

10.6.1 Procedure

- The quorum for **Committee** meetings is at least half the number of members of the **Committee**.
- A meeting of the **Committee** may be held by a number of the members of the **Committee** who constitute a quorum, being assembled or by means of audio, at a date and time appointed for the meeting.
- A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- The members of the **Committee** shall elect one of their number as chairperson if the President is not present at the meeting. The chairperson does not have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

10.6.2 Frequency

- The **Committee** shall meet at least quarterly at such times and places and in such manner as it may determine and otherwise where and as convened by the **President or Secretary**.
- The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days**' notice of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

10.7 Officers

10.7.1 Qualifications of officers

- Prior to election or appointment as an **Officer**, a person must be a natural person who -
 - has consented in writing to be an **Officer** of the **Club**, and
 - certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Club**.

10.7.2 Officers' duties

At all times each

Officer:

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

The **President** is responsible for:

- chairing all meetings, **General Meetings**, Club night meetings and Committee meetings, and to provide leadership for the **Club**.

The **Vice President** is appointed to deputise in the absence of the **President**.

The **Secretary** is responsible for:

- keeping the **Register of Members** up to date,
- maintaining the **Interests Register**,
- taking and recording minutes of meetings,
- receiving and sending correspondence,
- keeping the master copy of the **Constitution**, master copies of forms and information pamphlets and the **Common Seal** of the **Club**.

The **Treasurer** is responsible for:

- keeping accounting records of the **Club's** financial transactions to allow the **Club's** financial position to be readily ascertained. Preparing appropriate financial reports for each Committee meeting complete with the bank statements,
- preparing financial statements together with a financial report for presentation at each Annual General Meeting,
- forwarding the annual financial statement to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

10.7.3 Election or appointment of officers

The election of **Officers** shall be conducted as follows:

- **Officers** shall be elected during **Annual General Meetings**,
- if a vacancy in the position of any **Officer** occurs between Annual General Meetings, the Committee may by resolution appoint a suitable person to that position,
- a candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an **Officer** (as described in the 'Qualification of Officers' rule above), shall be received by the **Club** before the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**,

- votes shall be cast in accordance with voting procedure section in 9.1.3.,
- the failure for any reason of any financial **Member** to receive such **Notice of the Annual General Meeting** shall not invalidate the election.

10.7.4 Term

- The term of office for all **Officers** elected to the **Committee** shall be 1 year, expiring at the end of the **Annual General Meeting**. **Officers** shall be eligible for re-election at the expiration of their term provided that no **Committee** member shall serve for more than 3 consecutive years in the same position unless permitted by a resolution passed at the **Annual General Meeting**.

10.7.5 Removal of officers

- An **Officer** may only be removed as an **Officer** where, in the opinion of the **Committee**,
 - the **Officer** has brought the **Club** into disrepute or,
 - the **Officer** has failed to disclose a conflict of interest or,
 - the **Committee** or the **Club**, at a **General Meeting**, passes a vote of no confidence in the **Officer**,

with removal to take effect at the date specified in the resolution of the **Committee** or the **General Meeting**.

10.7.6 Ceasing to hold office

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

10.7.7 Conflicts of interest

- An **Officer** or member of a sub-Committee who is an **Interested Member** in respect of any **Matter** being considered by the **Club**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) -
 - to the **Committee** and or sub-Committee, and
 - 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**.
- An **Officer** or member of a sub-Committee who is an **Interested Member** regarding a **Matter**-
 - 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
 - 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 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**.

11.0 Records

11.1 Register of members

- The **Club** 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/email, and
 - a telephone number.
- Every current **Member** shall promptly advise the **Club** of any change of the **Member's** contact details.
- The **Club** shall also keep a record of the former **Members** of the **Club**. For each **Member** who ceased to be a **Member** within the previous 7 years, the **Club** will record:
 - the former **Member's** name, and
 - the date the former **Member** ceased to be a **Member**.

11.2 Interests register

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

11.3 Access to information for members

- A **Member** may at any time make a written request to the **Club** for information held by the **Club**.
- The request must specify the information sought in sufficient detail to enable the information to be identified.
- The **Club** must, within a reasonable time after receiving a request -
 - provide the information, or
 - agree to provide the information within a specified period, or
 - agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Club** (which must be specified and explained) to meet the cost of providing the information, or refuse to provide the information, specifying the reasons for the refusal.

- Without limiting the reasons for which the **Club** may refuse to provide the information, the **Club** may refuse to provide the information if -
 - withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Club** or of any of its **Members**, or
 - 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 **Club**, or
 - the information is not relevant to the operation or affairs of the Club, or
 - withholding the information is necessary to maintain legal professional privilege, or
 - the disclosure of the information would, or would be likely to, breach an enactment, or
 - the burden to the **Club** 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
 - the request for the information is frivolous or vexatious, or
 - 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**.
- Nothing in this rule limits Information Privacy Principle 6 of the **Privacy Act 2020** relating to access to personal information.

12.0 Finances

12.1 Control and management

- The funds and property of the **Club** shall be -
 - controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - devoted solely to the promotion of the purposes of the **Club**.
- The **Committee** shall maintain bank accounts in the name of the **Club**.
- All money received on account of the **Club** shall be banked within 5 **Working Days** of receipt.
- All accounts paid or for payment shall be submitted to the **Committee** for approval of payment, or in accordance with any authority delegated to them, to one or more **Officers** for approval of payment.
- The **Committee** must ensure that there are kept at all times accounting records that -
 - correctly record the transactions of the **Club**, and
 - allow the **Club** to produce financial statements that comply with the requirements of the **Act**,
 - and
 - would enable the financial statements to be readily and properly reviewed or audited (if required under any legislation or the **Club's Constitution**).
- The financial statements of the Club are not required to be reviewed or audited, unless requested by the Committee
- The **Committee** must establish and maintain a satisfactory system of control of the **Club's** accounting records.

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

12.2 Balance date

- The **Club's** financial year shall commence on 1 April of each year and end on 31 March (the latter date being the **Club's** balance date).

13.0 Dispute resolution

- The **Club** will follow the dispute resolution procedures specified in Schedule 2 of the **Act**.

14.0 Liquidation and removal from the register

14.1 Resolving to put club into liquidation

- The **Club** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Club** into liquidation.
- The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- Any resolution to put the **Club** into liquidation must be passed by a 75% majority of all **Members** present and voting including proxy votes.

14.2 Resolving to apply for removal from the register

- The **Club** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Club** from the Register of Incorporated Societies.
- The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- Any resolution to remove the **Club** from the Register of Incorporated Societies must be passed by a 75% majority of all **Members** present and voting including proxy votes.

14.3 Surplus assets

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

- On the liquidation or removal from the Register of Incorporated Societies of the **Club**, its surplus assets - after payment of all debts, costs and liabilities - shall be vested in a similarly constituted non-profit organisation with similar aims and aspirations as may be determined by the majority members.

15.0 Alterations to the constitution

15.1 Amending this constitution

- All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 10 per cent of eligible **Members** and given in writing to the **Committee** at least 20 **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.
- At least 20 **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.
- The **Club** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.
- 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.

16.0 Common seal

- The **Club** will have a common seal that must be kept in the custody of the **Secretary**.
- The common seal may be affixed to any document by resolution of the **Committee** and must be countersigned by 2 **Officers**.

17.0 Bylaws (Rules) of the club

- The **Committee** from time to time may make and amend bylaws (rules) and policies for the conduct and control of **Club** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

18.0 Definitions

- In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:
- 'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 'Annual General Meeting' means a meeting of the **Members** of the **Club** held once per year which, among other things, will receive and consider reports on the **Club's** activities and finances.
- 'Committee' means the **Club's** governing body.
- 'Complaint' has the meaning given to it in section 38(2) and (3) of the **Act**.

- '**Constitution**' means the rules in this document.
- '**Dispute**' has the meaning given to it in section 38(1) of the **Act**.
- '**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Club**.
- '**Fee**' means any subscription, charge or levy charged by the **Club**.
- '**Interested Member**' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.
- '**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.
- '**Matter**' means -
 - the **Club's** performance of its activities or exercise of its powers; or
 - an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.
- '**Member**' means a person who has consented to become a **Member** of the **Club** and has been properly admitted to the **Club** who has not ceased to be a **Member** of the **Club**.
- '**Notice**' to **Members** includes any notice given by email, post, or courier.
- '**Officer**' means a natural person who is:
 - a member of the **Committee**, or
 - occupying a position in the **Club** that allows them to exercise significant influence over the management or administration of the **Club**, including any Chief Executive or Treasurer.
- '**President**' means the **Officer** responsible for chairing all meetings, **General Meetings** Club night meetings and committee meetings, and who provides leadership for the **Club**.
- '**Vice President**' means the **Officer** elected or appointed to deputise in the absence of the **President**.
- '**Register of Members**' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.
- '**Secretary**' means the **Officer** responsible for the matters specifically noted in this **Constitution**.
- '**Treasurer**' means the **Officer** responsible for accounting records specifically noted in this **Constitution**.
- '**Special General Meeting**' means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- '**Working Days**' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following - a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Ra Aro ki a Matariki/Matariki Observance Day, and Labour Day.
- '**Written**', '**In Writing**' also includes electronic transactions in line with the Contract and Commercial Law Act 2017.