



OTOROHANGA CLUB INCORPORATED CONSTITUTION AND RULES

APPROVED JULY 2025

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1. NAME

The name of the society shall be Otorohanga Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

In this Constitution, Standing Orders and By-laws, unless the context requires otherwise, the following words and phrases have the following definitions and interpretations:

'Act' means the Incorporated Societies Act 2022, or any legislation that replaces it, including any amendments made to it from time to time, and any regulations made under that Act or under any replacement legislation.

'Adjunct' means a group or section of the Club formed for sporting and special interest groups within the Club.

'Affiliated Club' means a Club which is a member of Clubs New Zealand Incorporated or some other Club or association through whom the Otorohanga Club Incorporated has an arrangement for reciprocal visiting rights for members, irrespective of whether the other Club has an alcohol licence or a permanent charter or not.

'Annual Subscription' is the amount payable annually by members.

'Auditor' means the Clubs auditor.

'Authorised Customer' has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

'Authorised Visitor' has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

'By-laws' means the rules that are adopted at the time of formation of the Club or at a later date, that do not form part of this constitution and may be added or changed or rescinded by a majority vote at a Committee meeting without reference to the Registrar of Incorporated Societies.

'Chairperson' means the person responsible for chairing meetings.

'Close Relation' means a current or former spouse or partner, parent, child, sibling, any person who regularly resides in the household or who within the prior 6 months regularly resided in the household.

'Club' means Otorohanga Club Incorporated.

'Committee' means the Club's governing body.

'Committee Member' means a natural person who is a member of the Committee.

'Constitution' means the rules in this document.

'Electoral Procedure' means a system for which the election of office bearers is utilised ranging from and not limited to, secret ballot, electronic voting system, postal ballot or any other properly conducted electoral process as approved by the AGM or Special General Meeting.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the members 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.

'Member' means an individual person who has agreed to become a member of the Club, has been duly admitted, and has settled all required subscriptions or other financial obligations.

'Month' means calendar month.

'Notice' to members includes any notice given by email, post or courier.

'Officer' means a member of the Committee or a person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

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

'Post' refers to the act of displaying information either electronically or physically within the Club.

'Post Notice' to members means any communication delivered via email, physical mail or courier.

'President' means the Clubs elected president.

'Rules' means individual regulations and/or by-laws that are set in place for guidance, in their various forms, for the efficient management and operation of the Club. Together all the rules form the Club Constitution.

'Secretary' means the Officer responsible for the matters noted in this Constitution.

'Secret Ballot' means a method of voting where the count is not open to dispute and the identity of those voting for or against the motion can be kept secret.

'Vice-President' means the Clubs elected vice-president.

'Working Day' means as defined in the Legislation Act 2019. Including, but not limited to, a Saturday and a Sunday.

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

3. REGISTERED OFFICE

The registered office of the Club shall be at 107 Maniapoto Street, Otorohanga or such other place in New Zealand as the Committee shall from time to time decide.

4. PURPOSE

The primary purposes of the Club are to:

- Conduct, administer and maintain a Club for its members and for such persons as are authorised from time to time, and
- Provide amenities and cultural activities, and
- Promote and facilitate sports events, and
- Provide an atmosphere where members may meet and enjoy companionship and camaraderie with one another.

5. POWERS

The Club has the power to include the following in the pursuance of its purposes, subject to any limitation imposed by this constitution:

- a) To fund its activities by subscriptions or payments from members, fees, or other income.
- b) To borrow, raise or secure the payment of money in such manner as the Club shall think fit, with or without security.
- c) To purchase, sell, lease, exchange, maintain, improve, hire, dispose of, manage, invest, lend, mortgage, charge, gift or otherwise deal with any real or personal property.
- d) To invest, lend or deal with any monies of the Club not required for immediate use in such investments as the Club may think fit.
- e) To employ and remunerate staff.
- f) To undertake legal action.
- g) To form and disband adjuncts.
- h) To enter into any contract, make any arrangements, or undertake any activity for the financial or other benefit of the Club.
- i) To make regulations and by-laws for the conduct of the Club and the discipline required of members, which shall not be inconsistent with the provisions of the Incorporated Societies Act 2022, any other current and relevant legislation and follow the principles of Natural Justice.
- j) To conduct any other functions as outlined in this constitution.
- k) To use any rights or privileges that the Club may deem necessary or convenient for carrying out its powers, or further its purpose under this constitution.
- l) To do anything incidental or conducive to the attainment of any of the objects of the Club.
- m) To enter into reciprocal rights agreements with other entities as it seems fit.
- n) To keep an up-to-date register of members.
- o) Develop policies to cover all unforeseen and possible matters in order to operate its business.

6. PERSONAL BENEFIT

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. No officer or member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity. This does not prevent officers or members:

- a) Receiving reimbursement of actual and reasonable expenses incurred, or
- b) Entering any transactions with the Club for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decisions made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

7. MEMBERSHIP

The Club shall maintain the minimum number of members required by the Incorporated Societies Act.

- a) Classes of Membership: The members of the Club shall be divided into the following classes:
 - i. Life
 - ii. Gold
 - iii. Platinum
 - iv. Ordinary
 - v. Introductory
 - vi. Junior
 - vii. Corporate
- b) All membership classes shall be entitled to:
 - i. Enjoy the facilities of the Club; and
 - ii. Enter any Club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that Clubs rules; and
 - iii. Hold office in accordance with this constitution and have an equal voice in all business of the Club, excluding Junior, Introductory and Corporate members.
- c) A financial member consents to membership in writing, acknowledges that their information will be entered into the Register of Members and agrees to be bound by this constitution, by-laws and policies of the Club.
- d) Every member shall provide the Club in writing with that Members full legal name and contact details, namely physical or postal address, email address and telephone number.
- e) Members obligations and rights include that:
 - i. All members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
 - ii. A member is only entitled to exercise the rights of membership if all subscriptions and any other fees have been paid to the Club by their respective due dates, but no Life or Gold member is liable for an obligation of the Club by reason only of being a member.
 - iii. 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 Clubs activities, including any conditions of and fees for such access, use or involvement.

8. LIFE MEMBER

At an Annual General Meeting of the Club, a Life Member may be elected on account of meritorious service rendered to the Club, in accordance with the following:

- a) Nominations for life membership must:
 - i. State the nominees full name and a brief description of the service rendering them deserving of life membership.
 - ii. Be proposed and seconded by two financial members, and;
 - iii. Be deposited to the Secretary no later than 4pm on 1 May of each year.
- b) The Committee may elect to recommend a member for Life membership. No nomination for Life membership will be put to the Annual General Meeting without unanimous support of the Committee.
- c) The Committee will post a notice of intention to recommend a Life member no later than fourteen (14) working days prior to the Annual General Meeting of that year.
- d) The Club may elect a member recommended by the Committee for Life membership, by simple majority at the Annual General Meeting.
- e) A Life member is not liable for any subscriptions or levies in respect of their membership.

9. GOLD MEMBER

- a) Of the age of sixty-five (65) or older and;
- b) Fifty (50) continuous years membership of the Club.
- c) A Gold member is not liable for any subscriptions or levies in respect of their membership.

10. PLATINUM MEMBER

- a) Of the age of sixty-five (65) or older with fifteen (15) continuous years of membership of the Club, or;
- b) Twenty-five (25) continuous years of membership of the Club.
- c) A Platinum member shall be charged a subscription.

11. ORDINARY MEMBER

- a) Individuals of at least the legal age to purchase alcohol, as defined in the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

- b) An Ordinary member shall be charged a subscription.
- c) The Committee reserves the right to revoke Ordinary membership within ninety (90) days of application, if the Ordinary member is found to have provided false information or is deemed to have breached the Clubs constitution. In the event that Ordinary membership is revoked;
 - i. The member shall be informed in writing of the decision
 - ii. The subscription fee refunded
 - iii. Not authorised to enter the Club for a period of twelve (12) months from date of membership revoked.

12. INTRODUCTORY MEMBER

- a) Individuals of at least the legal age to purchase alcohol, as defined in the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.
- b) Each applicant for Introductory membership shall complete the application for membership form and supply any information as may be reasonably required by the Committee regarding the application for membership.
- c) At the time of submitting the membership application, pay the subscription fee.
- d) Introductory membership shall be valid for a period of one calendar month from the day of joining.
- e) Introductory membership cannot be extended and is not renewable.
- f) Introductory members shall automatically lose their Introductory membership status:
 - i. At the conclusion of the one-month period from the date of joining; or
 - ii. Upon admission as an Ordinary member, whichever is earlier.
- g) Introductory members rights are restricted to the following:
 - i. No voting or speaking rights at any General Meeting
 - ii. No rights to hold office or be a member of the Committee
 - iii. Is not entitled to reciprocal visiting rights
 - iv. Are not entitled to participate in member promotions
 - v. Maybe subject to other restrictions as determined by the Committee
- h) The Committee reserves the right to revoke Introductory membership at any time if the Introductory member is found to have provided false information or is deemed to have breached the Clubs constitution.

13. JUNIOR MEMBER

- a) In individual aged between ten (10) and seventeen (17) years of age may be eligible for membership providing their parent or legal guardian is a member of the Club and consents to the application for membership.
- b) Each applicant for Junior membership shall complete the application for membership form and supply any information as may be reasonably required by the Committee regarding the application for membership.
- c) At the time of submitting the membership application, pay the subscription fee.
- d) Junior members shall automatically lose their Introductory membership status:
 - i. One month after reaching the age of eighteen (18) years; or
 - ii. Upon admission as an Ordinary member, whichever is earlier.
- e) Junior members rights are restricted to the following:
 - i. No voting or speaking rights at any General Meeting
 - ii. No rights to hold office or be a member of the Committee
 - iii. Are not entitled to participate in member promotions
 - iv. Maybe subject to other restrictions as determined by the Committee
- f) A Junior member may have the rights of admission to an affiliated Club with which the Club has reciprocal rights.

14. CORPORATE MEMBER

In accordance with the Incorporated Societies Act 2022 an association, Club or other corporate body may apply to become a Corporate member of the Club in accordance with the following:

- a) Each applicant for Corporate membership shall complete the application for membership form and supply any information as may be reasonably required by the Committee regarding the application for membership.
- b) At the time of submitting the application, pay the subscription fee.
- c) On applying to join, the applicant for Corporate membership shall supply the Club with a list of corporate affiliates for the purpose of Corporate 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 approved by the Committee.
- d) Those persons who are on the list of corporate affiliates supplied by the Corporate members 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 limitations:
 - i. The right of entry to the Club premises is restricted to such times as the Corporate Member is using the premises for an agreed purpose.

- ii. The voting and speaking rights at meetings of the Club shall be limited to the rights extended to the Corporate Affiliate.
- iii. 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.
- iv. 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.
- v. A Corporate Affiliate may apply for Ordinary Membership of the Club.

15. REGISTER OF MEMBERS

- a) The Club will maintain a register of members in accordance with the Incorporated Societies Act 2022.
- b) The Register of Members will at all times be administered in accordance with the Privacy Act 2020 and the Clubs Privacy Policy.
- c) The Club will update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- d) Subject to certain grounds for refusal set out in the Privacy Act 2020, members have the right to access the information held about them within the register of members and to request a correction at any time.

16. SUBSCRIPTIONS

- a) The Annual Subscription relating to each category of membership shall be such sum as shall be determined by the Committee from time to time.
- b) The Annual Subscription shall be payable yearly in advance on or before 1st October in each year.
- c) Any member whose subscription or other dues are not paid by 1st October shall:
 - i. Thereupon automatically cease to be a financial member and lose his or her associated rights and privileges. They will however be allowed to access the premises up to three (3) times within a sixty (60) days period.
 - ii. If after three (3) calendar months the subscription remains in arrears, the register of members will be updated to record the date on which they ceased to be a member;
 - iii. Reapply for membership pursuant to the rules for the applicable category of membership to be reinstated as a member;
- d) A member incapacitated through illness, accident or distress may, on notice in writing given to the Secretary, have their membership suspended or remitted.
- e) Failure to pay the annual subscription due will result in the membership ceasing.

17. RESIGNATION

- a) Members wishing to resign their membership must do so in writing to the Secretary of the Club via email, post or hand delivery.
- b) On termination of a members membership following a dispute resolution process under this constitution.
- c) On death of a member, membership rights and privileges will cease and are not transferable.
- d) By resolution of the Committee where the member has failed to pay a subscription, levy or other amount due to the Club within three (3) months of the due date for payment.
- e) In the opinion of the Committee the member has brought the Club into disrepute.
- f) No subscriptions, levies or other payments already received by the Club as at the date of resignation shall be refunded to the resigning member on resignation.
- g) A member who has ceased to be a member shall no longer be entitled to any of the rights of a Club member.

18. DISPUTES AND APPEALS

- a) All members of the Otorohanga Club Incorporated will be covered by these rules and may be subject to penalties, sanctions or orders imposed by the Disciplinary Committee.
- b) If the conduct of any member should be reported as objectionable, a member, guest, visitor, staff member or any member of the public making the complaint shall do so in writing to the Manager, as soon as practical and no later than one calendar month after the incident, on the Complaint Form as prescribed by these By-Laws.
- c) The Complaint Form will include:
 - i. The name of the Complainant.
 - ii. Their membership number and position held within the Club (if any).
 - iii. The name of the person complained about (respondent).
 - iv. The date, time, and location of the incident.
 - v. The nature and details of the incident.
 - vi. The name of witnesses (if any).
 - vii. The remedy sought by the complainant.
- d) Upon receipt of a complaint, the Committee will decide whether a Disciplinary Committee needs to be convened within 14 days or within a reasonable time as circumstances permit. In the event of a complaint being made against a member of the Committee, a Disciplinary Committee will be convened by the Manager.

- e) Depending on the seriousness of the complaint and at the discretion of the President and/or the Manager, the respondent may be immediately notified that they are temporarily suspended pending an investigation and/or until a hearing if any.
 - i. The Disciplinary Committee will consist of three (3) members of the Committee who have no actual, apparent or perceived bias in relation to the respondent.
 - ii. In the event that three (3) Members cannot be found to be free of any actual, apparent or perceived bias up to three (3) financial members of the Club may be co-opted by the Committee to form a Disciplinary Committee. If this is still not possible, they may co-opt up to three (3) non-members of the Club to fill the vacancy or vacancies with the preference being given to members of another Club or members of the public in good standing.
 - iii. If the complaint is against a Committee member the Manager may co-opt three financial Club members who have no actual, apparent or perceived bias in relation to the respondent. If this is not possible, the Manager may co-opt up to three (3) non-members of the Club with the preference being given to members of another Club or members of the public in good standing.

- f) Prior to any hearing, the Disciplinary Committee will request that the Manager, or his/her representative, endeavor to obtain any witness statements as appropriate to the complaint. In all cases the witness statement(s) will be provided to the respondent prior to the hearing and will be tabled at any mediation or hearing.

- g) Witnesses may or may not be called to, or requested to attend, any mediation or hearing in person as deemed appropriate.

- h) The Disciplinary Committee may, where they deem appropriate, use Restorative Justice or Mediation in the first instance before taking the complaint to a Disciplinary Hearing. This will be at the discretion of the Disciplinary Committee.

- i) The respondent will be notified of the complaint against them in the Advice of Complaint Form as soon as practically possible taking into account potential sensitive issues and difficulties that may arise from the complaint.
 - i. Notification will be sent to the email address in the Clubs register of members or, in the event the respondent does not have an email address in the Clubs register of members, to their mailing address in the Clubs register of members.

- j) At the time of notification, the respondent will be given a minimum of 7 days' notice of the date and time of the mediation meeting or hearing. The respondent may request a different date and/or time however any request to change is at the discretion of the Disciplinary Committee.
 - i. In the event that the respondent does not attend, the meeting or hearing will be heard in their absence.

- k) The respondent shall be supplied with any statements relating to the complaint that are obtained after receipt of the complaint which have not previously been provided to the respondent.
 - i. Any video, photographic or audio evidence compiled by the Club will not be permitted to be copied or taken off the Club premises by either party. The respondent may request a viewing of such evidence (along with any support person or legal representative) at a time agreed upon with the Manager or his/her representative.
- l) The respondent is entitled to be represented at the hearing by legal counsel who holds a current practicing certificate. In addition, they may bring one (1) support person of their choice to the meeting. Any support person attending will not be permitted to cross-examine any witnesses or make submissions on their behalf.
- m) The Disciplinary Committee may bring a Club legal representative to any meetings or hearing.
- n) The Disciplinary meeting or hearing will be audio recorded for accuracy which will be saved on the Club computer servers for a minimum of twelve (12) months where possible but may be kept for a longer period. A copy will not be provided to any party.
 - i. Neither the Complainant nor Respondent will be permitted to record proceedings. A transcript of the meeting may be requested and will be supplied to either party within fourteen (14) days.
- o) At any time during the hearing the Disciplinary Committee may adjourn or halt proceedings to obtain any legal or other advice, information, witness statement/s or for any other reason it sees fit. The proceedings will be recommenced at a time set by the Disciplinary Committee.
- p) At the conclusion of any meeting or hearing the Disciplinary Committee may take up to seven (7) days to deliberate and reach a decision. Once a decision has been made the Disciplinary Committee will notify both the complainant and the respondent of their decision in writing and the reasons for the decision within three (3) working days.
 - i. The respondent will have three (3) days to respond to the decision of the Disciplinary Committee.
 - ii. In the event of the Disciplinary Committee finding a complaint proved they will convene at any time, but no more than seven (7) days to determine the imposition of any sanction or penalty if any. This does not preclude the Disciplinary Committee imposing a sanction or penalty immediately after finding the complaint proved. The respondent will be notified of the sanction or penalty, and the reasons for the sanction or penalty, within two (2) working days of the decision.
- q) The respondent will have seven (7) days to notify the Club of any wish to appeal the decision. The notification must be in writing either in hard copy mailed to the Otorohanga Club Incorporated or sent via email to the Manager at manager@otoclub.co.nz

- i. The respondent will have up to a further seven (7) days to notify the grounds for their appeal on the Appeal Form.
 - ii. If in the opinion of the Manager the sanction, penalty or order made by the Disciplinary Committee is manifestly inadequate or inappropriate, the Manager may file an appeal within seven (7) days of receiving the Disciplinary Committee's decision. A copy of the appeal must be served within a further seven (7) days of the respondent.
- r) On receipt of an appeal notice an Appeals Committee will be convened. The Appeals Committee can not include any of the members of the original Disciplinary Committee.
- s) The Appeals Committee will be given any and all information, statements, recordings, video, transcripts and any other evidence as gathered during the Disciplinary proceedings. They may at their discretion obtain new information, witness statements or advice they deem necessary.
- t) The Appeals Committee will set a date and will inform the respondent and the process will follow the same process as the Disciplinary Committee.
- u) The Appeals Committee decision will be final, and no further appeal will be permitted.
- v) The Disciplinary Committee or Appeals Committee have the power to issue a warning or caution, impose a good behaviour bond, suspend, or cancel Club Membership, expel the Member, ban the Member from rejoining the Club for any length of time, or apply penalties, sanctions or orders they see fit.
- w) At all times during the process the privacy of all parties must be respected by all parties. All hearings will be private. No members of the public or members shall be entitled to attend. Representatives of the media are not entitled to attend.
- x) The Disciplinary Committee or Appeals Committee may or may not disseminate to the Club Members any penalty, sanction or order given in any manner as it sees fit.
- y) These rules apply to all Otorohanga Club Incorporated members within the Club and its grounds and to Otorohanga Club Incorporated members when they are representing the Club in any official capacity outside the Club Premises.
- z) In the matter of complaints involving members of any Club Adjuncts, the Club has the power to delegate disciplinary matters that are minor in nature to the Adjunct.

19. IMMEDIATE SUSPENSION

After Consultation with the Club President, the Club Manager may serve a trespass notice to any member who breaches current relevant legislation in relation to the Sale & Supply of Alcohol and

Class 4 Gambling. Such trespass notice must be conveyed to all Committee members at earliest notice.

20. COMMITTEE

- a) 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.
- b) The Committee has the powers necessary for managing, directing and supervising the management of the operations and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in Incorporated Societies Act 2022 or this constitution.
- c) The Committee members of the Club will consist of:
 - i. A President
 - ii. A Vice President
 - iii. Seven (7) other Committee members
- d) **Eligibility:** Each Committee Member must:
 - i. Meet the eligibility criteria set out within the Incorporated Societies Act 2022.
 - ii. Be a Financial Member of the Club.
 - iii. Not be an employee of the Club.
 - iv. Not be a close relation of an employee of the Club, office holder or nominee for office.
 - v. Have been a financial member for at least two (2) years immediately before nomination.
 - vi. For the position of President and Vice-President have served at least twenty-four (24) months on the Committee and been a financial member of the Club for six (6) years.
 - vii. Have completed the appropriate nomination for Committee form.
- e) **Term of Office:** Committee Members shall:
 - i. Remain in office for a two-year term running from the time of election until the conclusion of the following second Annual General Meeting unless sooner removed by death, resignation or otherwise.
 - ii. Be eligible for re-election.
- f) **Election:** The Committee shall be elected in the following manner:
 - i. In writing on the applicable nomination form.
 - ii. Proposed by a financial member, and seconded by another financial member.
 - iii. Deposited with the Secretary at least twenty-eight (28) days before the date set down for the election as passed by the Committee.

- g) The Secretary shall at least twenty-one (21) days prior to the date of the election, give notice to all financial members of the nominations received for Committee positions and, in the event that there are a greater number than required for specific positions, forward a ballot paper with the list of nominees.
- h) Officers shall be elected by remote ballot in accordance with the procedures for giving notice.
- i) Voting for the election shall open twenty-one (21) days prior to the Annual General Meeting and shall be conducted by an approved electoral procedure.
- j) Voting shall close no later than 7pm, on the Friday before the Annual General Meeting.
- k) The failure for any reason by any member to receive such notice shall not invalidate the election.
- l) If there are not sufficient nominations to fill the vacant President role, the elected Vice President shall become President and the Committee shall appoint a Vice President.
- m) If there are not sufficient nominations to fill a vacant Committee role, the Committee may elect to co-opt an eligible person to fill the vacant role or leave the position vacant providing a quorum is maintained.
- n) One person may only hold one office.
- o) In the event of any vote being tied the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- p) If a recount of votes is required, the following process will be adopted:
 - i. The recount will be conducted by the returning officer and appointed scrutineers who were not involved with the original count.
 - ii. Candidates that have requested a recount may have a representative present at the recount but cannot participate in the actual counting of votes.
- q) **Committee Resignation:**
 - i. A member of the Committee may resign by signing a written notice of resignation and given to the Committee. The notice of resignation is effective when it is received by the Committee or at a later date specified in the notice of resignation.
 - ii. Committee members are deemed to have resigned if they are absent from three (3) consecutive meetings of the Committee without leave of the Committee.

r) **Committee Removal from Office**

- 1) A member of the Committee may be removed from office for any reason which the Committee deems expedient in accordance with the following:
 - i. The Committee shall convene a Special Meeting of the Committee to consider the removal of the Committee member.
 - ii. The Committee must give seven (7) days' notice in writing to the Committee member informing the Committee member of their right to appear and heard at the meeting.
 - iii. After the Committee member in question has had the opportunity to be heard, the meeting may elect to remove the Committee member from office by seventy-five percent (75%) majority vote.
 - iv. If the meeting elects to remove the Committee member, such removal shall be effective immediately.
- 2) On receipt of a notice of motion of no confidence in one or more Committee members, signed by ten percent (10%) of the total membership or seventy (70) members, whichever is greater, the Committee shall convene a Special General Meeting and proceed in accordance with conduct of general meeting rules.
 - i. In the event that a notice of motion of no confidence is raised against more than one Committee member or the entire Committee, the motion will be discussed at the Special General Meeting. If the motion is carried, the meeting will appoint three (3) members of the Club to assume the governance role until new elections can be conducted at a date set by the special general meeting.
- 3) A Committee Member, who has been convicted of any offence which in the opinion of a majority of the Committee brings the Club shall automatically and immediately be removed from office.
- 4) A Committee Member, who becomes disqualified from holding office in accordance with Section 47(3) of the Incorporated Societies Act 2022 shall automatically and immediately be removed from office.
- 5) The Committee may elect to remove a Committee Member who becomes physically or mentally incapacitated to the extent that he or she cannot carry out his or her duties as a Committee Member.
- 6) No Committee Member who has been removed from office shall be eligible for re-election without the consent of a General Meeting.

- s) **Vacancy:** Any vacancy in any Committee position that is not filled at an election, or which occurs between elections shall be filled by the next highest polling candidate at the preceding election or not filled as the Committee see fit, providing a quorum remains.

- t) **Powers:** The Committee shall, subject to any limitations imposed by this Constitution, have the power to:
- i. Exercise all the powers and authorities of the Club.
 - ii. Do such other acts and things as it deems necessary or expedient for carrying on the business of the Club.
 - iii. Form standing or ad hoc Committees for the purpose of exercising its duties, authorities, or powers.
 - iv. Delegate its duties, powers, and authorities to the Manager or to a Committee member.
 - v. Co-opt any person to assist with its functions; and
 - vi. From time to time, as they see fit make By-Laws that are consistent with the Constitution of the Club for operational purposes. A register of these By-Laws must be kept and members must have access to the register on request.
 - vii. Consider and develop policies pertaining to the operation of the Club or as required by law.
- u) **Duties:** Committee Members shall at all times:
- i. Render every assistance to the President, Vice-President and staff of the Club to maintain order and to prevent infringement of the Rules, Regulations or By-Laws or the terms of any charter or licence which may from time to time be granted to the Club.
 - ii. Use powers for the proper purpose, to comply with the Act and the Clubs constitution.
 - iii. Act in good faith and the best interests of the Club.
 - iv. Exercise a degree of care and diligence of a reasonable person with such responsibilities.
 - v. Not allow the Club activities to be carried on in a reckless manner or in a way likely to create a substantial risk of serious loss to the Club's creditors.
 - vi. Not to allow the Club to incur obligations that the officer does not reasonably believe will be fulfilled.
 - vii. Abide by the Clubs Committee Code of Practise and Conduct, and
 - viii. Any other duties which the Committee of the Club may from time to time determine.
- v) **Interests Register:** The Committee must keep and maintain a register of disclosures made by officers under Section 73 of the Incorporated Societies Act 2022.
- i. The interests register must be made available for inspection by the officers of the Club at any reasonable time.
 - ii. An officer with a direct or indirect financial interest in a matter must disclose, as soon as practicable details of the nature and extent of the interest.
 - iii. A member of the Committee who is interested in a matter:
 - iv. Must not vote or take part in a decision of the Committee relating to the matter; and
 - v. Must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - vi. May take part in any discussion of the Committee relating to the matter and be present at the time of the decision.

21. PRESIDENT AND VICE PRESIDENT

- a) The President and Vice-President shall be ex officio members of all Sub-Committees, and Adjuncts.
- b) The President shall preside over all meetings of the Committee and over all Annual and Special General Meetings of the members, in the absence of the President the Vice-President shall preside.
- c) At all meetings the President shall be entitled to a casting vote.
- d) The President shall be the contact person with whom the Registrar can contact when needed.
- e) The President shall be the Clubs representative with the Manager, in matters of Club business.
- f) In the event of a vacancy of the office of President, the Vice-President shall assume that role for the remainder of the term. In the event of a vacancy in the role of Vice-President, the Committee shall elect a Committee member to that role for the remainder of the term.

22. SECRETARY

- 1) The Club shall appoint a Secretary whose duties shall be to:
 - i. Attend to the accounting and clerical duties of the Club.
 - ii. Take minutes of Committee and General Meetings.
 - iii. Generally, conform to such regulations as shall from time to time be made by the Committee.
- 2) The Secretary's remuneration shall be determined by the Committee.
- 3) Nothing in this Rule shall preclude the engaging of outside professional services in the performance of any of the above duties or from combining the office of Secretary with that of Manager (Secretary/Manager).

23. MANAGER

- a) It shall be the duty of the Manager to carry out all such duties as are required to manage the affairs of the Club. The Manager shall be accountable to the Committee being that body's only direct employee. All other employees shall be under the direct control of the Manager.
- b) The role and responsibilities of the Manager shall be detailed in:
 - i. A Position Description, which shall be kept up to date by the Committee; and
 - ii. An Employment Agreement.

- c) The Manager shall attend and take part in all Committee and General Meetings except on occasions where the collective Committee decides otherwise. The Manager shall not be entitled to exercise a vote on any question.
- d) The Manager shall be the Club's representative in respect to both legislative provisions and legal requirements and shall act as the Secretary of the Club.

24. AUDITOR

- a) The Club's accounts shall be audited annually by a chartered accountant appointed by the members at the Annual General Meeting, who shall:
 - i. Be a member of the Institute of Chartered Accountants of New Zealand; and
 - ii. Not be a Committee Member or hold any other office in the Club.
- b) 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.
- c) The auditor shall be paid such fees as may be determined by the Committee from time to time.
- d) 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.

25. INDEMNITY AND INSURANCE

- a) The Club may indemnify or obtain insurance for an Officer, Employee or a Member for liabilities or costs to the extent permitted by law.
- b) No Officer shall be liable for the acts or defaults of any other Officer, or any loss caused by such acts or defaults, unless caused by their own wilful default or wilful acquiescence.
- c) The Officers shall be indemnified by the Association for all liabilities and costs reasonably incurred by them in proper performance of their functions and duties, other than as a result of their wilful default.

26. ANNUAL GENERAL MEETING

An Annual General Meeting shall be held once a year on a date and at a 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.

- a) The Annual General Meeting must be held no later than the earlier of the following:

- i. Six (6) months after the balance date of the Club
 - ii. Fifteen (15) months after the previous annual general meeting.
- b) The Annual General Meeting of the Club must be held by a quorum of members. Participation in the meeting may be in person or via participation by means of audio link, audio-visual link, or other electronic communication as determined by the Committee for the purpose of receiving:
 - i. An annual report on the operations and affairs of the society during the most recently completed accounting period.
 - ii. And adopting the Financial Statements of the Club.
 - i. Providing notice of the disclosures of interests, including a brief summary of the matters, or types of matters, to which those disclosures relate.
 - i. Considering, and if necessary, taking action on, any motion relating to the annual report or Financial Statements.
 - ii. Considering, and if necessary, taking action on, any other motion of which due notice pursuant to Alterations of Constitution Rules has been given.
 - iii. Election of Returning officer.
 - iv. Election of Auditor; and
 - v. Written general business.
- c) At least fourteen (14) days before the Annual General Meeting, the following shall be posted on the Club's notice board and electronic media:
 - i. Notice of the Annual General Meeting.
 - ii. The Annual Report.
 - iii. The Financial Statements.
 - iv. Notice of Disclosures; and
 - v. Notice of any other business to be transacted at the Meeting.

27. SPECIAL GENERAL MEETING

- a) The Committee shall convene a Special General Meeting if at any time:
 - i. The Committee considers such a meeting necessary or desirable; or
 - ii. The Secretary receives a written requisition to do so signed by not less than ten percent (10%) of the total membership or fifty (50) members, stating the purpose of the Meeting requisitioned, in which case the meeting must be convened for that purpose only.
 - iii. Seven (7) days' notice specifying the time and place of a Special General Meeting, its purpose and an agenda shall be given by notice on the Club's notice board and electronic media.

28. CONDUCT OF GENERAL MEETINGS

- a) At all General Meetings, the chairperson shall be.
 - i. The President; or
 - ii. In his or her absence, the Vice-President; or
 - iii. In the absence of both the President and the Vice-President, a Committee Member elected by the Meeting or.

- iv. If the Committee deem it necessary to acquire the services of an independent Chairperson due to the nature of the business to be discussed at a special general meeting.
- b) The quorum for a General Meeting shall be forty (40) members.
- c) Minutes of all General Meetings are required to be kept.
- d) A General Meeting shall be adjourned if:
 - i. A quorum is not present within half an hour after the time fixed for the Meeting; or
 - ii. A quorum is present and the Meeting elects to adjourn.
- e) If a Meeting is adjourned, the Committee shall:
 - i. Fix a new date not more than fourteen (14) days later; and
 - ii. Give at least three (3) days' notice of the adjourned Meeting by notice on the Club's notice board and social media platforms.
- f) If a quorum is not present at an adjourned Meeting, the Meeting shall lapse. If a quorum is not present for a Special General Meeting, the agenda as displayed on the Notice Board shall automatically revert to the Committee to adjudicate on.
- g) **Resolutions:**
 - i. A Member may without notice ask any question or move any resolution relative to the Annual Report or Balance Sheet.
 - ii. Any Member intending to move a resolution bearing on any other matter must give notice of the proposed motion, seconded by another member, to the Secretary at least twenty-one (21) days before the Meeting and such notice of motion shall be forwarded to each Member with the notice of the Meeting.
- h) **Procedure:** The following rules of debate shall apply:
 - i. Each Member may speak only once to each motion or amendment, except the mover, who may reply.
 - ii. The mover of any resolution or substantial amendment to a resolution shall be allowed five (5) minutes in which to introduce his proposition and ten (10) minutes for reply, or vice versa, and any other speaker will be allowed five (5) minutes.
 - iii. The Chairperson shall decide whether any amendment proposed to a resolution is a substantial amendment or not.
 - iv. If freer 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.
 - v. In Committee no Member shall speak for more than five (5) minutes at a time.
 - vi. 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.

- vii. Except as otherwise provided by these Rules, all questions shall be decided by simple majority vote.
- i) **Voting:** At any General Meeting:
 - i. Each member eligible to vote shall be entitled to be present and to give one vote on all questions.
 - ii. Voting shall be on show of hands in the first instance.
 - iii. A declaration by the Chairperson 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
 - iv. In the event of equal votes being cast, the Chairperson shall have a casting vote.

29. COMMITTEE MEETINGS

- a) The Committee shall meet regularly at a time and place to be determined by the Committee, or on a requisition in writing to the Secretary, setting out the purpose for which the Meeting is required. A date for a Committee Meeting must be set within four (4) days of the Secretary receiving a requisition under this rule.
- b) At all Committee Meetings, the Chairperson shall be:
 - i. The President; or
 - ii. In his or her absence, the Vice-President; or
 - iii. In the absence of both the President and the Vice-President, a Committee Member elected by the Meeting.
- c) The quorum for a Committee Meeting shall be not less than four (4) of its members.
- d) Minutes of all Committee Meetings are required to be kept.
- e) Any Committee Meeting shall be adjourned if:
 - i. A quorum is not present within half an hour after the time fixed for the Meeting; or
 - ii. A quorum is present and the Meeting elects to adjourn.
- f) If a Committee Meeting is adjourned, the Committee shall:
 - i. Fix a new date not more than fourteen (14) days later; and
 - ii. Give at least three (3) days' notice of the adjourned Meeting to each Committee Member.
- g) If a quorum is not present at an adjourned Meeting, the Meeting shall lapse.
- h) Except as otherwise provided by this Constitution, all questions raised at a Committee Meeting shall be decided by a simple majority of votes cast.
- i) In the event of equal votes being cast, the Chairperson shall have a casting vote.

30. ACCOUNTS AND FINANCIAL MANAGEMENT

1) General Accounting and Financial Management

- a) The Committee shall ensure that accounting records are kept that:
 - i. Correctly record all transactions; and
 - ii. Allow for the production of financial statements in compliance with the Incorporated Societies Act 2022 and any other relevant legislation; and
 - iii. Enable the financial statements to be readily and properly audited if required under any legislation or this constitution.
- b) The Committee will ensure that an appropriate accounting system is adopted to maintain a satisfactory system of control of the Clubs accounting records.
- c) All revenue shall be banked with the approved financial institution after being accounted for within the Club's accounting system.
- d) Payments are to be authorised by two approved persons.
- e) Physical stock takes are to be completed on a minimum monthly basis.
- f) Capital and maintenance expenditure over \$20,000 to have at least two (2) quotes where practical.
- g) The Club shall make returns required by the relevant New Zealand legislation and comply with all the relevant requirements of those Acts.

2) Committee and Officer Expenses

- a) Any expense incurred by Committee members or Officers must have prior approval.
- b) Committee members or Officers representing the Club whilst at conference or events shall be paid a daily allowance subject to prior approval.
- c) Allowances/Honorariums for Committee member as approved at the last Annual General Meeting are to be paid annually.

3) Adjunct Accounts and Financial Management

- a) All adjuncts must conduct their financial transactions within the confines of this constitution and according to the Clubs accounting system and processes.
- b) Each Adjunct will have lodged a minimum of two (2) original signatures and names of the persons authorised to uplift cash or authorise payments from the adjuncts accounts.

- c) No two persons who are close relations are permitted to be signatories on the accounts of any of the Club's sections.
- d) Within one month of the adjuncts AGM the adjuncts must provide a financial report, AGM minutes and a list of the adjuncts Committee members to the Secretary.
- e) Adjunct expenditure exceeding one thousand dollars (\$1,000) must be approved by the Club Manager, who may query the validity of the request.
- f) All raffle money must be deposited with the Duty Manager on the day of the raffle, no monies are to be removed from the Club Premises.

31. ACCESS TO INFORMATION

- a) Members have the right to request information held by the Club, including but not limited to copies of financial reports and minutes of confirmed general and/or Committee meetings. This information will be read at the Club and not be copied, photographed or taken from the premises unless in accordance with the Official Information Act, Privacy Act or any other such Act.
- b) Requests to access information must be made in writing and must specify the information sought in sufficient detail to enable it to be identified.
- c) The Club will, within a reasonable time after receiving a request:
 - i. Provide the information; or
 - ii. Agree to provide the information within a specified period; or
 - iii. Refuse to provide the information, specifying the reasons for the refusal.
- d) The Club may refuse to provide the information if:
 - i. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - ii. 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
 - iii. The disclosure of the information would, or would be likely to, prejudice the commercial position of any other person, whether or not that person supplied the information to the society; or
 - iv. The information is not relevant to the operation or affairs of the society; or
 - v. The request for the information is frivolous or vexatious.

32. ADJUNCTS

- a) An Adjunct may be formed within the Club for sporting or special interest groups, subject to approval from the Committee, such adjuncts are bound by the Rules and By-Laws of the Club at all times.

- b) All Adjuncts must have a set of rules that is consistent with this constitution and must be approved by the Club Committee and at an Adjunct Annual General Meeting. If the adjunct rules are inconsistent with the Club constitution, then the Club constitution will prevail.
- c) The Club Committee shall have the power to suspend or dissolve any Adjunct is believes is acting inappropriately or to the detriment of the Club.
- d) 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.
- e) All accounting, taxation, financial reporting and legal compliance responsibilities of the Adjunct shall rest with the Club.
- f) Adjuncts shall use the Clubs accounting services.
- g) 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. Any contentious correspondence must come through the office prior to delivery.
- h) 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.
- i) Office holders of adjuncts are not Club Officers by virtue of holding such office.

33. PROPERTY

- a) Membership of the Club does not give any member any transmissible or assignable interest by operation of law or otherwise, in any of the property or funds of the Club.
- b) If a person ceases to be a member for any reason, any interest he or she may nevertheless possess in any of the effects, property or funds of the Club will vest in the Club.
- c) 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 Club.

34. VISITORS – AUTHORISED CUSTOMERS, AUTHORISED VISITORS AND GUESTS

- 1) **Authorised Customers**
 - a) Any member of the Otorohanga Club can invite and accompany a guest/visitor(s) (Authorised Customer) to the Club.

- b) Any member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on the Club premises.
- c) Any guest/visitor who wishes to be sold or supplied alcohol must first complete the appropriate *authorised customer* requirements.
- d) Any Guest/visitor(s) may only be sold or supplied alcohol for consumption on the premises while accompanied by a member of the Club.
- e) Any Guest/visitor(s) will lose all rights or privileges to purchase or consume alcohol if they remain in the Club if/when the sponsoring member vacates the Club premises.

2) **Authorised Visitors**

- a) Any affiliated member (Authorised Visitor) wishing to be sold or supplied alcohol for consumption on the premises must be able to produce valid proof of membership to an affiliated Club/association to Club staff at the point of service.
- b) Any affiliated member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on Club premises. The guest/visitor will lose all rights or privileges to purchase or consume alcohol if they remain in the Club if/when the sponsoring Authorised Visitor vacates the Club premises.
- c) Any guest/visitor of a member of either the Otorohanga Club or affiliated Clubs, that wishes to be sold or supplied alcohol must first complete the appropriate authorised customer and/or authorised visitor requirements required by the Club.
- d) Authorised Customers, Authorised Visitors and their guests are bound by the rules of this Club whilst they are on the Club premises.
- e) The Duty Manager shall have the power to refuse privileges for any intending guest/visitor or revoke privileges without any reason being supplied, this includes the right of the Duty Manager to refuse entry to the Club premises or removal of a guest/visitor from the Club premises.

3) **Definitions - for the purposes of this Rule 34:**

- a) 'Club' has the same meaning as defined for the time being in section 5 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.
- b) 'member', 'authorised customer' and 'authorised visitor' have the same meanings given to them for the time being in section 60 Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

- c) 'affiliated member' means the same as 'authorised visitor' and includes:
 - i. A member of any other Club which is a member of Clubs New Zealand Incorporated through whom the Club has arrangements for reciprocal visiting rights for members, irrespective of whether the other Club has an alcohol licence or a permanent charter or not; and
 - ii. A member of any other Club with which the Club has an arrangement for reciprocal visiting rights for members, irrespective of whether the other Club has an alcohol licence or a permanent charter or not.
- d) In this Rule 34, words in the singular (such as guest/visitor) include the plural.

35. ALTERATIONS OF CONSTITUTION RULES

- a) This Constitution may be revised or amended by a resolution passed by a simple majority of the Financial Members present at a General Meeting.
- b) All Financial Members and Officers shall have the right to submit a resolution for inclusion at the General Meeting.
 - i. Notice specifying the intention to propose such a resolution must be given in writing to the Secretary at least twenty-one (21) days before a General Meeting, and
 - ii. Such notice shall be provided to Financial Members in accordance with Annual General Meeting rule.
- c) No addition to, deletion from or alteration of this constitution shall be made which would allow personal pecuniary profits to any individuals.
- d) **Minor and Technical Amendments:** The Committee may elect to amend the constitution if the amendment has no more than a minor effect or corrects errors or makes similar technical alterations. Amendments under this section must be made in accordance with Section 31 of the Incorporated Societies Act 2022.
- e) **Resolution in lieu of meeting:** A written resolution may be passed via this method in accordance with Sections 89 to 92 of the Incorporated Societies Act 2022.
- f) Any amendments to the constitution made under this section take effect from the date of registration with the Registrar of Incorporated Societies.

36. BY-LAWS AND STANDING ORDERS

- a) The Committee from time to time may make, alter, and rescind By-Law's incidental to the operations of the Club, so long as they are in conformity with these rules. A register of By-Laws must be kept and displayed.

37. WINDING UP AND/OR LIQUIDATION

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

- b) The Secretary shall give notice to all members of the proposed motion to wind up the Club or remove it from the Register of Incorporated Societies and of the Special General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
- c) Any resolution to wind up the Society or remove it from the Register of Incorporated Societies must be passed by seventy-five percent (75%) of all members present and voting at the Special Meeting, held for this purpose.
- d) The Club may be put into liquidation:
 - i. At a Special General Meeting called by the Committee for that purpose; or
 - ii. As provided for in the Incorporated Societies Act 2022.
- e) On winding up or dissolution of the association any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
 - i. Given or transferred to another not-for-profit organisation or institution to be determined at a Special General Meeting called by the Committee for that purpose.

This Constitution and Rules were approved at a General Meeting of the members held at the Otorohanga Club Incorporated on 27th July 2025.