

NEW ZEALAND ALPINE CLUB INC

RULES

JULY 2018



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A. ESTABLISHMENT

A.1 The name of the society shall be The New Zealand Alpine Club (Incorporated).

A.2 The Club's registered office is:

Unit 6
6 Raycroft St
Waltham
Christchurch
New Zealand

or such other place as the Board may from time to time determine.

B. PURPOSES

B.1 The purposes of the Club are to:

- (a) encourage mountaineering, rock climbing and allied activities and the enjoyment and conservation of mountain and rock climbing regions;
- (b) bring together those interested in climbing; and
- (c) do anything necessary or helpful for the above purposes

B.2 The Club aims to provide services for climbers, protect the interests and safety of climbers, and promote climbing activities.

B.3 Pecuniary gain is not a purpose of the Club.

C. DEFINITIONS

C.1 Unless the context otherwise requires:

"Annual General Meeting" means an annual general meeting of the Club convened under Rule G.1

"Board" means the board established under Rule E.1

"Club" means the society described in Rule A.1

"Club Meeting" means an Annual General Meeting and a Special General Meeting

"General Manager" means the person occupying the position of general manager in accordance with Rule E.40

"Member" means a member of the Club as determined under Rules D.5 and D.6

"National Office" means the Club's national headquarters, as determined by the Board

“President” means the person occupying the position of president in accordance with Rules E.1, E.6, E.7 and E.16

“Rule” or **“Rules”** means these rules

“Section” means a Club section existing at the date of adoption of these Rules or established by the Board under Rule F.1 unless and until that section is disestablished by the Board

“Section Council” means the section council established by the Board under Rule F.9

“Section Representative” means the person(s) appointed to and occupying that role pursuant to Rules E.1, E.6, E.7 and F.11

“Special General Meeting” means a special general meeting of the Club convened under Rule G.4

“Strategic Asset” means a tangible or intangible asset of the Club or group of such assets that the Club needs to maintain its capacity to achieve the purposes of the Club or to provide for the current or future well-being of the Club, including assets identified as strategic in any operative Club strategic plan;

D. MEMBERSHIP

D.1 Club membership is available to all persons who subscribe to its purposes.

D.2 The Club shall consist of subscribing, life and honorary Members, all of whom are entitled to attend Club Meetings and take part in all Club activities, subject to these Rules.

D.3 The Board shall set the:

- (a) terms of membership;
- (b) subscribing membership application and renewal process; and
- (c) subscriptions for membership,

which shall be consistent with these Rules.

D.4 All Members shall promote the purposes of the Club, comply with these Rules and the terms of membership and shall do nothing to bring the Club into disrepute.

Subscribing Members

D.5 Subject to Rules D.9 and D.10, those persons who have completed the relevant membership application or renewal process (as applicable) and paid the applicable subscription shall be deemed to be members of the Club and shall be issued with a current Club membership card or other appropriate proof of membership.

Life and honorary Members

- D.6 Upon the recommendation of a committee of the President and not less than three past Presidents convened by the President, the Board may elect:
- (a) to life membership, any Member who has made an outstanding contribution to climbing or related activities or the Club; and
 - (b) to honorary membership, any person who is not a Member and who has made an outstanding contribution to climbing or related activities or the Club.
- D.7 Life Members shall be exempt from the payment of subscriptions but otherwise enjoy all rights of subscribing Members and be issued with a current Club membership card or other appropriate proof of membership.
- D.8 Honorary Members shall be exempt from the payment of subscriptions and be issued with a current Club membership card or other appropriate proof of membership but honorary Members shall have no voting rights and no right to hold a Board or other Club position. Nothing in this Rule D.6 prevents any honorary Member from also being a subscribing Member.

Cessation of membership

- D.9 The membership of any Member shall cease if:
- (a) in the case of a subscribing Member, that Member fails to renew his/her subscription in accordance with the membership application and renewal process set by the Board under Rule D.3; or
 - (b) in the case of any Member:
 - (i) that Member dies;
 - (ii) that Member resigns from the Club by giving the National Office written notice to that effect; or
 - (iii) that Member's membership is terminated in accordance with Rule D.10,
- and in each case no subscription refund shall be paid.
- D.10 If, for any reason whatsoever, the General Manager has reasonable grounds to believe that a Member has committed serious misconduct or has committed a material breach of the Rules or the terms of membership the following process shall apply:
- (a) The General Manager may give written notice of the alleged misconduct or breach to the relevant Member ("the Breach Notice"). The Breach Notice must describe all relevant circumstances, the steps and time period for addressing or making good the alleged misconduct or breach and the consequences of failing to do so.

- (b) If the Member does not comply with the Breach Notice, the General Manager may at his/her discretion but having regard to any explanation provided by the Member, suspend the Member's membership by giving the Member written notice ("Suspension Notice"), which takes immediate effect and applies for the suspension period specified in that notice (which shall not exceed 6 months).
- (c) If the General Manager considers that the Member's alleged misconduct or breach warrants termination of membership or if the Member wishes to appeal the Suspension Notice, the matter shall be referred to the Board and in either case the Member shall have the right to be fairly heard at a Board meeting within a reasonable time. The Member may provide a written submission explaining, excusing or justifying the relevant conduct (together with any supporting information) to the Board in advance of the meeting.
- (d) The Board shall determine the process for considering any such matter. This may include (without limitation) the right to question the Member or the General Manager in relation to the Breach Notice.
- (e) The Board shall by majority vote decide whether to uphold the Suspension Notice or terminate the Member's membership. The Board's decision will be final.

E. GOVERNANCE

Board composition

- E.1 The Club shall have a governance board, comprising no fewer than five (5) and no more than eight (8) Members as follows:
 - (a) President;
 - (b) for the first year of a President's term, Immediate Past President;
 - (c) for the final year of a President's term, President Elect;
 - (d) two (2) Section Representatives appointed in accordance with Rule F.10; and
 - (e) four (4) ordinary Board members elected in accordance with Rules E.11-E.16 or, if applicable, appointed in accordance with Rule E.7.

The General Manager cannot be a Board member but may attend Board meetings as required by the Board.

- E.2 All Board members must be subscribing or life Members.

Alternates

- E.3 Each Board member may, at any time by written notice to the Board, appoint a person who is not already a Board member and who is approved by a majority

of the Board (such approval not to be unreasonably withheld) to act as an alternate for that Board member, either for a specified period, or generally during the absence or inability to act from time to time of that Board member.

- E.4 The appointment of any alternate under Rule E.3 may be revoked at any time by written notice of the Board member in whose place the alternate acts, and is automatically revoked when the Board member in whose place the alternate acts vacates his/her position.
- E.5 Unless otherwise provided by the terms of the appointment, when acting in his/her capacity as an alternate, an alternate appointed under Rule E.3:
 - (a) has the same rights, powers and privileges (including the power to sign Board resolutions) of the Board member in whose place s/he acts;
 - (b) must discharge all the duties and obligations of the Board member in whose place s/he acts;
 - (c) is not deemed to be the agent of the Board member in whose place the alternate acts,

and these Rules shall be applied accordingly.

Term

- E.6 The term of each Board member shall be:
 - (a) for the President Elect, the period between 1 October of the year of election as President Elect and his/her term as President commencing;
 - (b) for the President, two (2) years, starting on 1 October of the year following the year of his/her election as President Elect;
 - (c) for the Immediate Past President, one (1) year, starting immediately on expiry of his/her term as President;
 - (d) for Section Representatives, in each case for such period determined by the Section Council; and
 - (e) for all ordinary Board members, two (2) years starting on 1 October of the year of election of the relevant Board member.
- E.7 If:
 - (a) any Board member vacates his/her Board position for any reason before expiry of its term, subject to Rules E.7(b) and E.7(c) the Board may appoint another Member to fill that vacancy for any period up to the end of that term;
 - (b) either the President Elect or President position is vacated, no appointment under Rule E.7(a) shall be made if the Board considers that it is reasonable, having regard to the circumstances, to hold a by-election under Rule E.16 instead; and

- (c) a Section Representative vacates his/her Board position for any reason, the Section Council shall appoint another Section Representative.
- E.8 Excluding any temporary appointment under Rule E.7, no Member may occupy the position of President Elect, President or Immediate Past President more than twice provided that any Member's second term as President Elect must not commence earlier than eight (8) years after the end of that Member's first term as Immediate Past President. Otherwise, there is no limit on the number of terms that any Member may hold a Board position.

Indemnity, insurance, remuneration

- E.9 The Club shall:
- (a) indemnify each Board member and officer of the Club for any loss, cost or expense arising directly or indirectly from any act or omission by that person when acting for and on behalf of the Club except to the extent such loss, cost or expense arises from a wilful default by that person; and
 - (b) hold and maintain with a reputable insurer liability insurance on reasonable commercial terms to reasonably support the indemnity in Rule E.9(a).
- E.10 Board members shall not be paid by the Club for their work as Board members.

Board elections

- E.11 Subject to Rules E.7 and E.16, each President Elect and all ordinary Board members shall be elected by the Members.
- E.12 The Board shall oversee all Board elections, including approving the means of voting. The Board shall appoint two (2) Board members to work with the General Manager to ensure that elections are conducted fairly and in accordance with these Rules. The election process is as follows:
- (a) In any year where the term of one or more elected Board positions fall due for election in accordance with Rule E.6, the General Manager shall, not later than 1 June of that year, by written notice to all Members:
 - (i) advise the Board positions requiring election;
 - (ii) advise what skills and competencies the Board has identified as necessary or desirable for those Board positions; and
 - (iii) call for nominations of candidates for election to those Board positions.
 - (b) Nominations must be made to the General Manager not later than three (3) weeks after the date of the General Manager's notice under Rule E.12(a). Nominations must be made in a form approved by the Board and should require each candidate to specify the credentials for, and intentions of, their candidacy.
 - (c) Not later than 1 July of that year, the General Manager shall, by written notice to all Members:

- (i) circulate a list of all candidates for the Board positions requiring election, together with all relevant details of their candidacies;
 - (ii) describe the means of voting (as approved by the Board) and the last date by which votes can be cast (which shall be not later than 1 August of that year), so that Members are able to vote.
- (d) Immediately following the last date by which votes can be cast, the General Manager shall oversee vote counting. The validity of any vote shall be in the absolute discretion of an independent scrutineer appointed by the Board.
- (e) The General Manager shall advise all Members by written notice of the successful candidate(s) for all Board positions for which the election was held.

E.13 Each Member shall be entitled to one vote for each of the Board positions for which an election is held.

E.14 For:

- (a) the position of President Elect, the candidate with the most votes cast in his/her favour will take that position for the term specified in Rule E.6(a); and
- (b) all ordinary Board positions, the candidate with the most votes cast in his/her favour will take that position for the term specified in Rule E.6(e) unless that candidate has already taken another ordinary Board position in which case the candidate with the next most votes will take that position.

E.15 The Board may from time to time convene a Nomination Committee, comprising Members chosen by the Board, to assist the Club to identify and prepare candidates for nomination for Board positions.

E.16 The Board shall conduct a by-election if it determines it is reasonable to do so under Rule E.7(b). In that event, the Board shall:

- (a) appoint a Board member to perform the functions of the vacant position(s) on an interim basis; and
- (b) determine and promptly implement the voting process for such by-election, which shall adhere to the process described in Rule E.12 so far as it is reasonably practicable in the circumstances.

Powers, responsibilities

E.17 The Board has all the powers of the Club and responsibility for overall management, strategy and policy making for the Club except where the Board's power is limited by these Rules. Without limiting the foregoing, the Board shall:

- (a) govern and control the Club;

- (b) carry out the purposes of the Club;
- (c) carry out strategic planning for the Club;
- (d) manage the Club's financial affairs, including without limitation setting an annual budget for the Club, making investments, divestments, borrowing money and providing security for that;
- (e) establish and disestablish sub-committees to deal with specific Club activities and requirements;
- (f) oversee the work of the General Manager;
- (g) set dates, times and agendas for Club Meetings;
- (h) determine Club membership subscriptions, terms and processes; and
- (i) ensure that all Members follow these Rules.

E.18 In discharging its responsibilities under Rule E.17(c), the Board must:

- (a) so far as is reasonably practicable, at all times have an operative strategic plan, which must describe the strategic assets and objectives of the Club for the plan period;
- (b) before adopting, amending or replacing a strategic plan, consult in good faith with Members by:
 - (i) issuing reasonable details of the proposed plan or amendments to Members;
 - (ii) providing Members with a reasonable opportunity to make submissions on the proposed plan or amendments; and
 - (iii) having regard to Member submissions received when deciding whether to adopt, amend or replace a strategic plan;
- (c) circulate to Members its operative strategic plan; and
- (d) report six (6) monthly to Members on Club performance against its strategic plan.

E.19 For each sub-committee established under Rule E.17(e), the Board shall:

- (a) determine the composition of that sub-committee, which must comprise Members and must include at least one Board member;
- (b) appoint a convenor for that sub-committee who shall report to the Board on the activities of that sub-committee as and when required by the Board; and
- (c) from time to time, determine the powers and responsibilities of that sub-committee.

E.20 As directed by the Board, Board members may work with Club staff in the management of the Club's activities.

Meetings

E.21 The Board shall hold at least five (5) meetings each calendar year, at least two (2) of which must be in person, with the General Manager and other relevant staff in attendance as required.

E.22 The Board shall determine the date, time and place for, and matters for consideration at, Board meetings provided no meeting may occur unless written notice of that meeting ("Meeting Notice") has been sent to each Board member:

- (a) within a reasonable period prior to the relevant meeting;
- (b) with reasonable details of the date, time and place for, and the matters for consideration at, the relevant meeting.

E.23 No matter (other than those matters described in the relevant Meeting Notice) may be considered at a Board meeting unless the Board votes in favour of considering such matter and provided that matter is not a matter to which Rule E.31 applies.

E.24 Board meetings shall be chaired by the President or, in his/her absence or withdrawal, by such other Board member as the meeting decides.

E.25 A quorum for a Board meeting shall be five (5) Board members.

E.26 If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to a date, time and place determined by the Chair (acting reasonably) and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without any further adjournments.

E.27 Only Board members present at a Board meeting may vote at that meeting.

E.28 Minutes must be kept of all Board meetings.

E.29 Subject to these Rules, the Board may regulate its own procedures.

Decisions

E.30 Decisions of the Board bind the Club, unless the Board has exceeded its authority in terms of these Rules. All Board decisions shall be made:

- (a) at a Board meeting, by vote recorded in the minutes of that meeting;
- (b) by signed Board resolution; or
- (c) in circumstances where the Chair determines that it is not reasonably practicable to comply with Rule E.30(b), approval communicated by way of email or other digital means in accordance with a protocol approved by the Board.

E.31 Any decision to carry out any of the following matters requires, in the case of voting under Rule E.30(a), the vote in favour of at least eighty five percent (85%) of those Board members entitled to vote at the relevant meeting and, in the case of voting under Rule E.30(b) or E.30(c), the unanimous vote in favour of all Board members:

- (a) any dealing (other than a minor or routine dealing) with a Strategic Asset;
- (b) any decision to cease or fundamentally alter any significant Club activity;
- (c) any one-off capital expenditure or series of related capital expenditures exceeding an amount equal to 10% of the Club's assets;
- (d) assumption of any actual or contingent liability or series of related actual or contingent liabilities (whether by contract or otherwise) where the Club's total financial exposure exceeds an amount equal to 10% of the Club's assets;
- (e) any asset disposal by the Club where the value of the relevant asset or series of related assets exceeds an amount equal to 10% of the Club's assets; or
- (f) any transaction or series of related transactions between the Club and a Member (whether made with that Member directly or indirectly, including with any company or other entity in which that Member has a controlling interest) with a total financial value or cost to the Club exceeding \$10,000.

E.32 Any decision to which Rule E.31(a) applies must also be consistent with any operative Club strategic plan.

E.33 Unless otherwise specified in these Rules, all other decisions of the Board require, in the case of voting under Rule E.30(a), the vote in favour of a majority of those Board members entitled to vote at the relevant meeting and, in the case of voting under Rule E.30(b) or E.30(c), the unanimous vote in favour of all Board members.

E.34 Each Board member has one vote on each matter for voting except for the Chair who, except in respect of any vote under Rule E.31, has a second or casting vote.

Conflicts of interest

E.35 A Board member must, immediately on becoming aware that s/he is interested in a transaction or proposed transaction with the Club, disclose that interest and cause it to be entered in an interests' register prepared and maintained by the Club.

E.36 For the purposes of Rule E.35, a Board member is 'interested' in a transaction or proposed transaction if the Board member will or may, directly or indirectly (including without limitation by way of personal relationship, corporate interest or other legal or beneficial interest), derive a material tangible or intangible benefit from the transaction.

E.37 A failure by a Board member to comply with Rule E.35 shall constitute serious misconduct for the purposes of Rule D.10.

E.38 A Board member who is interested in a transaction entered into by the Club, or to be entered into by the Club may not:

- (a) vote on a matter relating to the transaction;
- (b) be counted as being present at a Board meeting for the purposes of a quorum; or
- (c) participate in the discussions, deliberations or decision of the Board in relation to the transaction.

President

E.39 The President is responsible for:

- (a) promoting the purposes of the Club;
- (b) ensuring that the Rules are followed;
- (c) convening and chairing Board meetings; and
- (d) ensuring that the Board:
 - (i) reports to Members on the operations of the Club at each Annual General Meeting;
 - (ii) circulates to Members its operative strategic plan; and
 - (iii) reports six (6) monthly to Members on Club performance against its strategic plan.

General Manager

E.40 The Club may employ a General Manager to assume such responsibilities as the Board may delegate to that person from time to time. All delegations shall be recorded in a schedule of authority.

E.41 The General Manager shall report to the Board.

E.42 Subject to Rule E.40, the General Manager shall be responsible for the day to day operations of the Club, manage all Club staff, ensure that the National Office as a whole acts within these Rules, implement all directives, policies, strategies, plans and budgets adopted by the Board, and ensure the Club's compliance with all relevant legal requirements in respect of all Club activities.

E.43 The Board shall review the performance of the General Manager at least annually, and shall make any salary adjustment or take any other action (including disciplinary action) that may be necessary arising from this review, or from any other performance-related matter or work misconduct.

E.44 The General Manager shall review the performance of all Club staff at least annually and shall, subject to consultation with the Board, have the authority to make any salary adjustment within the year's budget, or take any other action (including disciplinary action) which may be necessary arising from these reviews or from any other performance-related matter or work misconduct.

F. SECTIONS, SECTION COUNCIL

Section establishment

F.1 The Board may, from time to time, establish, alter or disband geographically-based Sections. Unless otherwise approved by the Board, Sections may not incorporate or otherwise assume legal independence from the Club.

F.2 Each Section must comply with any direction given to it by the Board.

F.3 Sections may make their own terms of reference, provided such terms are consistent with these Rules.

F.4 On membership application or renewal (as applicable), a Member may choose to affiliate with any Section or, if none is chosen, one will be assigned by the National Office.

Section governance

F.5 Each Section shall be managed by a Section committee consisting of at least a Chairperson and Treasurer and three (3) other Members. The President shall be a member ex officio of all Section committees of the Club.

F.6 Section committee members must be subscribing or life Members and must be affiliated to the relevant Section.

F.7 Each Section shall hold an annual general meeting at least one calendar month before the Club's Annual General Meeting, for the purpose of:

(a) presenting and approving the annual Section report and financial statements, which must be sent to National Office promptly after approval; and

(b) electing Section committee members.

F.8 Only Members who are affiliated to a Section may vote at that Section's annual general meeting.

Section Council

F.9 The Board shall establish a Section Council, comprising the President and President Elect or Immediate Past President (as applicable) and a delegate from each Section.

F.10 Each Section delegate on the Section Council:

- (a) shall be appointed by the relevant Section committee from time to time and notice of any appointment shall be given to the President and all other Section delegates as soon as reasonably practicable; and
- (b) may not serve as a Section delegate on the Section Council and as a member of the Board (except as a Section Representative) at the same time.

F.11 The Section Council shall provide a forum for Section delegates to create inter-sectional relationships, share Section initiatives, discuss Club matters of interest to or that have an impact on Sections and to promote communication between Section delegates and the Board regarding key issues. The Section Council shall perform the following functions:

- (a) appoint Section Representatives to the Board;
- (b) inform the Board of significant issues at Section level including the impact of Board decisions at Section level;
- (c) provide input and advice to the Board regarding the development of policies that affect the membership of the Club; and
- (d) provide the Sections with information concerning the plans, priorities and decisions of the Board.

Section Council meetings

F.12 The Section Council shall appoint a Chair to organise and chair meetings.

F.13 The Section Council shall hold at least two (2) meetings each calendar year, one (1) of which must be in person, at a time and place to be determined by the Chair of the Section Council. The General Manager shall be entitled to attend any Section Council meeting as an observer.

F.14 The Chair of the Section Council shall ensure that written notice of a Section Council meeting is sent to the President, the General Manager and each Section delegate within a reasonable period prior to the relevant meeting.

F.15 A quorum for a Section Council meeting shall be half of the Section delegates.

F.16 Decisions of the Section Council shall be by majority vote. Only Section delegates present at a Section Council meeting may vote at that meeting. The Chair has a second or casting vote.

F.17 Minutes must be kept of all Section Council meetings.

F.18 Subject to these Rules, the Section Council may regulate its own procedures.

G. CLUB MEETINGS

Annual General Meeting

- G.1 Each year, an Annual General Meeting shall be held as soon as possible (but in any event no later than 5 months) after the end of the Club's financial year.
- G.2 The business of an Annual General Meeting shall be:
- (a) to receive any minutes of the previous Club Meeting;
 - (b) to receive the President's annual report on the business of the Club;
 - (c) to receive the Board's report on the finances of the Club, and the annual financial statements;
 - (d) to consider any motion that has been validly submitted for decision;
 - (e) to appoint an auditor or reviewer for the following financial year; and
 - (f) to address any other matter that concerns the Club.
- G.3 Subject to these Rules, the Board shall determine the date, time and place for, and the business for, an Annual General Meeting.

Special General Meeting

- G.4 A Special General Meeting may be called by the Board at any time, in which case the Board shall determine the time and place for, and the business for, that meeting.
- G.5 The Board must call a Special General Meeting if the General Manager receives a written request signed by at least 5% of Members, specifying the business for consideration at that meeting.

Notice

- G.6 As directed by the Board, the General Manager shall give all Members not less than twenty eight (28) days written notice of a Club Meeting. Such notice must state the time and place, and the business to be transacted at, that meeting.
- G.7 If the General Manager has given notice as required by Rule G.6 and in accordance with Rule I.4 to all Members in good faith, the Club Meeting and its business will not be invalidated because one or more Members do not receive the notice.

Conduct of Club Meetings

- G.8 All Members may attend and, subject to Rule D.8, vote at Club Meetings. Unless by proxy in accordance with Rule G.16, Members not present at a Club Meeting may not vote.
- G.9 A quorum for a Club Meeting is twenty five (25) Members present in person or by proxy.

- G.10 All Club Meetings shall be chaired by the President. If the President is absent, the Members present at that meeting shall elect a Member present to chair that meeting. Any person chairing a Club Meeting has a casting vote.
- G.11 If, within half an hour after the time appointed for a Club Meeting, a quorum is not present the meeting, if convened upon requisition of Members under Rule G.5, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the chair and, if at such adjourned meeting a quorum is not present, the meeting shall be dissolved without any further adjournment.
- G.12 The chair of any Club Meeting at which a quorum has been reached may, with the consent of Members present at that meeting, adjourn the meeting to a different time or place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place and provided a quorum is present at that adjourned meeting.
- G.13 Minutes of Club Meetings shall be kept and sent to all Members for confirmation at the next Club Meeting.

Motions, voting

- G.14 Unless otherwise specified in these Rules, a motion voted on at a Club Meeting is carried if a majority of those Members present in person or by proxy and entitled to vote at the relevant meeting vote in favour of it.
- G.15 On any motion at a Club Meeting, the chair shall in good faith determine whether the vote shall be taken by:
- (a) voices;
 - (b) show of hands; or
 - (c) secret ballot.
- However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- G.16 Any Member unable to attend a Club Meeting may vote by proxy, written notice of which must be received by the General Manager at least one (1) business day before that meeting. The proxy notice must nominate another Member attending the relevant Club Meeting to act on that person's behalf.
- G.17 Any Member may request that a motion be voted on at a particular Club Meeting, by giving written notice of the proposed motion (together with any supporting information) to the General Manager at least thirty five (35) days before that meeting.
- G.18 Subject to Rule I.7(b), if the motion is signed by at least 5% of Members eligible to vote, it must be put to a vote at the next Club Meeting. In all other cases, the Board may in its absolute discretion decide whether the motion will be put to a vote at the next Club Meeting.

G.19 Notwithstanding any other Rule, the Board may, if it considers that it would be in the best interests of the Club or Members, determine that any Club Meeting motion should be the subject of a postal vote of Members. In that event:

- (a) Members will not be entitled to vote on the motion at a Club Meeting.
- (b) the Board shall oversee the postal vote, including approving the means of voting. The Board shall appoint two (2) Board members to work with the General Manager to ensure that the vote is conducted fairly and in accordance with these Rules.
- (c) written notice of the vote shall be sent to Members, clearly indicating the motion to be voted on, the manner of voting and the date by which votes must be received by the National Office. Votes may be sent by post, email or such other form of digital communication as may be approved in advance by the Board.
- (d) immediately following the last date by which votes can be cast, the General Manager shall oversee vote counting. The validity of any vote shall be in the absolute discretion of an independent scrutineer appointed by the Board. The General Manager shall promptly report the result of the vote to the Board.
- (e) unless otherwise specified in these Rules, the motion is carried if a majority of the votes cast in a postal vote are in favour of it.

G.20 Any motion validly passed at a Club Meeting or by postal vote under Rule G.19 shall bind the Club.

H. CLUB FINANCES

Financial reporting

- H.1 The financial year of the Club begins on 1 July of every year and ends on 30 June of the next year.
- H.2 The Club's annual financial statements shall be subject to either audit or review by a member of the Chartered Accountants Australia and New Zealand, as appointed in accordance with Rule G.2 , whose report shall be included in the annual report.
- H.3 Copies of the Club's annual financial statements shall be included with the annual report sent to Members with the notice of the Annual General Meeting, together with the relevant audit or review report (as applicable). If the statements are not audited or reviewed when sent the relevant audit or review report (as applicable) shall be presented at the Annual General Meeting.
- H.4 Accounts shall be prepared in accordance with Chartered Accountants Australia and New Zealand standards.
- H.5 A statement detailing investments and reserve funds held shall be included in the notes to the financial statements.

H.6 Club accounts shall be filed and copies retained, as required by law.

Use of Club funds

H.7 The Board shall control all Club funds and shall only use them if:

- (a) it is for a purpose of the Club;
- (b) it is not for the personal or individual benefit of any Member; and
- (c) that use has been approved by either the Board or by majority vote at a Club Meeting.

H.8 The Board shall ensure that appropriate banking arrangements and financial controls are established and maintained for the management of Club funds.

H.9 When making investments, the Board shall act prudently to:

- (a) optimise investment returns while balancing risk and return considerations;
- (b) ensure that, across any portfolio of Club investments, there is adequate liquidity for the Club's needs; and
- (c) preserve capital invested and, where possible, achieve capital growth.

H.10 The Board may, as it deems necessary and on reasonable commercial terms, borrow money in the name of the Club and give security over Club assets for the repayment of the sums borrowed and interest thereon.

Section funds

H.11 The Board may, from time to time, fix a levy on Members to fund the activities of one or more Sections or otherwise make distributions to one or more Sections for that purpose. If a Section levy is fixed by the Board, payments received by the National Office from Members affiliated with a particular Section shall be distributed to the relevant Section at reasonable intervals.

H.12 Sections shall ensure that appropriate banking arrangements and financial controls are established and maintained for the management of Section funds, including those directed by the Board from time to time.

H.13 Subject to Section rules and any direction of the Board, each Section committee shall manage the use of Section funds, having regard to the Club's purposes.

I. GENERAL

Contracting

I.1 Contracts and other enforceable obligations in writing shall be executed by the Club:

- (a) by affixing the common seal of the Club to the document pursuant to a resolution of the Board, in the presence of two members of the Board, each of whom shall sign the document to which the seal is affixed; or
- (b) if the document is not required to be executed under common seal, by a Board member or the General Manager, in each case signing on behalf of the Club pursuant to authorisations and delegations approved by the Board.

I.2 The common seal of the Club shall be held in the National Office.

Minutes

I.3 The Board shall ensure that the minutes of all Club Meetings and Board meetings (including the meetings of any Board committees) are properly recorded and stored.

Notices

I.4 Where written notice to any Member can or must be given under these Rules, such notice may be:

- (a) delivered to that Member;
- (b) posted to that Member's postal address, as provided by that Member on membership application or renewal; or
- (c) sent by email to that Member's email address, as provided by that Member on membership application or renewal.

I.5 Except in the case of manifest error, a notice sent by post is deemed to have been received four (4) business days after it is posted. A notice sent by email is deemed to have been received on the working day following the day on which it was sent.

I.6 Notice periods specified in these Rules exclude the day on which the notice is received or deemed to be received, and the day of the meeting.

Rules changes

I.7 Subject to Rule I.10, the Club may change these Rules:

- (a) subject to Rule I.7(b), at a Club Meeting by a resolution passed by a two-thirds majority of those Members present in person or by proxy and entitled to vote at that meeting;
- (b) if the Board reasonably considers that a proposed rule change would, if adopted, result in a fundamental change to the Rules, the change will be subject to a postal vote of Members under Rule I.11.

I.8 The Board or any Member may propose a Rule change motion in accordance with Rules G.3, G.4 or G.17.

- I.9 When a Rule change is approved under Rule I.7, it shall not take effect until it has been filed with and registered by the Registrar of Incorporated Societies.
- I.10 No motion or vote to change the amateur sports promotion status of the Club shall be valid.
- I.11 If a postal vote of Members is required to decide on a proposed Rule change:
- (a) The Board shall oversee the postal vote, including approving the means of voting. The Board shall appoint two (2) Board member to work with the General Manager to ensure that the vote is conducted fairly and in accordance with these Rules.
 - (b) Written notice of the vote shall be sent to Members, clearly indicating the rule change(s) to be voted on, the manner of voting and the date by which votes must be received by the National Office. Votes may be sent by post, email or other form of digital communication as may be approved in advance by the Board.
 - (c) Immediately following the last date by which votes can be cast, the General Manager shall oversee vote counting. The validity of any vote shall be in the absolute discretion of an independent scrutineer appointed by the Board. The General Manager shall promptly report the result of the vote to the Board and Members.
 - (d) The proposed change must be approved by a majority of two thirds of the votes cast in a postal vote.

Winding up

- I.12 Provided all its liabilities have been discharged, the Club may be put into liquidation if the Club, at a Club Meeting, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent Club Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed and the provisions of the Incorporated Societies Act 1908 shall apply to such resolutions and the liquidation of the Club.
- I.13 After being put into liquidation the funds and property of the Club shall be paid or transferred to an incorporated society or societies which have objects similar to those of the Club, as set out in the resolution referred to in Rule I.12.
- I.14 No resolution to put the Club into liquidation shall be valid unless it determines to which incorporated societies the Club's funds and property are to be paid or transferred.
- I.15 On liquidation, no distribution may be made to any Member.