



RULES OF NEW ZEALAND ALPINE CLUB INCORPORATED

Draft version 2, released 8 September 2025
For consultation

CONTENTS

1.	DEFINITION AND INTERPRETATION	1
2.	NAME.....	2
3.	PURPOSES	2
4.	NOT-FOR-PROFIT.....	3
5.	POWERS	3
6.	MEMBERSHIP	3
7.	THE BOARD	6
8.	MEETINGS OF THE BOARD	11
9.	SECTIONS.....	12
10.	GENERAL MEETINGS	14
11.	DISPUTE RESOLUTION PROCEDURES	17
12.	AMENDMENT OF RULES	17
13.	BYLAWS.....	18
14.	FINANCES.....	18
15.	INDEMNITY AND INSURANCE	19
16.	CONTRACTING METHOD.....	19
17.	REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF CLUB	19
18.	SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION	20
	SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES.....	21
1.	HOW A COMPLAINT IS MADE.....	21
2.	INVESTIGATING AND DETERMINING A DISPUTE	21
3.	PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD.....	23
4.	PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD	23

INTRODUCTION

- A. The New Zealand Alpine Club Incorporated the (“**Club**”) is an incorporated society incorporated on 11 April 1952 and is governed by Rules, the latest version of which is dated 11 September 2018.
- B. The Club has decided to approve these new Rules to take effect on reregistration according to the procedures set out in Rule 10 of schedule 1 of the Incorporated Societies Act 2022 (the “**Act**”).

OPERATIVE PROVISIONS

1. DEFINITION AND INTERPRETATION

- 1.1 Unless the context otherwise requires the following expressions will have the meaning ascribed to them:
 - (a) The “**Act**” means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
 - (b) “**Co-opted Board Members**” are board members that are not elected and that are appointed by the Board for a specific term and purpose.
 - (c) The “**Board**” means the Officers elected or co-opted in accordance with Rule 7 of these Rules.
 - (d) “**Chairperson**” means the Officer appointed as Chairperson in accordance with Rule 8.4.
 - (e) “**Climbing**” means climbing in all its forms, including but not limited to mountaineering, ice and mixed climbing, ski-mountaineering, traditional rock climbing, sport climbing, bouldering and indoor climbing.
 - (f) “**Club**” means this Club that was incorporated on 11 April 1952.
 - (g) “**General Meeting**” means an Annual General Meeting or a Special General Meeting of the Club.
 - (h) “**In writing**” includes email messages, online forms and online voting mechanisms. It does not include SMS messages or social media messages.
 - (i) “**Majority Vote**” means a vote of more than fifty percent (50%).
 - (j) “**Member**” or “**Members**” means those members for the time being and anyone who is admitted as a member of the Club in accordance with Rule 6.
 - (k) “**Meeting**” means a convened meeting of the Club, its Board, a Section, or a Committee, held in accordance with these Rules. A meeting may be held by a number of participants who are together in the same place, or by a number of participants who are in different places but can communicate contemporaneously with each other by audio, audiovisual or other real-time electronic means. A person who is present at such a meeting by electronic means is deemed to be present for the purposes of a quorum, voting and all other rights of meeting participants.

- (l) “**Notice**” includes any notice given in writing by post, courier, email, agreed means of electronic communication or handed to the person in question. Notices delivered by email or electronic communication are deemed to have been delivered within one (1) day of being sent. Notices delivered by post or courier are deemed to have been delivered within five (5) days of being sent. If a Member or Officer does not receive Notice of a General Meeting for reasons outside of the Board’s control or because of the Member or Officer failure to update the Board with their contact details, then the failure to give notice to the Member or Officer will not invalidate the General Meeting or Board Meeting.
- (m) “**Officer**” means those officers for the time being and anyone who is elected or appointed as an officer of the Club in accordance with Rule 7 of these Rules.
- (n) “**Purposes**” means the purposes in Rule 3.1 of these Rules.
- (o) “**Section Delegate**” means a Member who has chosen to affiliate with any Section established under Rule 9.1.
- (p) “**Voting Members**” are Subscribing Members who have paid the applicable membership subscription, and Life Members.
- (q) “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in Christchurch New Zealand.

1.2 Unless the context otherwise requires:

- (a) a reference to these Rules includes any variation of them;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality);
- (d) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (e) a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time;
- (f) a reference to a statute or statutory provision will include all subordinate legislation made from time to time under that statute or statutory provision;
- (g) a reference to writing or written includes e-mails;
- (h) headings are for reference only and do not affect the construction or interpretation of these Rules; and
- (i) The words including and include mean including, but not limited to.

2. **NAME**

2.1 The name of the Club is **THE NEW ZEALAND ALPINE CLUB INCORPORATED** .

3. **PURPOSES**

3.1 The Purposes of the Club are to:

- (a) Be the national body in New Zealand/Aotearoa to promote, develop, foster and administer recreational climbing, mainly as an amateur sport, for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa;
- (b) provide services for climbers, protect the interests and safety of climbers, and promote climbing activities;
- (c) encourage mountaineering, Climbing in all its forms and allied activities and the enjoyment and conservation of mountain and rock climbing regions;
- (d) bring together those interested in climbing; and
- (e) do anything necessary or helpful for the above purposes.

4. NOT-FOR-PROFIT

- 4.1 The Club is a not-for-profit entity, and it will not pay any dividend or part of its money, property or other assets to its Members unless acting in accordance with the Club purposes, the Club constitution, and the Act.

5. POWERS

- 5.1 The Club has full capacity, powers and privileges, as set out in section 18 of the Act.
- 5.2 Nothing in these Rules authorises the Club to do anything which contravenes or is inconsistent with the Act or any other legislation.

6. MEMBERSHIP

Admission of Members

- 6.1 The Club will maintain the minimum number of members required by the Act, being a minimum of ten (10) Members.
- 6.2 Any consenting person who agrees with the Purposes of the Club can become a Member of the Club by application in writing, upon payment of levies (if any), and agreement to policies, set by the Board. Application for membership implies consent to become a member. The Board may choose to have different classes of membership, including Life Members.
- 6.3 The Board will keep an up to date register of Members containing:
- (a) each Member's:
 - (i) full name;
 - (ii) physical and/or electronic address;
 - (iii) phone number;
 - (iv) date they became a Member;
 - (v) levies paid (if any);
 - (b) for any Member who has ceased to be a Member within the previous seven (7) years, the name of the Member and date on which they ceased to be a Member; and

(c) any other information required by the Board or by the Act.

6.4 Members must notify the Board of any change to their information recorded on the register of Members.

Membership types

6.5 People who have completed the relevant membership application or renewal process (as applicable) and paid the applicable subscription (as applicable) will be deemed to be Subscribing Members and will be issued with a current Club membership card or other appropriate proof of membership.

6.6 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.

6.7 Life Members are exempt from the payment of subscriptions but otherwise enjoy all rights of subscribing Members and will be issued with a current Club membership card or other appropriate proof of membership.

6.8 Honorary Members are exempt from the payment of subscriptions and will be issued with a current Club membership card or other appropriate proof of membership. Honorary Members have no voting rights and no right to hold a Board or other Club position. Nothing prevents any Honorary Member from also being a Subscribing Member.

Membership obligations and rights

6.9 All Members will promote the interests and purposes of the Club and do nothing to bring the Club into disrepute.

6.10 Voting Members are entitled to exercise the rights of membership, including attending and voting at General Meetings.

6.11 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Club, and to participate in Club activities, including any conditions of and fees for such access, use or involvement.

6.12 No Member is liable for an obligation of the Club by reason only of being a Member.

Membership subscriptions and levies

6.13 The Board may require Members of the Club to pay a subscription of such amount or amounts and by such date as may from time to time be fixed by a majority resolution of the Board.

6.14 The Board may by a majority resolution impose a subscription on Members in different classes of membership.

Cessation of Membership

- 6.15 Any Member of the Club may resign their membership at any time by giving to the Board notice in writing.
- 6.16 Unless otherwise determined by a majority resolution of the Board, a resigning Member of the Club will remain liable to pay all levies and any other fees due up until the end of their membership and must return to the Club all material owned by the Club.
- 6.17 Unless otherwise determined by a majority resolution of the Board, any Member who fails to pay the subscription for one [1] month after it has become due will be deemed to have resigned their membership.
- 6.18 A Member ceases to be a Member on death, resignation or in accordance with these Rules.
- 6.19 After due enquiry and having given the Member the right to be heard, the Board may decide by passing a resolution with not less than two-thirds (2/3) support to suspend and/or remove a Member's membership if the Member has:
- (a) breached these Rules; or
 - (b) committed a serious misconduct or offence which is detrimental to the Club and its Members and the nature of the misconduct or offence makes their membership in the Club undesirable.
- 6.20 Before invoking any such suspension, the Member must be given notice of the suspension.
- (a) Unless otherwise determined by the Board, while a Member is suspended the Member is:
 - (i) not entitled to attend, speak or vote at a General Meeting;
 - (ii) not entitled to any other rights or entitlements as a Member;
 - (iii) not entitled to continue to hold office in any position within the Club; and
 - (iv) not entitled to any rights or entitlements to which a Member would otherwise be entitled from the Members Section until such time as the alleged breach is resolved or determined.
- 6.21 For the avoidance of doubt, the process in Rule 6.20 should not be applied to disputes between Members and/or Officers and/or the Club. If there is a dispute between Members and/or Officers and/or the Club, the Dispute Resolution Procedures at Schedule One should be followed.

Re-admission of former Members

- 6.22 Any former Member may apply for re-admission in the manner prescribed for new applicants at Rule 6.2 and in accordance with 6.23 .
- 6.23 If a former Member was removed under Rule 6.19 , that former Member's re-admission must be approved by a resolution of a majority of the Board.

7. THE BOARD

7.1 The operation and affairs of the Club must be managed by, or under the direction or supervision of the Board.

Powers and Responsibilities

7.2 The Board has all of the powers necessary for managing, and for directing and supervising the management of the operation and affairs of the Club.

7.3 Without limiting the foregoing, the Board will:

- (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) appoint the General Manager and oversee the General Manager's work;
- (f) establish and disestablish sub-committees to deal with specific Club activities and requirements;
- (g) set dates, times and agendas for Club Meetings;
- (h) determine Club membership subscriptions, levies, terms and processes; and
- (i) require that all Members follow these Rules.

7.4 In discharging its responsibilities 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.

7.5 The Board may establish sub-committees and will:

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

7.6 As directed by the Board, Board members may assist Club staff in the management of the Club's activities.

Number of Officers

7.7 The Board will have a minimum of five (5) and a maximum of ten (10) Officers who are natural persons.

7.8 The Board positions are:

- (a) President;
- (b) for the first year of a President's term, an Immediate Past President;
- (c) for the final year of a President's term, a President Elect;
- (d) up to two (2) Section Council Representatives;
- (e) up to four (4) ordinary Board members; and
- (f) up to two (2) additional Co-opted Board Members.

Term of Officers

7.9 Each Officer's election is subject to the following terms, unless otherwise agreed:

- (a) President Elect - the period between 1 October of the year of election as President Elect and their term as President commencing;
- (b) President - two (2) years, starting on 1 October of the year following the year of their election as President Elect;
- (c) Immediate Past President - one (1) year, starting immediately on expiry of their term as President;
- (d) Section Council Representatives - in each case for such period determined by the Section Council;
- (e) All ordinary Board members - two (2) years beginning 1 October of the year of election of the relevant Board member; and
- (f) Co-opted Board Members, according to specific terms of appointment determined by the Board.

7.10 Prior to election or appointment, every Officer must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under these Rules or section 47(3) of the Act.

- 7.11 There is no limit on the number of terms that any Member may hold a Board position except:
- (a) Any temporary appointment under 7.16; and
 - (b) No Member may occupy the position of President Elect, President, or Immediate Past President more than twice provided that the 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.

Election or Appointment of Officers

- 7.12 Where there are less than five (5) Officers, the Board may appoint additional Officers from the Members of the Club, who will then be eligible for election at the next General Meeting. If at any time there are less than five (5) Officers, the Board may carry out essential matters but may not undertake any action or make any decision until the number of Officers is increased to five (5) PROVIDED THAT the Board (once it has the minimum number of Officers required) may ratify and confirm any earlier action or decision purported to have been taken or made by or on behalf of the Club while the Board was composed of less than the minimum number of Officers.
- 7.13 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 will be conducted as follows:
- (a) In any year where the term of one or more elected Board positions fall due for election in accordance with Rule 7.9 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) A candidate's written nomination, accompanied by their consent under Rule 7.10 must be delivered to the General Manager no later than twenty-one (21) days after the call for nominations.
 - (c) Subject to the term limits set out in Rule 7.9, any Officer who is eligible for re-election may deliver their written nomination accompanied by their consent under Rule 7.10 to the General Manager, no later than twenty-one (21) days after the call for nominations.
 - (d) Nominations given to the General Manager under this Rule 7.13 must contain sufficient detail required by the General Manager including the nominated Member's full name and the position or positions on the Board they are seeking to be elected for.
 - (e) Not later than 1 August 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; and

- (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 September of that year), so that Members are able to vote.
 - (iii) This notice shall open the voting period.
 - (f) 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.
 - (g) If there are insufficient numbers of nominees received for the positions on the Board which need to be filled, the Board may adopt other processes at the General Meeting to fill the vacancies.
 - (h) If any vote in an election of Officers is tied, the tie must be resolved by the other elected Officers of the Board.
 - (i) The General Manager will promptly advise Members of the outcome of the election.
- 7.14 Each voting Member shall be entitled to one vote for each of the Board positions for which an election is held.
- 7.15 The Board will appoint one (1) or up to three (3) contact persons by way of a majority resolution. This contact person could be an Officer, Member or employee of the Club, but must be at least 18 years of age and ordinarily resident in New Zealand. The Club must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.
- 7.16 If:
- (a) any Board member vacates their Board position for any reason before expiry of its term, subject to Rule 7.23 or 7.24 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 7.16 will be made if the Board considers that it is reasonable, having regard to the circumstances, to hold a by-election instead; and
 - (c) a Section Representative vacates their Board position for any reason, the Section Council will appoint another Section Representative, subject to Rule 7.23 and 7.24 .

President's Role

- 7.17 Unless otherwise determined, the President is responsible for:
- (a) promoting the purposes of the Club;
 - (b) ensuring that the Rules are followed;
 - (c) all the duties and responsibilities of a Board Chair; 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's Role

- 7.18 The Board, on behalf of 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 are to be recorded in a schedule of authority.
- 7.19 The General Manager reports to the Board.
- 7.20 The General Manager is 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.
- 7.21 The Board will review the performance of the General Manager at least annually and will 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.
- 7.22 The General Manager will review the performance of all Club staff at least annually and will, 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.

Removal from Board

- 7.23 An Officer will cease to hold the office of the Board if the Officer:
- (a) ceases to be a Club Member;
 - (b) their term expires;
 - (c) commits an act of bankruptcy;
 - (d) dies;
 - (e) retires or resigns as an Officer by giving prior written Notice of their resignation to the Board;
 - (f) for a Section Council appointed Board member, the Section Council votes to replace them on the Board;
 - (g) becomes disqualified to be an officer of a Club in accordance with the Act;
 - (h) becomes disqualified to be an officer of a charity in accordance with the Charities Act 2005; or
 - (i) becomes disqualified to be an Officer of the Club in accordance with these Rules.
- 7.24 If an Officer is:

- (a) in the opinion of a majority of the other Officers, physically or mentally incapable, or is otherwise unsuitable for acting as an Officer; or
- (b) accused or convicted of a criminal offence which, in the opinion of a majority of the other Officers, makes their position as an Officer undesirable,

then, by resolution of not less the two-thirds (2/3) support of the other Officers, be removed as an Officer of the Club immediately (unless the resolution states otherwise).

7.25 Subject to Rule 6, removal from the Board as an Officer will not equate to removal as a Member of the Club.

8. MEETINGS OF THE BOARD

8.1 The Board holds 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.

8.2 The Board determines the date, time and place for, and matters for consideration at Board meetings.

8.3 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 8.18 applies.

8.4 Board meetings are chaired by the President or, in their absence or withdrawal, by such other Board officer as the meeting attendees decide .

8.5 If within half an hour after the time appointed for a meeting a quorum is not present the meeting stands 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 will be dissolved without any further adjournments.

8.6 Only Board members present at a Board meeting may vote at that meeting.

8.7 Minutes must be kept of all Board meetings.

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

8.9 Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Officers can hear each other well enough to follow the discussion throughout the meeting. Officers present in accordance with this Rule are eligible to vote and will be counted towards a quorum.

Quorum

8.10 The quorum for a Board meeting is 5 Officers of the Board.

8.11 No business of the Board may be transacted at a Board meeting without a quorum present.

8.12 In the event of a meeting lapsing, the meeting will be adjourned in accordance with rule 8.5. If at such adjourned meeting a quorum is not present the meeting will be dissolved without any further adjournments

Voting

- 8.13 Subject to these Rules, each Officer will be entitled to one (1) vote on any matter being voted on by the Board, except for the Chair who, except in respect of any vote under Rule 8.15, has a second or casting vote.
- 8.14 Subject to these Rules, the number of votes required to reach any decision will be:
- (a) for a Board meeting, a majority vote of the number of Officers present and eligible to vote, except that if the voting relates to any of the matters mentioned in Rule 8.15.
- 8.15 Any decision to carry out any of the following matters requires, in the case of voting under 8.14(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 8.18, 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.
- 8.16 Any decision to which 8.15 applies must also be consistent with any operative Club strategic plan.
- 8.17 Where half (50%) or more of the Officers present at the meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Officers may vote on the matter. Where only one (1) Officer remains, a Special General Meeting of the Club must be called to determine the matter. This rule does not apply to decisions being made under clause 8.15.

Resolution in Lieu of a Board Meeting

- 8.18 A resolution in writing (including by way of email) signed or assented to unanimously by the Board will be as valid and effectual as if it had been passed at a meeting of the full Board.
- 8.19 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Officers.

9. SECTIONS

Section establishment

- 9.1 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.
- 9.2 Each Section must comply with any direction given to it by the Board.
- 9.3 Sections may make their own terms of reference, provided such terms are consistent with these Rules.
- 9.4 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

- 9.5 Each Section is managed by a Section Committee consisting of at least a Chairperson and Treasurer and three (3) other Members. The President will be a member ex officio of all Section Committees of the Club.
- 9.6 Section Committee members must be Voting Members and must be affiliated to the relevant Section.
- 9.7 Each Section will 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.
- 9.8 Only Voting Members who are affiliated to a Section may vote at that Section's Annual General Meeting.

Section Council

- 9.9 The Board will establish a Section Council, comprising the President and President Elect or Immediate Past President (as applicable) and a Delegate from each Section.
- 9.10 Each Section Delegate on the Section Council:
 - (a) will be appointed by the relevant Section Committee from time to time and notice of any appointment is to be given to the President and all other Section Delegates and the General Manager 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.
- 9.11 The Section Council will provide a forum for Section delegates to create intersectional 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.
- 9.12 The Section Council performs 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

- 9.13 The Section Council appoints a Chair to organise and chair Section Council meetings.
- 9.14 The Section Council holds 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 is entitled to attend any Section Council meeting as an observer.
- 9.15 The Chair of the Section Council ensures that written notice of a Section Council meeting is sent to the President, the General Manager and each Section Delegate prior to the relevant meeting.
- 9.16 A quorum for a Section Council meeting is half of the Section Delegates.
- 9.17 Decisions of the Section Council are 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.
- 9.18 Minutes must be kept of all Section Council meetings.
- 9.19 Subject to these Rules, the Section Council may regulate its own procedures.

10. GENERAL MEETINGS

- 10.1 Minutes are to be kept for every General Meeting.
- 10.2 General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting.
- 10.3 General Meetings will be chaired by the President. If the President is absent, the Board will select an Officer to chair the General Meeting.

Annual General Meetings

- 10.4 The Annual General Meeting must be held no later than six (6) months after the Club's balance date and no later than fifteen (15) months after the previous Annual General Meeting.
- 10.5 At least twenty-eight (28) days prior to the Annual General Meeting, the Board will give written Notice of the Annual General Meeting to all Members, with sufficient detail of the business to be discussed at the meeting. At least fourteen (14) days prior to the Annual General Meeting, the Board will give written Notice of any Board or Member motion to be voted on.
- 10.6 The business of an Annual General Meeting is:
 - (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.

10.7 At the Annual General Meeting the Board must present:

- (a) an annual report on the operations and affairs of the Club during the most recently completed accounting period;
- (b) the financial statements of the Club for that period; and
- (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

10.8 The Board may put forward motions for the Club to vote on, which will be notified to Members in accordance with Rule 10.5.

10.9 A Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Board at least twenty-one (21) days before that Annual General Meeting. The Member may also provide information in support of that motion. The Board will consider the motion and provide any relevant information back to the member. Notice of the Member motion must be given to Members in accordance with Rule 10.5.

Special General Meetings

10.10 A Special General Meeting may be called at any time by:

- (a) the Board by resolution;
- (b) if the General Manager receives a written request signed by 5% of Members, specifying the motion for consideration at that meeting.

10.11 The resolution or written request must set out the business to be dealt with at the Special General Meeting and any motion to be voted on.

10.12 At least fourteen (14) days prior to the Special General Meeting, the Board will give written Notice of the Special General Meeting to all Members, with sufficient detail of the business to be discussed at the Special General Meeting and any motion to be voted on.

Quorum

10.13 No business of the Club will be transacted at a General Meeting without a quorum present.

10.14 The quorum for a General Meeting is twenty-five (25) Voting Members of the Club. All Voting Members in attendance must be in accordance with Rule 10.2. Postal and proxy votes will also be counted towards the quorum.

- 10.15 If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting called by the Board, the General Meeting will lapse. If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting called in accordance with Rule 10.10(b) the meeting will be dissolved.
- 10.16 In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for two (2) weeks to the same time and place (if possible) and Notice of the adjournment will be given by the Board to all Members. At the adjourned General Meeting the Members present will form a quorum.

Voting

- 10.17 Each Voting Member of the Club is entitled to one (1) vote on any matter being voted on. Votes may be cast in person or by electronic means for those attending the General Meeting in accordance with Rule 10.2.
- 10.18 In the event of a tied vote, the person chairing the General Meeting in accordance with Rule 10.3 will have a casting vote.
- 10.19 On any motion at a General Meeting, the chair will in good faith determine whether the vote is to be taken by:
- (a) voices;
 - (b) show of hands; or
 - (c) secret ballot,
- however, if any Voting Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.
- 10.20 Any Voting Member unable to attend a Club Meeting may vote by proxy or postal vote (including electronic), 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 General Meeting to act on that person's behalf.
- 10.21 If a motion in accordance with Rule 10.10 (b) is signed by at least 5% of Voting Members, it must be put to a vote at the next General 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 General Meeting.
- 10.22 Subject to these Rules, the number of votes required to reach any decision will be a majority of the Members present and entitled to vote at the General Meeting.
- 10.23 If a vote is proposed to be held on a matter that was not included in a Notice, the Board will decide whether to deal with the matter at the current meeting or if another general meeting should be held to determine the matter.
- 10.24 Subject to the Act and these Rules, the Board may determine any other administrative procedures and processes provided it is fair and proper.

Resolution in Lieu of a General Meeting

- 10.25 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 resolution in writing of Voting Members.

- 10.26 A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Club.
- 10.27 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Members.
- 10.28 In the event of a vote by resolution in lieu of a General Meeting:
- (a) Members will not be entitled to vote on the motion at a General Meeting.
 - (b) Written notice of the vote will be sent to Voting Members, clearly indicating the motion to be voted on, the manner of voting and the date by which votes must be received by the General Manager. Votes may be sent by post, email or such other form of digital communication as may be approved in advance by the Board.
 - (c) The Board is responsible for overseeing the postal vote, including approving the means of voting. The Board will 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.
 - (d) Immediately following the last date by which votes can be cast, the General Manager will oversee vote counting. The validity of any vote will be in the absolute discretion of an independent scrutineer appointed by the Board. The General Manager will promptly report the result of the vote to the Board.
- 10.29 A resolution in writing cannot be made under Rule 12.1 or Rule 18 of these Rules.

11. DISPUTE RESOLUTION PROCEDURES

- 11.1 The Club's dispute resolution procedures are set out as Schedule One of these Rules, forming part of these Rules.

12. AMENDMENT OF RULES

- 12.1 The Club may amend these Rules by a resolution passed by a three-quarter (3/4) majority of Members who are present and entitled to vote at a General Meeting,
- 12.2 The Board may amend the terms of these Rules by a unanimous resolution of the Board if the amendment:
- (a) has no more than a minor effect; or
 - (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Board provides written Notice of the amendment to every Member of the Club, with the Notice stating:

- (i) the text of the amendment; and
 - (ii) the right of the Member to object to the amendment.
- (c) If 10 Members object to the amendment made under Rule 12.2 within twenty (20) Working Days after the date on which the Notice is sent, the Club may not make the amendment under this Rule using this mechanism.

13. **BYLAWS**

- 13.1 The Board may from time to time make and amend regulations, bylaws and policies for the conduct and control of Club activities, provided such regulations, bylaws and policies are consistent with these Rules.

14. **FINANCES**

- 14.1 The funds and property of the Club will be controlled and managed by the Board in accordance with these Rules and the Act, to further the Club's Purposes.
- 14.2 The Club's balance date will be 30 June, unless otherwise specified by the Board in accordance with the Act.
- 14.3 The Board must ensure a financial statement is kept, that provides a record of the Club's financial position and meets the minimum financial statement requirements in the Act.
- 14.4 Subject to the Act, the Board may elect to have the accounts of the Club reviewed or audited annually by a suitably qualified person.
- 14.5 Copies of the Club's annual financial statements shall be included with the annual report, sent to Members and presented at the Annual General Meeting, along with the relevant audit or review report (as applicable).
- 14.6 The Board must ensure that there are appropriate and up to date financial and accounting policies in place so as to safeguard the Club from financial risks including fraud, embezzlement, money laundering and any other form of financial theft or loss.

Use of Club Funds

- 14.7 The Board controls all Club funds and will only use them if:
- (a) it is for Purposes of the Club;
 - (b) with the exception of grants made in line with clause 4.1, 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.
- 14.8 The Board will ensure that appropriate banking arrangements and financial controls are established and maintained for the management of Club funds.
- 14.9 When making investments, the Board will act prudently to:
- (a) optimise investment choices by 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.

15. INDEMNITY AND INSURANCE

- 15.1 The Club may, with the authority of the Board, indemnify and/or obtain insurance for an officer for:
- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Club; and/or
 - (b) costs incurred by the officer for any claim or proceeding related to a liability under Rule 15.1(a).
- 15.2 The Club may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.
- 15.3 In this Rule 15 the term "officer" is to be interpreted in accordance with section 5 of the Act.

16. CONTRACTING METHOD

- 16.1 (a) Contracts which relate to expenditure or a matter that is a part of the approved budget and / or operative Club strategic plan may only be entered into for the Club:
- (i) by two (2) Officers signing under the Name of the Club
 - (ii) by an authority delegated by the Board
 - (iii) or by any other method approved in the Act
- (b) Contracts for a matter or expenditure that is not included in the approved budget and / or operative Club strategic plan may only be entered into for the Club with approval of the Board, as outlined in the decisions guidelines of clauses 8.13 - 8.17.

17. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF CLUB

- 17.1 If at any time the Club becomes non-operational or it is desirable for the Club to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if applicable) must be made under Rule 18 of these Rules and under the power given to the Club in section 215 of the Act. The Club may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Club's removal from the register must be made in accordance with Rule 17.3. The resolutions described in this Rule may be made at the same meeting of the Club.
- 17.2 The Club may be put into liquidation by first resolving to appoint a liquidator in accordance with Rule 17.3. A resolution regarding the disposal of surplus assets must then be made in accordance with Rule 18.
- 17.3 The Club may resolve to authorise a request for the Club's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Board will give ten (10) Working Days' Notice to all Members of the General Meeting at which the resolution is to be considered;

- (b) the Notice must include the matters required under section 228(4) of the Act; and
- (c) the resolution must be passed by a three-quarter (3/4) majority of voting Members, who vote in person, via proxy or postal vote (including electronic).

18. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 18.1 On a Member vote in accordance with Rule 17.1 or 17.2, any remaining portion of the Club's funds or the net proceeds arising from the sale of the assets of the Club must be applied, after payments of all liabilities, towards such not-for-profit entities in New Zealand whose purposes align with the Purposes of the Club as may be determined by a three-quarter (3/4) majority of the Members in accordance with Rule 18.2.
- 18.2 If the Club nominates only one (1) not-for-profit entity to receive surplus funds, no resolution is required. If the Club nominated more than one (1) not-for-profit entity to receive surplus funds, a resolution providing for the disposal of the Club's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Board will give ten (10) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered;
 - (b) the Notice must include the matters required under section 228(4) of the Act;
 - (c) the resolution must be passed by a three-quarter (3/4) majority of voting Members, who vote in person, via proxy or postal vote (including electronic); and
 - (d) the resolution must set out which not-for-profit entities the Club's surplus assets will be applied to in accordance with Rule 18.1.
- 18.3 To be clear, a resolution under this Rule 18 may be made at the same General Meeting as a resolution under Rule 17.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. How a Complaint is Made

- 1.1 A Member or Officer may make a complaint by giving to the Board a Notice in writing that:
- (a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Rules; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.2 The Club may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:
- (a) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Rules; and
 - (b) sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 1.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

2. Investigating and Determining a Dispute

- 2.1 The Board must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Board with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:
- (a) appoint an external person to investigate and report; or
 - (b) with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - (c) appoint an external person to investigate and make a decision; or
 - (d) appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.
- 2.3 Despite Rule 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or an Officer has engaged in material misconduct;

- (ii) that a Member, an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Rules or the Act; or
 - (iii) that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (d) the person who makes the complaint has an insignificant interest in the matter; or
 - (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Rules; or
 - (f) there has been an undue delay in making the complaint.
- 2.4 While not binding on the Elector, the Club agrees that the following categories of disputes should be resolved as follows:
- (a) where the dispute involves issues of personal animosity or where relationships within the Club have broken down, the dispute should go to mediation;
 - (b) where the dispute concerns interpretation of the Club's Rules or the Club's statutory obligations, an independent lawyer should be appointed to investigate and provide a report;
 - (c) where the dispute concerns matters about the financial operations of the Club, an external person with accounting skills should be appointed to investigate and provide a report; and
 - (d) where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under Rule 2.2, the Elector may request further information from the Board, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Board, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:
- (a) the Club will take any steps in light of the report-writer's findings; and
 - (b) the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under Rule 2.2(a) or 2.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under Rule 2.2.
- (a) A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Board consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 2.8 An external person appointed under Rule 2.2(a) or 2.2(c) may, inter alia:
- (a) call for written submissions from all relevant parties;

- (b) call for specific evidence from the Club or any relevant party; and/or
 - (c) prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under Rule 2.7, an external person appointed under Rule 2.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under 2.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 3. Person Who Makes a Complaint Has a Right to be Heard**
- 3.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to Rule 2.3.
- 3.2 If the Club makes a complaint:
- (a) the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an Officer may exercise the right on behalf of the Club.
- 3.3 Without limiting the manner in which the Member, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) their written statement or submissions (if any) are considered by the decision maker.
- 4. Person Who is Subject of a Complaint has a Right to be Heard**
- 4.1 Rules 4.2 and 4.3 apply if the complaint involves an allegation that a Member, an Officer, or the Club (the “respondent”):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the Club’s Rules or the Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- 4.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

- (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the respondent's written statement or submissions (if any) is considered by the decision maker.

