

# **American Club Incorporated Auckland, New Zealand**

## **RULES**

### **1. Name**

The name of the club is –

### **American Club Incorporated (Est. 1966)**

### **2. Mission Statement**

The American Club Incorporated is established to promote mutual respect, understanding, and friendship between the peoples of the United States of America and New Zealand.

### **3. Objectives**

- To promote and maintain mutual goodwill and respect, and to strengthen cooperation and friendship between Members of the Club
- To encourage and promote among members and others an interest in patriotic, historical, cultural, educational, social, and sporting matters
- To foster an awareness of American national holidays and traditions
- To carry out such activities as may be determined from time to time by the Executive Committee or by Members in general meeting

### **4. Membership**

Any eligible person (refer to 5.) may become a member of the American Club Inc. by -

- (a) - Completing and forwarding a signed Membership Application form to the Membership Convenor or member of the Executive Committee, which is to be signed by the two Full Members of the Club who are proposing and seconding the Membership Application
- (b) - Paying the current annual Family or Individual Membership fee
- (c) - Having the Membership Application confirmed at an Executive Committee Meeting

## **5. Eligibility**

- Any U.S. and New Zealand citizens residing in New Zealand who, in the opinion of the Executive Committee will promote the objectives of the Club, are eligible for Family or Individual Membership.

## **6. Categories of Membership**

### **(a) Full Membership - Family or Individual Members**

The Membership year runs from the date of membership approval.

### **(b) Overseas Membership**

Members having Full Membership status may apply for Overseas Membership if leaving New Zealand for a period of more than one year.

- Overseas Members shall not hold a position on the Executive Committee nor have voting rights.
- Overseas Membership fees will be the current fee for Full or Individual Membership.

### **(c) Founding Membership**

Those members (listed below) who were accepted into Full Club Membership from the Club's inauguration in 1966 will be designated as Founding Members of the American Club Inc. (*Fees waived for this category*).

- W. Coburn
- J. Coker
- J. Knutson
- P. McLachlan
- Mr. Keith Coker (deceased)
- Mr. David Wakefield (deceased)

### **(d) Honorary Membership (*Fees waived for this category.*)**

Honorary Membership is extended to the following parties:

- US Ambassador
- US Consul General
- The President of the American Veterans Club
- The President of the American Women's Club
- Executive Director of the American Chamber of Commerce

Honorary Members shall be entitled to the same privileges as Life Members, except that they shall not be entitled to a vote at any of the Club's meetings.

**(e) Life Members**

Those members who have acted as Club President for a full two-year term, or those members who have shown meritorious service, and who have current Full Membership status, may be designated as Life Members of the American Club Inc. by a majority of the Executive Committee and approved by a majority who are entitled to vote at the Annual General Meeting.

*Life Members will be entitled to a reduction of 50% in Membership fees.*

**7. Cessation of Membership**

A member will cease to be a member by –

- (a) - Providing notice of resignation to a member of the Executive Committee
- (b) - Not making payment of annual Membership fees (refer to 4.)
- (c) - By decision of the Executive Committee at a properly convened meeting of the Executive Committee

**8. Alteration to the Club Rules**

No alteration, rescission or addition to these Rules shall be made except by concurrence of three-quarters of the members present at the Annual General Meeting of a Special General Meeting of the Club.

- (a) Notice of any proposed alteration or addition shall be given in writing to the Administration Convenor by the Executive Committee at least 30 days before the meeting at which it is intended to propose such alteration, rescission or addition to these Rules.

All Full, Founding, and Life Members shall be notified in writing of the proposed alteration, rescission or addition, at their last known address, at least 14 days before the meeting at which it is intended to propose such alteration, rescission or addition to these Rules.

- (b) The Club Rules shall be reviewed at regular intervals by the Executive Committee.

## **9. Constitution**

### **Executive Committee**

The Club shall have an Executive Committee that will consist of –

- President
- Vice President(s)
- Immediate Past President

Convenors for –

- Activities
- Administration (Secretary)
- Education
- Finance (Treasurer)
- Marketing
- Membership
- Newsletter (Editor)
- Ways and Means

- Members of the Executive Committee will be elected by a majority vote of Full Members for a term of one year at each Annual General Meeting.
- Members of the Executive Committee are eligible for re-election, with a maximum of two consecutive years in any one Executive Committee position.
- Any Executive Committee position which becomes vacant prior to the expiration of the term shall be filled by a Full Member chosen by the Executive Committee.
- Where an office is held jointly, that office shall be entitled to one vote.
- Members holding the positions of Vice President(s) and Immediate Past President may also hold the position of a Committee Convenor.

**10. Meetings**

(a) The Club shall hold the Annual General Meeting in October as the Executive Committee may determine. Fourteen days' notice in writing shall be given to Full, Founding and Life Members of the Club of each Annual General Meeting. Such notice shall set forth the business to be transacted at the meeting. All forms of mutually agreed upon electronic correspondence, such as email, shall be considered to be notification in writing for the Annual General Meeting.

The quorum at the Annual General Meeting will be twenty-five Full, Founding or Life Members of whom at least five will be members of the Executive Committee.

Minutes will be taken and prepared for acceptance at the next Annual General Meeting.

The business of the Annual General Meeting shall take precedence over all other business and will include –

- Receipt of the Annual Report by the President, Finance Convenor and Committee Members
- Election of the President and all members of the Executive Committee for the next calendar year
- Consideration of any business of which notice of motion has been lodged by any Full Member with the Administration Convenor at least thirty days prior to the date of the Annual General Meeting
- Presentation of the Friendship Award

(b) The Club shall hold Special Meetings to consider matters mentioned elsewhere in these Rules provided that no such meeting shall be held during the thirty calendar days immediately preceding the Annual General Meeting.

No business shall be considered at this meeting other than that contained in a written notice sent out by the Administration Convenor in writing fourteen days before the meeting.

The quorum at the Special General Meeting shall be twenty-five Full Members of whom at least five shall be members of the Executive Committee. Minutes will be taken and prepared for acceptance at the next meeting.

**11. Committees**

(a) Committees shall be appointed at the discretion of the Executive Committee.

(b) The Convenor of any Committee appointed in his/her particular sphere of activity shall automatically be appointed Chairman.

During a leave of absence of a Committee Chairman, a Deputy Chairman with full authority appointed and approved by the Executive Committee will act in his/her place.

(c) In the absence of the President at any meeting of the Club, the presiding officer will be the next elected officer in the order of those named in Rule 9 and he/she shall have the same powers and authority as the President would have if he/she were present.

(d) Any meeting of the Club or of a Committee may be adjourned from time to time and reconvened within fourteen days.

(e) The conduct of the meeting shall be in accordance with "Roberts Rules of Order" which shall be followed in the conduct of meetings.

**12. Voting**

(a) Voting on a resolution shall be by a voice call unless a poll is demanded by at least five members present.

(b) Voting for officers shall be by secret ballot unless unopposed, in which case voting shall be by acclamation.

(c) Every Full Member present, except those specifically excluded elsewhere in these Rules, may exercise one vote except the President who shall have a casting vote.

**13. Seal**

The Common Seal of the Club shall be that approved by the Executive Committee. The Administration Convenor shall have custody of the seal. Whenever the Common Seal of the Club is required to be affixed to any deed, document, writing or other instrument, the Seal shall be affixed pursuant to a resolution of the Club, by the President, Administration Convenor, and one of the elected officers of the Club, and the persons so affixing the seal shall at the time sign the document to which the Seal is so affixed.

**14. Funds**

(a) The income and property of the Club shall be applied solely towards the promotion of the objects specified in the Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to Members of the Club. Nothing in this clause shall prohibit the payment of a fee for secretarial or finance related services.

(b) Capital expenditure of over NZ\$3000 shall be approved only at an Annual General Meeting or at a Special General Meeting called for that purpose.

(c) Investment of funds shall first be considered and passed by the Executive Committee. Such investment will be confirmed at either the next Annual General Meeting or at a Special General Meeting.

(d) The borrowing of funds shall require the recommendation of the Executive Committee and the passing of a resolution at either an Annual General Meeting or at a Special General Meeting. The passing of this resolution shall constitute full authority for the Club to enter into the financial transaction. A copy of the resolutions and these Rules may be produced to implement the financial transaction.

## **15. Financial**

(a) The Club's financial year shall begin on the 1<sup>st</sup> of September.

(b) All monies of the Club shall be deposited by the Finance Convenor to the credit of the Club, as soon as possible after receipt into such Bank or Banks as the Executive Committee may from time to time determine.

(c) All accounts shall, before being paid, be passed for payment by a majority of the Executive Committee present at a Club committee meeting.

(d) All cheques drawn on the Club accounts shall be signed by any two of the cheque signatories agreed to from time to time by the Executive Committee.

(e) All cheques without exception shall be drawn to the account of the payee only.

(f) Each year's accounts shall be audited by an auditor or auditors appointed by the Executive Committee. These audited accounts shall be submitted with a report of the year's proceedings to the Annual General Meeting.

(g) No person being a member of the Executive Committee during the period covered by the accounts shall be appointed as auditor.

## **16. Membership Fees**

(a) The annual membership fees each year shall be determined by the Executive Committee and confirmed at the Annual General Meeting.

(b) The first payment shall be due on election to membership and renewal payments due annually on the date of membership approval.

(c) Prospective members may be permitted to attend three functions before they are invited to become Full Members at the discretion of the Executive Committee.

(d) Membership categories shall be defined from time to time by the Executive Committee.



**17. Disposition of Property in Winding Up**

If, upon the winding up of the Club, there remains after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall be disposed of in a manner to be decided by a majority vote of Members present at a Special General Meeting called for that purpose, and in accordance with New Zealand laws and regulations as pertain to Incorporated Societies.

*Revised September 2005*

*Revised October 2009*

*Revised October 2012*

*Members' Signatures*

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## Version Control

<b>Version Date</b>	<b>Version name</b>	<b>Signed by</b>
1966	Original – 1966	Founding Members
2005	Rules of the Club, Rev 2005	K Norton – Newsletter convenor L Nield – President D Hill Secretary
2009	Rules of the Club, Rev 2009	K Daly – President M Cunningham – Treasurer G Holmes – Ways and Means
2012	Rules of the Club, Rev 2012	M Manhire – President E Ajygin – Secretary E Coleman – Immediate Past President