

Waahi Taakaro Golf Club Incorporated

CONSTITUTION

1. NAME

- 1.1. The name of the club is Waahi Taakaro Golf Club Incorporated (hereafter referred to as the Club).

2. REGISTERED OFFICE

- 2.1. The registered office shall be the Clubhouse at 336 Maitai Valley Rd, Nelson or such other place as the Management Committee may from time to time determine.

3. OBJECTS

- 3.1. The objects of the Club are to:
 - (a) To foster and encourage the playing of golf,
 - (b) To work towards achieving the community outcomes as may be agreed between the Club and Nelson City Council from time to time,
 - (c) To provide and where required administer for users of the golf course facilities and amenities for the playing of golf and any other recreational activity which may be carried out in conjunction therewith and is specifically authorised by the Club or Management Committee,
 - (d) To affiliate and or work with any appropriate governing body or bodies to promote the game of golf in New Zealand,
 - (e) To engage (whether as employees or under contract) such professionals and other advisors, agents, officers and employees as the Management Committee may determine,
 - (f) To purchase or otherwise acquire the use of or deal with any real or personal property (including intangible property) for the Club's benefit or business,

- (g) To borrow or lend money, whether on a secured or unsecured basis, for the purpose of any of the objects,
 - (h) To invest any money of the Club not immediately required for the Club's business,
 - (i) To insure the property, Members, and employees of the Club,
 - (j) to build and maintain any buildings and other property or facilities that may be required for the objects,
 - (k) To do all things that the Club or Management Committee deems necessary and conducive to carrying out the above objects.
- 3.2. In order to achieve the above objects the Club has the discretion to carry on or undertake any business or activity, to do any act, or to enter into any transaction, and has the rights, powers and privileges of a natural person.

4. MEMBERSHIP

- 4.1. Membership is open to any person of good character.
- 4.2. Each person admitted as a member shall be:
- (a) Bound by the Constitution, Code of Conduct, and any rules or bylaws of the Club as may be published from time to time.
 - (b) Be liable for such fees and subscriptions as fixed by the Club.
 - (c) Entitled to all advantages and privileges of membership.
 - (d) Required to promote the purposes of the Club and do nothing to bring it into disrepute.

5. MEMBERSHIP CATEGORIES

- 5.1. Membership of the club shall include but is not limited to the following categories:

(a) **Full playing members**

Full playing members shall be any 9 or 18-hole member of 18 years of age and over. Such members are entitled to participate in all aspects of the Club's activities, vote at any club meeting, hold any office and enjoy the full privileges of membership.

(b) **Life members**

Life members may be elected by a unanimous vote of the Management Committee, and confirmed by a two-thirds majority of voting members at the next annual general meeting of the Club. They are those members, who in the opinion of the Management Committee have provided exceptional service to the Club. A Life Member shall have all the privileges and rights of a full

playing member without payment of a further subscription for their lifetime.
At no time shall there be more than three living life members.

(c) **Junior members**

- (i) Junior 'A' shall be a person attending secondary school and under 18 years of age on April 1 each season.
- (ii) Junior 'B' shall be a person attending primary or intermediate school at April 1 each season.

Juniors are entitled to participate in all aspects of club activities, subject to any restrictions the Management Committee may impose from time to time. They have no voting rights nor can they hold office.

(d) **Social members**

Social members shall be non-playing members who shall have the privileges of the clubhouse but shall not be entitled to play on the course. They have no voting rights nor can they hold office.

(e) **Honorary members**

Honorary members may be elected by an unanimous vote of the Management Committee for a specific length of time. They are those members, who in the opinion of the Management Committee have provided or are providing a special or outstanding service to the club and/or golf. During the time of honorary membership the member shall not be liable to pay any subscription but shall have the privileges and rights of a full playing member. At no time shall there be more than three honorary members.

(f) **Limited members**

Limited members shall be any person who has paid a subscription for a designated summer or winter season or part of the year of six months or less. They will be entitled to participate in all aspects of club activities but will have no voting rights nor can they hold office.

- 5.2. As required, the Management Committee may decide on further categories of membership and the appropriate rules, conditions and subscriptions for each. However, if it confers the right to vote or stand for office it must be approved by a majority of members at a general meeting of the Club.

6. ADMISSION OF NEW MEMBERS

- 6.1. To become a member, a person must:

- (a) Complete the appropriate application form and pay the appropriate fees and subscriptions to the Secretary Manager

- (b) Supply any further information the Secretary Manager or Management Committee requires; and
 - (c) If requested by the Management Committee, attend an interview.
- 6.2. Each applicant for membership will be accepted or rejected by the Management Committee after making such enquiries and seeking such additional information as the Management Committee considers relevant to the application. This may include asking for and following up with referees of the applicant. The Management Committee shall have complete discretion to decide whether or not to allow an applicant to become a member. It will advise the applicant of its decision within 14 days of receipt of the application and that decision is final.
- 6.3. On acceptance the applicant is bound by the Constitution, Code of Conduct, rules and bylaws of the Club and their amendments.
- 6.4. In the event of the rejection of the applicant any monies they have paid shall be returned to them. No rejected applicant may re-apply within six months of their rejection.

7. REGISTER OF MEMBERS

- 7.1. The Secretary Manager or another person designated by the Management Committee shall keep a register of members, which shall contain the names, postal and email addresses, telephone numbers, membership category, and dates at which all members became members.
- 7.2. Each member shall provide such other details as the Management Committee requires for the operation of the Club.
- 7.3. The Club may use the information contained in the register of members to contact members regarding course information, events, promotions, marketing and any other matters relating to the Club from time to time.
- 7.4. Members have the right to ask for a copy of any personal information the Club holds about the member, and to ask for it to be corrected if the member thinks it is wrong. A member may contact the Secretary Manager to obtain a copy, verify or correct their personal information.

8. TERMINATION OF MEMBERSHIP

- 8.1. A member may resign from the Club at any time by giving written notice to the Management Committee but shall remain liable for any arrears or instalments of fees unpaid at the date of such resignation. Refunds are not payable when a member resigns or changes membership category before the end of a current financial year.

- 8.2. Provided the Management Committee has followed the process as notified pursuant to rule 8.3 below, the Management Committee may at its sole discretion terminate or suspend a member's membership, or otherwise penalize a member, for:
- (a) conduct unbecoming a member of the Club,
 - (b) dishonesty,
 - (c) behaviour unacceptable or detrimental to the Club,
 - (d) a material breach of the Club's Constitution, Code of Conduct, rules or bylaws, or
 - (e) failure to pay either the annual membership fee or an instalment thereof within one month after it falls due.
- 8.3. Before the decision to terminate or suspend a member's membership, or otherwise penalize a member is taken, the Management Committee must give written notice to the member that:
- (a) Explains why the Management Committee proposes to terminate or suspend a member's membership, or otherwise penalize a member;
 - (b) States:
 - (i) what the member must do in order to remedy the situation, or
 - (ii) that the member must give reasons to the Management Committee either in writing or in person as to why the Management Committee should not terminate or suspend a member's membership, or otherwise penalize a member.
 - (c) States that if the situation is not remedied, or if the Management Committee is not satisfied with the reasons given within 14 days of the date of the Management Committee's notice, the Management Committee may immediately terminate or suspend a member's membership, or otherwise penalize a member.
- 8.4. The Management Committee will notify the member of its decision in writing.
- 8.5. At its sole and absolute discretion the Management Committee may suspend and defer membership rights for any member who is prevented from enjoying these by virtue of injury or illness for such time as it deems appropriate, provided that the member requests this in writing supported by medical evidence.
- 8.6. In the event that a member's membership is terminated or suspended before the end of the financial year, such member will remain liable for and must immediately pay to the Club any unpaid fees to the end of the financial year. That member shall not be entitled to any refund of any fees already paid.

9. RIGHTS

- 9.1. Any person ceasing to be a member shall thereupon forfeit all the rights to or claims upon the Club or its property or funds which he or she might have had by reason of their membership.

10. PATRON

- 10.1. The Club may have a Patron who shall be elected at each AGM. The Patron does not need to be a member of the Club. Nomination for the position shall be received by the Secretary Manager not less than 14 days prior to the AGM. All proposers and seconders shall be voting and financial members of the Club. The Patron shall not be eligible to vote unless they are entitled to as a member of the Club.

11. GOVERNANCE OF THE CLUB

- 11.1. The club shall be governed by a Management Committee which shall be deemed for all purposes to be the governing body of the Club. It shall have all administrative powers as may be necessary to carry out the purpose of the Club.

- 11.2. The management committee shall consist of the following:

- (a) A President, Vice President and Club Captain.
- (b) No more than three other ordinary members.
- (c) The Immediate Past President at his or her discretion may be an additional member of the Management Committee for a period of one year.

- 11.3. The president/chairperson is responsible for:

- (a) Ensuring that the Constitution is followed.
- (b) Convening meetings and establishing whether or not a quorum is present.
- (c) Chairing meetings and deciding who may speak and when.
- (d) Overseeing the operation of the Club.
- (e) Providing a report on the operation of the Club to the AGM.

12. ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 12.1. Only voting members of the club who are financial are eligible for election. For the purpose of this rule a member is financial if he or she does not owe any money to the Club. Any qualifying member may only hold one position on the Management Committee.

- 12.2. The positions of Club President, Vice President, Club Captain and ordinary Management Committee Member shall be filled by elections annually at the AGM. At the commencement of every AGM, members of the Management Committee who hold office by election shall retire from office, but may stand for re-election. There is

no restriction on the number of terms a management committee member may be in office.

- 12.3. All candidates for election must be nominated and seconded by members eligible to vote. The names of such candidates together with their proposers and seconders must be in the hands of the Secretary Manager on the correct nomination form not less than 14 days before the date fixed for the AGM. The written consent of the member nominated must also be included on the nomination form. Immediately after the period of 14 days mentioned above has commenced, all nominations for the various positions shall be posted in the Clubhouse or the Club's website.
- 12.4. When the number of nominations for Management Committee positions does not exceed the number required, the persons so nominated shall be declared elected to the respective positions at the AGM. If more members are nominated for any position than are necessary to fill such position, then a vote shall be held at the AGM.
- 12.5. In the event that there are insufficient nominations for vacant positions it is permissible for eligible and financial members to be nominated and voted to such positions at the AGM, or failing that for those elected to the Management Committee to appoint a member or members to fill the vacant positions.
- 12.6. Any Management Committee member absent from three (3) consecutive meetings of the Management Committee without leave shall cease to be a member of the Management Committee.
- 12.7. A vacancy on the Management Committee arising between AGMs shall be filled by the Management Committee at its next meeting. Any Management Committee member so appointed shall retire at the following AGM but shall be eligible for re-election.
- 12.8. Any member of the Management Committee may be removed from office by resolution approved by two-thirds majority vote at a Special General Meeting.

13. ADMINISTRATION

- 13.1. A Secretary Manager shall be appointed by the Management Committee for such duration and at such remuneration, if any, as the Management Committee may determine from time to time.
- 13.2. A Treasurer shall be appointed by the Management Committee for such duration and at such remuneration, if any, as the Management Committee may determine from time to time.
- 13.3. The positions of Secretary Manager and Treasurer can be filled by the same person. These positions are to attend all Management Committee meetings.

13.4. The Secretary Manager shall:

- (a) Summon and attend all AGM, Special General and Management Committee meetings.
- (b) Keep minutes of proceedings at all meetings.
- (c) Conduct all correspondence on behalf of the Club.
- (d) Send invoices and collect all subscriptions and other monies payable to the Club.
- (e) Carry out other duties and functions conferred under this Constitution.
- (f) Carry out other duties and functions as are usual to the office of Secretary Manager.
- (g) Carry out such other duties and functions as are agreed with the Management Committee

13.5. The Treasurer shall:

- (a) Account for all subscriptions and other monies payable to the Club.
- (b) Bank all monies received by the Club into its banking accounts.
- (c) Submit all accounts payable by the Club to the Management Committee for approval.
- (d) Pay all accounts approved by the Management Committee for payment.
- (e) Provide to the Management Committee a Statement of the financial position of the Club as and when required by the Management Committee.
- (f) Prepare annual statements of account and balance sheets, submit same for audit, and present same including any audit comments to the AGM.
- (g) Furnish such information as may be required from time to time to the Registrar of Incorporated Societies.
- (h) Carry out other duties and functions as are usual to the office of Treasurer.
- (i) Carry out other duties and function as are agreed to with the Management Committee.

13.6. When a Secretary Manager or Treasurer is employed by the Club the responsibilities shall be per the position description.

14. GENERAL POWERS OF THE MANAGEMENT COMMITTEE

14.1. Subject to any decision of the Club at a General Meeting, the Management Committee shall operate to achieve the objects of the Club and shall:

- (a) Be responsible for the management of the property, funds and affairs of the Club including the appointment, dismissal and fixing of remuneration of the Secretary Manager and any other staff, who shall have an employment contract that defines and limits their responsibilities and duties.
- (b) Have power to employ and remunerate agents and advisers.
- (c) Appoint subcommittees for any special purpose, decide their membership, scope and term and delegate such powers as it may deem necessary to ensure the efficient operation and coordination of the affairs of the Club in accordance with the Club's Constitution, rules and bylaws. At least one member of any committee must be a member of the Management Committee.
- (d) Borrow money on an unsecured basis for the proper functioning of the Club to a limit of 10% of the total members' subscription income recorded for the previous financial year and as published in the annual financial statements.
- (e) Recommend changes to subscriptions and fees to a General Meeting of the Club.
- (f) Fix the date of the Annual General Meeting.
- (g) Determine the financial year of the Club and to change the same from time to time as it shall think fit.
- (h) Determine the manner in which guests may be invited to the Club by members and to determine any procedure for permitting guests to use club facilities.
- (i) Make a Code of Conduct, rules and bylaws from time to time to facilitate the operation of the Club but subject to the provisions of rule 25 Bylaws.
- (j) Except where otherwise provided in this Constitution, enter into any contracts, make any appointments, carry out any works, control the number of members of the Club, and impose any conditions as to membership, all of which, in the opinion of the Management Committee, promotes carrying out the objects of the Club.
- (k) Enter into unbudgeted contracts with third parties provided that if such contracts will incur financial liability on behalf of the club in excess of \$20,000, the contracts are subject to and conditional on the prior approval of the members of the Club at a special general meeting. The requirement to obtain the prior approval of the members of the Club for unbudgeted contracts in excess of \$20,000 shall not apply where such unbudgeted contracts relate to repairs, maintenance or other work that in the reasonable opinion of the Management Committee must be carried out without delay.
- (l) Produce a written report to the AGM on the state of the club generally.

- (m) Subject to the provisions of this Constitution and to any rule from time to time made by the Club in General Meeting, implement any instruction resolved by a majority of members in General Meeting.
- (n) Carry out such other acts as may be necessary to carry out the day to day operation of the Club, and meet the objects of the Club, except where such acts are reserved to a General Meeting pursuant to this Constitution.

15. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 15.1. The Management Committee shall meet at least eight times in a year. The quorum for such meetings shall be four management committee members present and voting (excluding proxy votes).
- 15.2. At the first meeting of the Management Committee after the elections in each year, it shall elect a Chairperson for the ensuing year, The Chairperson holding office in the previous Management Committee shall remain in office from the date of the election until the date and time when a new Chairperson has been elected.
- 15.3. Each Management Committee member shall be entitled to one vote on motions put to a meeting of the Management Committee. The Chairperson shall be entitled to a second or casting vote in the event of an equality of votes. No member shall be entitled to vote on a motion in which that member may directly or indirectly derive a material financial benefit from the motion.
- 15.4. Management Committee members may vote by proxy when unable to attend a management committee meeting provided notice in writing of the appointment of their proxy is given to the Secretary Manager at least one day prior to the management committee meeting. A management committee member may only appoint one proxy at a time, whose appointment may only last for one meeting.
- 15.5. In the absence of the Chairperson from a meeting of the Management Committee, those present shall elect another member of the Management Committee to chair that meeting. Such person shall have a second or casting vote in the event of an equality of votes on a motion put to that meeting of the Management Committee.
- 15.6. The Management Committee shall meet at such time as it shall determine and will meet in the Clubhouse or other such location agreed to by sitting Management Committee members. Notices of any Management Committee meeting must be given to all Management Committee members at least 7 days prior to a meeting.
- 15.7. Minutes of all Management Committee meetings shall be kept, ratified by the Chairperson and a summary displayed on the Club noticeboard for members to view.

16. GOLF COMMITTEE

- 16.1. If the Management Committee deems it necessary, the club shall have a Golf Committee, which shall include a minimum of four of members of the Club.
- (a) Its Chairman will be the Club Captain.
 - (b) The other members, to be appointed by the Management Committee after feedback from and consultation with the various sections of the Club, shall include a men's convenor, a Golden Oldies convenor and a women's convenor (if numbers permit).
 - (c) The Golf Committee shall be accountable and report directly to the Management Committee. It shall have responsibility for any matters within its jurisdiction and such other responsibilities that are delegated to it from time to time by the Management Committee, providing that its decisions do not involve the club in financial commitments other than those authorised by the Management Committee. Any decision made by the Golf Committee must be endorsed by the Management Committee before it comes into effect.
- 16.2. Notwithstanding any additional duties that may from time to time be delegated by the Management Committee, the Golf Committee duties shall be:
- (a) To co-ordinate the programming of the Club's golfing competitions.
 - (b) To appoint Club representative selectors.
 - (c) To make submissions to the Management Committee regarding matters relating to the course and club facilities.
 - (d) To set and from time to time, amend local rules and bylaws.
 - (e) To resolve any disputes related to golfing competition.
 - (f) To co-ordinate the running of certain golfing events as may be deemed appropriate.
 - (g) To make submissions to the Management Committee on any matter deemed appropriate.
 - (h) To maintain a close relationship with the Management Committee and Secretary Manager at all times.
 - (i) To operate within the financial parameters set by the Management Committee
 - (j) To make available to the Management Committee the minutes of all meetings of the Golf Committee and any other documents and records which the Management Committee may from time to time require.
- 16.3. The Golf Committee shall meet at least six times a year. A quorum for such a meeting is a majority of members on the Golf Committee. In the event of the Club Captain

being absent from a meeting then those present shall elect a chairperson for that meeting. Subject to Management Committee approval, members of the Golf Committee are able to nominate a person to stand in for them if they cannot attend meetings.

- 16.4. At meetings of the Golf Committee each member entitled to vote shall have one vote on motions put to the committee. In the event of an equality of votes, the Chairperson may cast a second or casting vote.

17. ANNUAL GENERAL MEETINGS

- 17.1. The Annual General Meeting (AGM) of the Club shall be held no later than 30 September each year.
- 17.2. The chairperson of the AGM shall be the Club President or the Vice President in the President's absence or the Club Captain in both their absences.
- 17.3. At the AGM a quorum shall be twenty (20) members present and voting (excluding proxy and postal votes). In the event of such number not being present the meeting shall be adjourned for a period of fourteen (14) days. The meeting will then be reconvened at the same time and place when the business on the published agenda shall be disposed of by the members present whether constituting a quorum or not.
- 17.4. Notification of the time, date, venue and nature of business to be transacted shall be posted on the Clubhouse notice board and website, sent by electronic message to all members and publicly advertised not less than 14 days prior to the date of the meeting. Copies of such notification shall be made available to those who require them.
- 17.5. Any business of the Club may be addressed at an AGM of the Club. The following business must be addressed at an AGM:
- (a) To receive apologies
 - (b) To confirm the minutes of the previous AGM and consider any matters arising from such minutes
 - (c) To receive annual reports from the chairperson or president and club captain
 - (d) To adopt the annual accounts and balance sheet.
 - (e) To review the budget, subscriptions and fees for the forthcoming year as recommended by the Management Committee and to adopt the same with any amendments as may be required by members at that meeting.
 - (f) To appoint an auditor or financial reviewer.
 - (g) To elect a patron.
 - (h) To elect the Club President.

- (i) To elect the Club Vice President
- (j) To elect the Club Captain.
- (k) To elect ordinary members to the management committee.
- (l) To debate any notices of motion brought to the meeting. Such notices of motion must be notified to the Secretary Manager at least 14 days prior to the date of the meeting. They must be proposed and seconded by eligible members and published with the notice convening the AGM,
- (m) To provide for general business for discussion on matters incidental to the objects of the Club.

18. SPECIAL GENERAL MEETINGS

- 18.1. The Management Committee may call a Special General Meeting by way of notice or electronic message published on the Clubhouse noticeboard, on the Club's website and sent to all members at their address noted on the register of members at least 14 days prior to the date of the meeting. The notice must specify the business to be addressed at the Special General Meeting. No other business other than that specified in the notice shall be discussed at the meeting.
- 18.2. Within fourteen (14) days of the written request of not less than 15 voting members, a Special General Meeting to consider a specific motion must be called by the Management Committee by way of notice published in accordance with rule 18.1. Notices calling a Special General Meeting requested by voting members shall list the names of the members calling same.
- 18.3. Any business of the Club may be addressed at a Special General Meeting of the Club. The following business must be addressed at a Special General Meeting of the Club:
 - (a) To purchase, lease, exchange or acquire any land, buildings, easements, licences or any real property which may be required or used in connection with any of the objects of the Club and to sell, convey, transfer, assign, grant easements, hire or otherwise dispose of the same.
 - (b) To borrow or raise money unsecured or secured on mortgage on the real or personal property of the Club or any part or parts thereof or upon debentures charging the whole or any part of the assets of the Club and to execute any such mortgages or debentures.
 - (c) To ratify, amend, or reject any contracts entered into by the Management Committee that are subject to prior approval by members.
 - (d) To acquire or dispose of any asset or acquire any right or interest or incur any liability or obligation the value of which is worth more than half the value of

the Club's assets before the transaction, or has not been budgeted for as part of the Club's annual budget.

- (e) Any alteration of the Constitution.
- (f) The winding up of the Club.

18.4. At a Special General Meeting a quorum shall be twenty (20) members present and voting (excluding proxy and postal votes). If a quorum is not present the meeting shall be dissolved.

19. VOTING

19.1. Only Full Playing, Life and Honorary Members shall be entitled to vote at Annual and Special General Meetings. Votes may be cast in person or by proxy in accordance with rule 20 or by post in accordance with rule 21.

19.2. At all Annual and Special General Meetings motions which require a vote shall be decided by a show of hands. The Chairperson shall declare that the motion has been carried or lost, and an entry in the Club's minute book made to that effect.

19.3. If a secret ballot on a given motion is demanded prior to a show of hands by at least two voting members, the Chairperson shall appoint two (2) scrutineers and hold a secret ballot and then shall declare the result in accordance with the votes cast, as advised by the scrutineers. After the Chairperson has declared the result of a ballot, the ballot papers shall be destroyed.

19.4. Each voting member present shall have one vote. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

19.5. No member shall be entitled to vote at any meeting unless he or she is financial. For the purpose of this rule a member is financial if he or she does not owe any money to the club. No member shall be entitled to vote on a motion in which that member may directly or indirectly derive a material financial benefit from the motion.

19.6. Except as otherwise provided in this Constitution, a motion shall be passed when approved by a simple majority of votes of those entitled to vote and voting on the question.

20. VOTING BY PROXY

20.1. In the event any voting member is unable to attend a General Meeting, a voting member may exercise the right to vote by proxy.

20.2. A proxy for a member is entitled to attend and be heard at a General Meeting as if the proxy were the voting member.

20.3. A proxy must be appointed by notice in writing signed by or, in the case of an electronic notice, sent by the voting member and the notice must state whether the

appointment is for a particular meeting or a specified term. A voting member may only appoint one proxy at a time.

- 20.4. No proxy is effective in relation to a meeting unless a copy of the notice of appointment is produced at least one day before the start of the meeting.

21. VOTING BY POST

- 21.1. In the event any voting member is unable to attend a General Meeting then that member may exercise the right to vote by postal vote.
- 21.2. The postal vote must be recorded in writing, signed and delivered to the Secretary Manager or his nominee in a sealed envelope at least one day prior to the General Meeting.
- 21.3. The envelope shall be opened by the Secretary Manager or his nominee at the General Meeting. The Chairperson shall count the postal votes and take these into account prior to declaring any result on a vote. All postal votes shall be affixed to the minutes of the General Meeting.

22. SUBSCRIPTIONS

- 22.1. The subscription payable by each member shall be an annual one or part thereof recommended by the Management Committee including any levy made by Nelson City Council and confirmed or amended by the members at the AGM and due on a date specified by the Management Committee. Subscription payments are to be made in accordance with the payment options prescribed by the Management Committee from time to time.
- 22.2. If a member's subscription is not paid in accordance with the manner prescribed by the Management Committee within one month after it becomes due, the management committee shall give 14 days' written notice to the defaulting member pursuant to rule 8.3 advising that if the member's subscription is not paid within 14 days then that member's membership shall be terminated.
- 22.3. The Management Committee in its sole and absolute discretion shall have the power to make remission of such portion of the subscription as it sees fit in any particular case.
- 22.4. The subscription year shall be from the 1 April to 31 March unless changed by the Management Committee.

23. RULES OF PLAY

- 23.1. The rules of play shall be those of the Royal and Ancient Golf Club of St Andrews. The Management Committee (or Golf Committee if delegated this authority by the Management Committee) may establish local rules at its discretion provided these do

not breach the rules of the Royal and Ancient Golf Club of St Andrews and are displayed on the Club's noticeboard and website.

- 23.2. The Club will also abide by any applicable rules relating to other recreational activity carried on at the Club's facilities or amenities.

24. BYLAWS

- 24.1. Any bylaws made by the Management Committee shall be under the seal of the Club and may at any time be annulled or varied by the Management Committee. All bylaws so made and for the time being in force shall be binding on all members of the Club and shall have full effect accordingly. All current bylaws shall be printed in the Club's annual programme and on its website.
- 24.2. No bylaws made by the Management Committee shall operate so as to abrogate, modify or vary any provision contained in this Constitution, and in the case of any conflict or inconsistency between any bylaws so made as aforesaid and the Constitution, such bylaws shall be inoperative and void to the extent of such conflict and inconsistency.
- 24.3. Any bylaws purporting to make provision for anything under the Constitution which should be provided for by resolution of the Club in General Meeting shall be inoperative and void to the extent of the provision purporting to be so made.

25. SIGNING BY THE CLUB

- 25.1. A contract not in the form of a deed can only be entered into on behalf of the Club in writing signed by any two (2) members of the Management Committee, authorised to do so by previous specific or general resolution of the Management Committee.
- 25.2. The common seal of the Club shall be kept in the custody of the Secretary Manager or such other persons authorised in that behalf by the Management Committee.
- 25.3. The seal shall be affixed, pursuant to a resolution of the Management Committee, to any documents or deeds required to be sealed. Such documents shall be signed and attested by at least two Management Committee members.

26. AUDIT

- 26.1. The Auditor or Financial Reviewer, who shall not be a member of the Club, shall be elected at the AGM. Such person shall examine and report on the annual statement of accounts and balance sheet and at all reasonable times have access to the Club's books and accounts.

27. FUNDS

- 27.1. All funds belonging to the Club and required to carry out the operations and objects of the Club shall be deposited into an account or accounts held by it in such banks as the Management Committee shall decide upon from time to time. Monies may be

withdrawn from such account or accounts under the signature of any two Management Committee members appointed by the Management Committee for such a purpose or the signatures of any one Management Committee appointed for such purpose and the Secretary Manager. A signature may be in writing or may be a password required for electronic transactions.

- 27.2. Surplus funds of the Club are funds in excess of those required to carry out the operations and objects of the Club. Surplus funds may be invested by the Management Committee in accordance with the Trustee Act 1956 and its amendments. Deeds and other documents in connection with such investments shall be in the name of the Club as an incorporated body.
- 27.3. The Club has power to borrow money for all or any of the objects of the Club, either on an unsecured basis, or by securing repayment of such borrowing against the property real or personal of the Club.

28. CONTROL ON CLUB FUNDS/PECUNIARY PROFIT

- 28.1. No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit' or advantage whatsoever.
- 28.2. Any such reward shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this rule shall not be removed from this document and shall be included in any document replacing this document.

29. ALTERATION OF CONSTITUTION

- 29.1. The Constitution of the Club shall not be altered, added to or rescinded except by resolution passed at a General Meeting of the Club. The nature of the proposed alteration is to be stated in the notice convening the meeting. A two-thirds majority of the voting members present and entitled to vote at such a meeting shall be required to carry such a resolution. No addition to or alteration of Rule 35 shall be approved without the prior approval of the Inland Revenue Department.

30. INDEMNITY

- 30.1. The Management Committee, the Secretary Manager and staff of the Club shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, except where such liability or cost is due to:
- (a) Dishonesty: that person's own dishonesty or lack of good faith;
 - (b) Wilful Breach of Club Constitution: that person's wilful commission or omission of an act known by that person to be a breach of the Club Constitution; or

- (c) Exceeding Powers: that person acting beyond the scope of his, her or its powers under the Club's Constitution and / or their appointment

30.2. No member of the Management Committee, the Secretary Manager or any staff of the Club shall be liable for the acts or defaults of any other member of the Club or any liability or cost incurred as a result.

31. COMPLAINTS

31.1. All complaints must be made in writing to the Secretary Manager so that they may be submitted to the Management Committee for consideration and no complaint will be considered unless it is made in writing.

32. CLUB COLOURS

32.1. The club's primary colour shall be maroon.

33. REPEALS

33.1. The Constitution of the Club existing immediately prior to this Constitution coming into operation is hereby revoked, provided that such revocation shall not affect:

- (a) The validity, effect or consequence of anything already done or suffered
- (b) Any right, interest or title already acquired, accrued or established or any remedy or proceeding in respect thereof, or
- (c) The proof of any past act or thing.

34. WINDING UP OF THE CLUB

34.1. A two-thirds majority of members voting at a General meeting may resolve to wind up the club, in terms of Section 24 of the 'Incorporate Societies Act 1908'.

34.2. Upon the Club being wound up the property of the Club shall be sold and the balance after payment of its debts shall be disposed of in such manner as to foster and encourage the playing of golf in New Zealand, subject to:

- (a) Any directions resolved by the members at the General Meeting to wind up the Club
- (b) And restriction or proviso notified by Nelson City Council prior to the General Meeting to wind up the Club
- (c) Any direction of the Registrar of Incorporated Societies.

35. MATTERS NOT PROVIDED FOR

35.1. Any matter affecting the Club and its members not provided for in this Constitution shall be dealt with by the Management Committee as it may deem advisable in the best interest of the Club. Any decision arrived at shall be considered final and binding upon all members of the Club unless revoked at a subsequent General Meeting.

36. ADOPTION OF CONSTITUTION

36.1. This Constitution has been adopted in substitution for the existing Constitution of the Club and shall take effect upon registration thereof in the office of the Registrar of Incorporated Societies. This Constitution shall apply to all matters in respect of procedure or otherwise from the date of registration.

Signed *P.M. Melvick (President)*
R. Peann (V.P.)

P.R. Wilson (member)

Dated *10/11/18*

