



North Shore Croquet Club Incorporated (Established 1905)

CONSTITUTION

REGISTERED NUMBERS

Charities: CC44919

NZBN: 9429042693284

Inc Soc: 222935

Contents

1. Club Details
2. Purpose, Capacity and Powers
3. Members
4. General Meetings
5. Committee
6. Committee Meetings
7. Committee Duties
8. Interests
9. Finances
10. Amendments
11. Bylaws
12. Dispute or Complaint Resolution
13. Winding Up and Removal
14. Matters Not Provided For
15. Definitions and Interpretation

1. Club Details

- 1.1 **Name:** The name of the Society is North Shore Croquet Club Incorporated.
- 1.2 **The Club** is registered as a charitable entity under the Charities Act 2005.
- 1.3 **Registered office:** The registered office of the Club is at the place the Committee decides.
- 1.4 **Contact person:** The person who holds office as Secretary of the Club shall be the contact person required by the Act. The Committee may at its discretion appoint up to 2 additional contact persons subject to them being suitably qualified under the Act.

2. Purpose, Capacity and Powers

- 2.1 **Purpose:** The charitable purposes of the Club are to:
- a) advance, promote, develop, foster and administer croquet as an amateur sport for the well-being, benefit and recreation of the community;
 - b) provide a forum and facilities for playing, enjoying and associating with the game of croquet;
 - c) promote, develop and co-ordinate croquet competitions and to give and contribute to prizes and trophies;
 - d) protect the integrity of croquet and the Club by promoting the knowledge of and adherence to the rules, laws and regulations of croquet, and establishing standards of conduct, ethics, and good governance;
 - e) support the training, education and development of the members in the skills of croquet, including officials, referees, coaches, tournament and team managers and volunteers;
 - f) be committed to fairness, equity, inclusion, and diversity within the Club to create a sense of belonging for all;
 - g) be a member that encompasses the geographical area in which the Club is situated as delineated by Croquet New Zealand.
- 2.2 **Capacity and Powers:** The Club has full capacity, rights, powers, and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

3. Members

- 3.1 **Application:** An application to become a member shall be in the form required by the Committee which may accept or decline an application in its absolute discretion. A person becomes a member when the application has been accepted then approved and the required membership fees have been paid and any other preconditions satisfied.
- 3.2 **Member Consent:** A person consents to become a member by submitting an application to the Club.
- 3.3 **Members:** The members of the Club are financial members and any other categories of member as the Committee determines provided that all ~~unrestricted~~ members who

have the right to play croquet shall be affiliated to the relevant Association and to Croquet New Zealand. The Committee shall determine the membership rights, including voting rights, for any new category of member.

The Committee may from time to time, if necessary, set a limit on the number of members permitted in any category. Any application for membership in a category that has reached its limit shall be placed on the waiting list until such time as the number of members in the relevant category falls below the maximum.

- 3.4 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club. Any member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination should be accepted. A person consents to becoming a Life Member on acceptance of their life membership. Life Members are entitled to vote at General Meetings and otherwise have such rights and benefits as determined by the Committee.
- 3.5 **Member Rights and Obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures and policies of Croquet New Zealand and any member Association of Croquet New Zealand encompassing the geographical area in which the Club is situated and of which it is a member;
 - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - (c) they receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees or levies within the required time period;
 - (d) they do not have any rights of ownership of, or the private right to the use of, the Club's property;
 - (e) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute;
 - (f) if they fail to comply with sub-clause (c) above the Committee may terminate their membership, and they shall cease to be entitled to any member rights.
- 3.6 **Suspension of Member:** If a member is, or may be, in breach of any obligations under this Constitution and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the member until final determination of the matter under the applicable dispute resolution process. Before imposing any suspension, the member must be given notice of the suspension.
- 3.7 **Suspension of Member Rights:** Unless otherwise determined by the Committee, while a member is suspended the member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.
- 3.8 **Ceasing to be Member:** A member ceases to be a member:
- a) on death;
 - b) by giving notice to the Committee of their resignation;
 - c) if their membership is terminated under the terms of this Constitution;

- d) if their membership is terminated following a dispute resolution process under this Constitution or the Code of Conduct of Croquet New Zealand.
- e) if the member has not paid the required subscription including all Association and Croquet New Zealand Affiliation Levies within three months of the due date.

3.9 **Consequences of Ceasing to be a Member:** A member who ceases to be a member:

- a) remains responsible to pay all their outstanding membership and other fees and levies to the Club, unless an exemption is granted by the Committee;
- b) must return all the Club's property;
- c) ceases to be entitled to any rights of a member.

3.10 **Membership Fees:** The Committee will decide any membership and other fees payable by members and the due date for payment of those fees, and these must be ratified at the following AGM. The Committee may determine different levels of membership fees and other fees for different types of members. The Committee will collect and make payment of the Affiliation Levies for each financial member to the relevant Association and to Croquet New Zealand.

3.11 **Member Register:** The Committee will keep an up-to-date Member Register, which includes each member's name, contact details, including a physical address or an electronic address, and a telephone number, and the date they became a member. A member must provide notice to the Club of any change to their contact details. The Committee shall comply with the Privacy Act 2020 when collecting and dealing with personal information and members will treat any such personal information made known to them for the purposes of the Club in confidence in terms of the Privacy Act.

4. **General Meetings**

4.1 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.

4.2 **Notice of AGM:** The members must be given at least 21 days' notice of the date of the AGM.

4.3 **Business of AGM:** The business of an Annual General Meeting shall be to:

- a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- b) adopt the annual report on the operations and affairs of the Club;
- c) adopt the Committee's report on the finances of the Club, and the annual financial statements;
- d) set any subscriptions for the current financial year;
- e) consider any motions of which appropriate prior notice has been given;
- f) consider any motions proposing to amend this Constitution that have been properly submitted for consideration;
- g) elect the Committee members; and
- h) consider any general business.

4.4 **Information for AGM:** The Committee must, at each Annual General Meeting, present the following information:

- a) an annual report on the operation and affairs of the Club during the most recently completed accounting period; and
 - b) the annual financial statements for that period; and
 - c) notice of any disclosures of conflicts of interest made by Committee Members.
- 4.5 **Notice of Proposed Motions:** Members must give notice of any proposed motion and other items of business to the Secretary at least 15 days before the date of the AGM.
- 4.6 **Notice of Agenda:** Notice of the agenda containing the business to be discussed and voted upon when necessary at the AGM must be sent to all persons entitled to attend the AGM at least 10 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda. Other business may be discussed at the discretion of the Chair but not voted on.
- 4.7 **Calling of SGM:** The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by 30% of members.
- 4.8 **Notice of SGM:** Members must be given at least 21 days' notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 4.9 **Method of Holding Meeting:** These may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate. A written resolution in lieu of a general meeting is not permitted.
- 4.10 **Quorum:** No business may occur at any General Meeting unless a quorum is present. The quorum for a General Meeting is 25% of the members entitled to be present and to vote. The quorum must always be present during the General Meeting. A member casting a vote by proxy is included in the members present under this clause.
- 4.11 **No Quorum at AGM:** If a quorum is not present within 30 minutes of the scheduled start time of the AGM, the AGM is adjourned to a day, time and place set by the Chair of the AGM. If no quorum is present at the further AGM, the members present and entitled to vote 15 minutes after the scheduled start time of the further AGM are deemed to constitute a valid quorum.
- 4.12 **No Quorum at SGM:** If a quorum is not present within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 4.13 **Control of General Meetings:** The person holding office as President shall chair General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the members present will elect a person to chair the General Meeting.
- 4.14 **Omissions and Irregularities:** The General Meeting and its business will not be invalidated if one or more members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all members and any other error in the organisation of the meeting if:

- a) the Chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - b) a motion to proceed is put to the meeting and a majority, of two-thirds or more of votes cast, is obtained in favour of the motion to proceed.
- 4.15 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 4.16 **Voting:** Only financial Members may vote at General Meetings, in person or by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting.
- 4.17 **Conduct of Voting:** Voting is conducted by voices, or a show of hands as determined by the Chair of the meeting, and the Secretary shall advise the meeting of the number of proxy votes received in each case for and against the resolution. A secret ballot may be called for by the Chair or by 25% of members present.
- 4.18 **Minutes:** Minutes must be kept of all General Meetings.
- 4.19 **Resolutions:** A resolution of members at a General Meeting is sufficient to pass a resolution, except as specified in this Constitution or otherwise required by the Act. Written resolutions may not be passed in lieu of a General Meeting.

5. **Committee**

- 5.1 **Functions and Powers:** The Committee must manage, direct or supervise the operation and affairs of the Club in accordance with this Constitution and has all the powers necessary for managing, and for directing and supervising the management, operation, and affairs of the Club.
- 5.2 **Composition:** The Committee consists of the President, the Secretary, the Treasurer and up to 5 other persons elected at the AGM. There must be a minimum of 4 persons forming the Committee including the Office Holders.
- 5.3 **Role of President:** The President will engage in activities agreed with the Committee which may include activities to promote the Club, good relations and communications between members, and the reputation and best interests of the Club, and to preside at Club events.
- 5.4 **Role of Secretary:** The Secretary will:
- a) attend to all correspondence and keep minutes of General Meetings and Committee meetings and ensure that any subcommittee keeps minutes;
 - b) receive proxy voting instructions as provided in the Constitution;
 - c) keep all records and generally perform all the secretarial work of the Club. With the written approval of the Committee these tasks may be varied or delegated but the Secretary remains responsible for their performance; and
 - d) Act as a Contact Person under the Act.
- 5.5 **Role of Treasurer:** The Treasurer will:
- a) receive all money paid to or received by the Club and pay all accounts approved by the Committee;

- b) keep the Club's financial accounts, arrange for an annual financial statement to be prepared and submit appropriate financial statements at the AGM and undertake other tasks required by the Committee; and
 - c) invest funds of the Club in the manner directed by the Committee.
- 5.6 **Election of Committee Members:** Committee Members are elected as follows:
- a) the Committee must call for nominations for Committee Member positions at least 21 days before the AGM;
 - b) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee;
 - c) nomination forms should be delivered to the Secretary in advance of the Annual General Meeting. If there are insufficient nominations received, further nominations may be received from the floor at the Annual General Meeting;
 - d) if there are insufficient nominations to fill vacant positions the Committee may appoint persons to those vacancies;
 - e) if there are more nominees than required for any vacant position, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a resolution of members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes.
- 5.7 **Qualification:** Every nominee for a Committee position must, in writing:
- a) consent to that nomination; and
 - b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution.
- 5.8 **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:
- a) a person who is an employee of, or independent contractor to, the Club;
 - b) a person who is disqualified from being elected or holding office as a Committee Member under Section 47(3) of the Act or Section 36B of the Charities Act 2005;
 - c) A person who has been removed as a Committee member.
- 5.9 **Term of Office:** No Committee Member shall serve for more than 5 terms, a term being one year, but this may be extended for only one term for Office Holders in exceptional circumstances.
- 5.10 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 5.11 **Removal of Committee Member:**
- a) the Committee may, by resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned has seriously breached duties under this Constitution or the Act, or acted in a manner that is injurious to the character or interests of the Club;
 - b) the Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion;
 - c) before considering a motion for removal, the Committee Member affected by the motion must be given:

- (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
- (ii) adequate time to prepare a response; and
- (iii) the opportunity prior to the Committee meeting to make written submissions; and
- (iv) the opportunity to be heard at the Committee meeting.

5.12 **Committee Member Ceasing to Hold Office:** A person ceases to be a Committee Member if:

- a) the person dies;
- b) their term expires;
- c) the person resigns by delivering a signed notice of resignation to the Committee;
- d) the person is removed from office under this Constitution;
- e) the person becomes disqualified from being a Committee Member.

6. **Committee Meetings**

- 6.1 **Calling Meetings:** Committee meetings may be called at any time by the President or by 3 Committee Members, but generally the Committee will meet monthly.
- 6.2 **Meeting Procedure:** The Committee may regulate its own procedure in accordance with this Constitution, the Act and the law.
- 6.3 **Quorum:** The quorum for a Committee meeting is 50% of the Committee Members.
- 6.4 **Chair:** The President will chair the Committee meetings. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role.
- 6.5 **Voting:** Each Committee Member has one vote. Voting by electronic means is permitted for any Committee Member participating by audio, audio-visual or other electronic link. If there is an equality of votes, the Chair does not have a casting vote.
- 6.6 **Resolution in Writing:** A resolution in writing signed or consented to by email or other electronic means by all of the Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

7. **Committee Members' Duties**

7.1 **A Committee Member:**

- a) when exercising powers or performing duties, must act in good faith and in what they believe to be the best interests of the Club;
- b) must exercise a power for a proper purpose;
- c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- d) when exercising powers or performing duties, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation, the nature of the Club, the nature of the decision, and their position and the nature of the responsibilities undertaken by them;

- e) must not agree to, or cause or allow, the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or the Club's creditors;
- f) must not agree to the Club incurring an obligation unless they believe at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

8. Interests

- 8.1 The Committee will observe the conflict of interest disclosure rules in the Act.
- 8.2 **Register of Interests:** The Committee must keep a register of interest disclosures made by Committee Members.
- 8.3 **Duty to Disclose Interest:** A Committee Member who is an Interested Member in a matter relating to the Club must disclose details of the nature and extent of the interest to the Committee, as soon as practicable after the Committee Member becomes aware of the interest, and the Committee must include it in the register of interests.
- 8.4 **Consequences of Being Interested:** A Committee Member who is interested in a matter:
 - a) must not vote or take part in a decision of the Committee relating to the matter, unless all non-interested Committee Members consent;
 - b) must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all non-interested Committee Members consent;
 - c) must not take part in any Committee discussion relating to the matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent;
 - d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 8.5 **Calling of SGM:** Despite Clause 8.3 above, if 50% or more Committee Members are interested in a matter, an SGM must be called to consider and determine the matter.

9. Finances

- 9.1 **Control and Management of Finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in Clause 2.
- 9.2 **Balance Date:** The Club's balance date is 30 April in any year.
- 9.3 **No Personal Benefit:** The Committee and members may not receive any distributions of profit or income from the Club. This does not prevent the Committee or members:
 - a) receiving reimbursement of actual and reasonable expenses incurred; or
 - b) entering into any transactions with an organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Committee Member or member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

10. Amendments

- 10.1 This Constitution may only be amended or replaced by a resolution of members passed by a two-thirds majority of those members present at a General Meeting. However, if an amendment is of minor effect or to correct errors or similar technical alterations then the Committee may follow the process in Section 31 of the Act.
- 10.2 Any proposed resolution to amend or replace this Constitution shall be addressed at a General Meeting called under the procedures outlined in Part 4 of this Constitution.

11. Bylaws

The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to members. Any Bylaw must be consistent with the Club's purposes set out in Clause 2, the Act and any other laws. All Bylaws are binding on the Club and the members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

12. Dispute or Complaint Resolution

- 12.1 The procedures for dealing with disputes shall consist of the procedures set out in Schedule 2 of the Act.
- 12.2 Should it be considered necessary the Club may adopt additional procedures that are consistent with the procedures in Schedule 2 and with the rules of natural justice.

13. Winding Up and Removal

- 13.1 **Notice:** The Committee must give notice to all members at least 21 Working Days of a proposed motion:
- a) to appoint a liquidator; or
 - b) to remove the Club from the Register of Incorporated Societies; or
 - c) for the distribution of the Club's surplus assets.

The notice must comply with Section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 13.2 **Surplus Assets:** If the Club is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member, and if any property remains after the settlement of the Club's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in Section 5(1) of the Charities Act 2005.

14. Matters Not Provided For

- 14.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this

Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

15. Definitions and Interpretation

15.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the members held once a year convened under this Constitution.

Association means an incorporated body that is a member of Croquet New Zealand.

Bylaws means any bylaws, policies, regulations and codes of the Club made under this Constitution.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

President means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club.

Club means the North Shore Croquet Club Incorporated.

Committee means the Club's governing body.

Committee Member means a member of the Committee.

Constitution means the rules in this Constitution.

Croquet New Zealand means the National Sporting Organisation for the sport of croquet in New Zealand.

General Meeting means an AGM or SGM of the Club.

Interested Member means a member who is interested in a matter for any of the reasons set out in Section 62 of the Act.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by Section 73 of the Act.

Member means each person who for the time being is a member of the Club and includes all classes of members described in this Constitution.

Office Holders means the President, the Secretary and the Treasurer.

SGM or Special General Meeting means a meeting of the members, other than an AGM, called for a specific purpose or purposes.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes Auckland Anniversary Day.