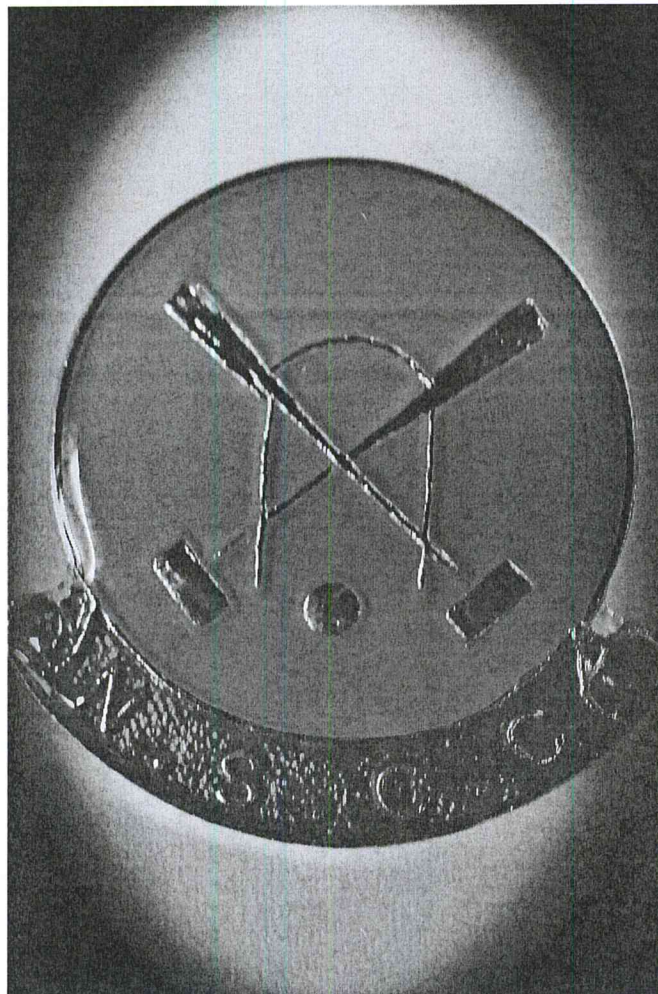


NORTH SHORE CROQUET CLUB
INCORPORATED

Established 1905

CONSTITUTION AND RULES
(Approved 2010 A.G.M.)

Registered Charity No. CC44919
September 2010



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CONSTITUTION AND RULES **NORTH SHORE CROQUET CLUB INCORPORATED**

The Club

1.0 Name

- 1.1 The name of the Club is the North Shore Croquet Club Incorporated.
1.2 The Club ("the Club") is constituted by resolution dated 16 September 1931.

2.0 Registered Office

- 2.1 The Registered Office of the Club is 1 Wairoa Road, Devonport, Auckland 0624.

3.0 Purposes of the Club

- 3.1 The charitable purposes of the Club are to:
- (a) promote the amateur games of Croquet
 - (b) provide and maintain lawns and facilities for the games of Croquet to be enjoyed by all persons entitled to do so
 - (c) affiliate with the Auckland Croquet Association and the New Zealand Croquet Council
 - (d) do anything necessary or helpful to facilitate or enhance the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Club.

Management of the Club

4.0 Managing Committee

- 4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons, the:
- (a) President
 - (b) Past President
 - (c) Secretary
 - (d) Treasurer
 - (e) Club Captain
 - (f) Grounds Superintendent
 - (g) House Convener, and
 - (h) two other Members or as the Club shall decide.
- 4.2 Only Full or Limited Members of the Club may be Committee Members.
- 4.3 There shall be a minimum of five Committee Members:
- (a) A Meeting of the Committee is not valid unless five Committee Members are present.

5.0 Appointment of Committee Members

5.1 At a Club Meeting (see definition 29,1 (h) and (i)) the Members entitled to vote may decide by majority vote:

- (a) who shall have the title of President, Secretary, Treasurer, Club Captain, Grounds Superintendent and House Convener
- (b) whether any Committee Member may have more than one title
- (c) the Term will be for one year.

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) they resign by giving written notice to the Committee
- (b) they have failed to attend three consecutive Committee Meetings without special reason or without an apology, which is sustained by the Committee
- (c) they are removed by majority vote of the Club at a Club Meeting
- (d) their term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property pertinent to the role of that committee person.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least 28 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5 pm on the fifth day before the Annual General Meeting. The secretary shall post all nominations on a suitable notice board at least two day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election:

- (a) The Secretary shall confirm that each nominee has agreed to nomination.

7.2 If the position of any Committee Member becomes vacant between Club Meetings, the Committee may appoint another Member to fill that vacancy until the next Club Meeting.

8.0 Role of the Committee

8.1 Subject to the rules of the Club ("the Rules"), the role of the Committee is to:

- (a) administer, manage and control the Club
- (b) carry out the purposes of the Club, and use money or other assets to do that
- (c) manage the Club's bank accounts
- (d) ensure that all Members follow the Rules
- (e) settle any dispute which may arise and which is not specifically provided for in these rules,
- (f) any case which is not provided for in these rules shall be determined by the Committee in such manner as it thinks fit and such decision shall be final
- (g) decide times and dates for Meetings and set the agenda for Meetings
- (h) appoint Members to fill the following roles in the running of the Club: Publicity Officer, Club Coach, Auckland Croquet Association Delegate and any other role deemed necessary for the efficient running of the club.

(i) Co-opt Members onto ad hoc committees for special projects within the Purposes of the Club.

8.2 The Committee has all the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.

9.0 Roles of Committee Members

9.1 The President's role is to:

- (a) ensure these Rules are followed
- (b) convene Meetings
- (c) chair Meetings, decide who may speak and when
- (d) use a casting vote, in addition to Member's voting right, when necessary
- (e) oversee the operation of the Club
- (f) give a report on the operation of the Club at each Annual General Meeting.

9.2 The Secretary's role is to:

- (a) record the minutes of the Meetings
- (b) keep the Register of Members
- (c) hold the Club's records, documents and books
- (d) receive and reply to correspondence as required by the Committee
- (e) advise the Registrar of Incorporated Societies of any alteration to the Rules and Constitution of the Club
- (f) forward the annual financial statements for the Club to the Registrar of Incorporated Societies upon approval by Members entitled to vote at an Annual General Meeting
- (g) retain the Common Seal of the Club.

9.3 The Treasurer's role is to:

- (a) collect and receive all payments made to the Club. These payments must be banked within 14 days after the Treasurer receives them
- (b) keep a true and accurate record of the Club's financial transactions, in a manner and standard reasonably expected by a Qualified Accountant so that the Society's financial situation can be determined at any point in time
- (c) give a financial report and statement of accounts (including an Income and Expenditure Account and Balance sheet) at each Annual General Meeting and more often if either the Committee or a majority of Club decides this in a Meeting.

9.4 The Club Captain's role is to:

- (a) form a Match Sub Committee, consisting of the Club Captain and up to two other Members subject to approval of the Committee
- (b) to ensure all games and matches are under the control of the Match Committee
- (c) in all respects follow the Laws and Regulations of the game of Croquet as adopted by the New Zealand Croquet Council or other governing body that shall govern the games.

9.5 The Grounds Superintendent's role is to:

- (a) form a Grounds Sub Committee consisting of the Grounds Superintendent and up to six Members subject to approval of the Committee e club

(b) take responsibility for the upkeep of the lawns and general good order of the Club grounds

(c) supervise all contractual labour employed to upkeep the lawns and grounds

(d) close the lawns when considered necessary

(e) ensure all expenditure on the lawns is subject to Committee approval.

9.6 The role of the House Convener is to:

(a) form a Social Sub Committee consisting of the House Convener and up to three members subject to approval of the Committee

(b) be responsible for the domestic affairs of the Club.

Club Membership

10.0 Types of Members

10.1 A member with voting rights will be known as a Full Member, a Limited Member or a Life Member.

10.2 A Member with voting rights has all the rights and responsibilities set out in these Rules.

10.3 A Life Member is a person who is acknowledged as a long and out standing Member of the Club. A Life Member has all the rights and responsibilities of a Member with voting rights, but is not required to pay club subscriptions.

10.4 A Limited Member is a person who must previously have been a Full Member and their application to become a Limited Member has been accepted by the Committee. A Limited Member has all the rights and responsibilities set out in these rules, except that a Limited Member is entitled to only nine playing days including Opening and Closing Days.

10.5 Further types of membership (none of which has any of the rights or privileges of a Member with voting rights):

(a) a Junior Member is a young person who has not attained the age of 18 years

(b) an Honorary Member is a person who is acknowledged as providing or having provided important services to the Club

(c) an Associate Member is a person who is a fully paid up member of another affiliated croquet club

(d) a Social Member is a person who wishes to support the Purposes of the Club. A Social Member does not have any playing rights .

11.0 Admission of Members

11.1 To become a Full Member, a Junior Member, an Associate Member or a Social Member a person ("the Applicant") must;

(a) complete an application form, if the Committee requires this, and

(b) supply any other information the committee requires.

11.2 The Committee may interview the Applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become a Full Member, a Limited Member, a Junior Member, an Associate Member or a

Social Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

11.4 Life Membership may be given to a Full Member as an acknowledgement of long and outstanding service to the Club. A Full Member may become a Life Member only if:

(a) preliminary nomination for Life Membership is received by the Committee. The Committee shall decide the individual merit of each case and bring any nomination approved by the Committee to the Annual General Meeting

(b) life Membership may only be granted by resolution at an Annual General Meeting by a two-thirds majority of those present

(c) life Membership is restricted to five Life Members at any one time.

12.0 The Register of Members

12.1 The Secretary shall keep a register of all types of members ("the Register"), which shall contain the names, the addresses, telephone numbers and email addresses of all types of members and the dates at which they became Members, and:

(a) in the case of Junior members their date of birth.

13.0 Confidentiality

13.1 A Member shall not, other than with the prior consent of the Club, at any time either during the continuance of their membership or afterwards disclose or use for their own benefit or the benefit of any person other than the Club, cause, enable, authorise, assist or permit any unauthorised use or disclosure of any information which they reasonably ought to know concerns the business of the Club or any information concerning any of its members, which shall have been acquired, received or made by the Member during the course of their membership. All Records embodying or relating to the Club shall be the exclusive property of the Club and the member shall hand over to the Club any such Records on the termination of their membership or at the request of the Club at any time during the course of their membership.

14.0 Cessation of Membership:

14.1 Any member may resign by giving written notice to the Secretary:

(a) a resigning or retiring member is not entitled to a refund of any portion of the annual subscription.

14.2 A member may have his or her membership terminated in the following way:

(a) If, for any reason whatsoever, the committee is of the view that a member is breaching the rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the member ("the Committee's Notice"). The Committee's Notice must:

(i) explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the Club

(ii) state what the member must do in order to remedy the situation, or state that the member must write to the Committee giving reasons why the Committee should not terminate the member's membership

(iii) state that if, within 14 days of the member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately

terminate the member's Membership

(iv) state that if the Committee terminates the member's Membership, the member may appeal to the Club at a Club Meeting.

(b) fourteen days after the member receives the Committee's Notice the Committee may in its absolute discretion by majority vote terminate the member's Membership by giving written notice ("Termination Notice") which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next General Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the member's receipt of the Termination Notice

(c) if the member gives the Member's Notice to the Secretary, the member will have the right to be heard fairly at the next Club General Meeting. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation"), and the member may require the Secretary to post the Member's Explanation on the club Notice Board within 7 days of the Secretary receiving the Member's Explanation. If the member is not satisfied that the other Club members have had sufficient time to consider the Member's Explanation, the member may defer his or her right to be heard until the following Club General Meeting

(d) when the member is heard at a Club General Meeting the Club may question the member and the Committee Members

(e) the Club shall then by majority vote decide whether to let the termination stand or whether to reinstate the member. The Club's decision will be final.

15.0 Re-Admission of former Member

15.1 Any former member who has resigned may apply for re-admission in the same way as a new applicant, but if the former member's membership was terminated by the Committee or the Club, the Applicant shall not be re-admitted without the approval of the Committee or the Club (whichever is appropriate as the Committee may decide) by majority vote.

16.0 Obligations of Members

16.1 All Club members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute:

(a) all Club members shall abide by the rules of etiquette as laid down by the New Zealand Croquet Association.

Money and Other Assets of the Club

17.0 Use of Money and Other Assets

17.1 Any income, benefit, or advantage must be used to advance the charitable purposes of the club.

17.2 No member of the Club, or anyone associated with any member, is allowed to take part in, or influence any decision made by the Club in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.

17.3 Any payments made to any member of the Club, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties, and

(a) the use has been approved by either the Committee or by majority vote of the Club.

18.0 Joining Fee, Subscriptions and Levies

18.1 The Club shall decide by majority vote at a Club Annual General Meeting:

- (a) what an applicant must pay to join the Club ("Joining Fee"), and
- (b) what a Full Member must pay in order to stay a Full Member ("Subscription") and how often this must be paid
- (c) what a Limited Member must pay in order to stay a Limited Member and how often this must be paid
- (d) what a Junior Member must pay in order to become a Junior Member and how often this must be paid
- (e) what an Associate Member must pay in order to become an Associate Member and how often this must be paid
- (g) what a Social Member must pay in order to become a Social Member and how often this must be paid.

18.2 The Committee may, in exceptional circumstances, by majority vote impose a levy or levies on Members up to a maximum total of \$50 in any one financial year. The reason for the levy must be compatible with the purposes of the Club (see paragraph 3).

18.3 If any member does not pay a Subscription or Levy by the date set by the Committee or the Society, that member shall have a further period of 14 day to pay the Subscription or Levy. After the 14 day period, the member may (without being released from the obligation of payment), at the discretion of the Committee, lose all membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the member's Membership shall be suspended until all the arrears are paid to the satisfaction of the Committee.

19.0 Additional Powers

19.1 The Club may:

- (a) employ people for the purposes of the Club
- (b) exercise any power a trustee might exercise
- (c) invest in any investment that a trustee might invest in
- (d) borrow money and provide security for that if authorised by majority vote at any Club Meeting.

20.0 Financial Year

20.1 The financial year of the Club begins on the 1st of May of every year and ends on the 30th of April the following year.

21.0 Cheques

21.1 Any Payment made by the Club above a value of twenty dollars must be by Cheque or electronic deposit.

21.2 All Cheques and Authorisations to debit the Club's bank account must be signed by two members of the Committee.

22.0 Appointing an Auditor

22.1 At an Annual General Meeting the Club may by majority vote appoint someone to inspect the Club Accounts ("the auditor"). The auditor shall inspect the Club's accounts, and shall certify that they are correct. The auditor must be a suitably qualified person, and must not be a member of the Club. If the Club appoints an auditor who is unable to act for some reason, the Committee shall appoint another auditor as a replacement.

Conduct of Meetings

23.0 Club Meetings

23.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

23.3 The Annual General Meeting of the Club shall be held during the month of June on a date to be decided by the Committee. The Committee shall determine at what time and where the Club shall meet.

23.4 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least ten of the Members entitled to vote.

23.5 The Secretary shall give all members at least 14 days notice of:

- (a) the business to be conducted at a Club Meeting
- (b) for Annual General Meetings only, a copy of the Financial Statement
- (b) notice of any motions and the Committee's recommendation about those motions. If the Secretary has sent Notice to all Members in good faith the Meeting and its business will not be invalidated simply because one or more members do not receive the Notice.

23.6 All Members may attend Club Meetings, but only Full, Limited and Life Members may vote:

- (a) Proxy Vote,
 - (i) Any Member who is entitled to vote at a Club Meeting, may appoint a proxy to vote on their behalf at that Meeting, and that vote shall be counted as if the member had voted in person. The appointment of a proxy will only be recognised as valid, if a Proxy Form, distributed with the notice of the Club Meeting, is presented at that Meeting, correctly completed and signed by the Member concerned.

23.7 No Club Meeting may be held unless at least 15 of those Members entitled to vote attend, or 30% of the Members entitled to vote, whichever is the smaller:

- (a) If within 30 minutes of the time appointed for any Club Meeting a quorum ("the Quorum") is not present the meeting shall be adjourned to the same day and time in the next week at the same place. If at such adjourned meeting a quorum be not present those Members entitled to vote who are present shall form a quorum and may transact the business for which the meeting is called.

23.8 All Club Meetings shall be chaired by the President. If the President is absent the Secretary shall chair the Club Meeting. If the Secretary is also absent the Club shall elect another Committee Member to chair that meeting. Any person chairing a Club Meeting has a casting vote in addition to their normal Full or Limited Membership vote.

23.9 On any given motion at a Club Meeting the President/Chairperson shall in good faith determine whether to vote by:

- (a) voice
- (b) show of hands, or
- (c) secret ballot
- (d) however, if any Member entitled to vote demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held the President/Chairperson will have a casting vote.

23.10 The business of an Annual General Meeting shall be:

- (a) any Minutes of the previous Meeting(s)
- (b) matters arising from the minutes
- (c) correspondence
- (d) the President's report on the business of the Club
- (e) the Treasurer's report on the finances of the Club, and the Statement of Accounts
- (f) election of Officers and Committee Members
- (g) annual Subscriptions
- (h) motions to be considered
- (i) only business specified in the notice convening the meeting shall be considered, except it be deemed a matter of extreme urgency by a majority of the member entitled to vote assembled.

24.0 Motions at Club Meetings

24.1 Any Member entitled to vote may request that a motion be voted on ("Member's Motion") at a particular Society Meeting by giving written notice to the Secretary at least 28 days before that meeting. The Member entitled to vote may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least ten Members:

- (a) it must be voted on at the Club Meeting chosen by the Member, and
- (b) the Secretary must give the Member's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or, if the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.

24.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions").

25.0 Committee Meetings

25.1 No Committee Meeting may be held unless four or more Committee Members attend. (amended from five to four AGM 15 June 2013)

25.2 The President shall chair Committee Meetings, or if the President is absent the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that Meeting. Any Committee Member chairing a Committee Meeting has a casting vote.

25.3 Decisions of the Committee shall be by majority vote.

25.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

25.6 Subject to these Rules the Committee may regulate its own practices.

Signing Documents

26.0 Signing of Documents

26.1 The Club shall have a Common Seal. A document shall be executed on behalf of the Club if:

(a) the Common Seal is attached to the document, and

(b) the document is witnessed by any one of the President, Secretary or Treasurer and Countersigned by one other member of the Committee.

Altering the Rules

27.0 Altering of the Rules

27.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members entitled to vote present.

27.2 Any proposed motion to amend or replace these Rules shall be governed by clauses 23 and 24 in these rules.

27.3 At least 14 days before the Club Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendation the Committee has.

27.4 When a Rule change is approved by a Club Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

Winding Up

28.0 Winding Up of the Club:

28.1 A majority of members entitled to vote, present at a Special General Meeting convened for the purpose, may resolve that the Club be wound up. Fourteen days notice of such meeting must be given to all members in writing, stating the time and place and business of the meeting and also the date on which it is proposed to wind up the Club. If, upon the winding up there remains, after the satisfaction of all debts and liabilities of the Club any property whatsoever the said property shall be given to such charitable sports bodies or public charity as the meeting decides.

Definitions

29.0 Definitions in this Document:

29.1

- (a) "Club" means the North Shore Croquet Club Incorporated
- (b) "Cheque" means a personal cheque or a bank cheque
- (c) "Committee" means the Committee of the Club
- (d) "Committee Meeting" means a meeting of the Committee
- (e) "Committee Member" means any Member who is on the Committee
- (f) "Majority Vote" means a vote made by more than half of those Members entitled to vote placing a vote. This will be the voting quorum and abstentions will not be counted
- (g) The President/Chairperson shall have a normal Full/Limited Member vote and in the case of a tied vote a further casting vote
- (h) "Meeting" means any Annual General Meeting, any Special General Meeting and any Committee Meeting
- (i) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting
- (j) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club
- (k) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other paying legal tender, and includes payment by personal cheque
- (l) "Rules" means these rules, being the Club rules of the Constituted Society
- (m) "Quorum" means that at any Annual or Special General Meeting of the Club 15 (fifteen) Members entitled to vote or 30% of Members entitled to vote, whichever is the smaller, shall be present including valid proxy vote authorities:
 - (i) except that if within 30 Minutes of the time appointed for any Club Meeting a quorum is not present the meeting shall be adjourned to the same day and time in the next week at the same place. If at such adjourned meeting a quorum be not present those members who are present shall form a quorum and may transact the business for which the meeting is called,
 - (ii) at any Committee Meeting a quorum of 5 (five) Committee Members shall be present.

E&OE.