

**RANGIORA CROQUET CLUB INC.**

**CONSTITUTION**

**AUGUST 2020**

## CONSTITUTION OF THE RANGIORA CROQUET CLUB INCORPORATED

### The Club

- 1.0 Name
  - 1.1 The name of the club is the Rangiora Croquet Club Incorporated (the club).
  - 1.2 The Club is constituted by resolution dated 14 January 2013.
- 2.0 Registered office
  - 2.1 The Registered Office of the Club is 2 River Road, Rangiora.
- 3.0 Purposes of Club
  - 3.1 The purposes of the Club are to:
    - (a) Facilitate the playing of croquet, competing in competitions and development of social activities of the Club.
    - (b) Do anything necessary or helpful to the above purposes.
  - 3.2 Pecuniary gain is not the purpose of the Club.
- 4.0 Affiliation
  - 4.1 The Club will be affiliated with the New Zealand Croquet Council Incorporated through the Canterbury (NZ) Croquet Association, and play will be governed by the laws issued by the governing body for New Zealand.

### Management of the Club

- 5.0 Management Committee
  - 5.1 The Club shall have a Management Committee (the Committee) comprised of the following persons:
    - (a) The President
    - (b) The Vice-President
    - (c) The Secretary
    - (d) The Treasurer
    - (e) The Club Captain (Association Croquet)
    - (f) The Club Captain (Golf Croquet)
    - (g) Five Committee Members
    - (h) The Immediate Past President who is ex-officio.
  - 5.2 Only Active Members of the Club will be members of the Management Committee.
- 6.0 Appointment of Management Committee
  - 6.1 Nominations for members of the Committee will be called for at least three weeks prior to an Annual General Meeting (AGM).
    - (a) Each candidate will be proposed and seconded in writing by members, and confirm their acceptance of their nomination in writing.
    - (b) Nomination forms will be lodged with the Secretary.
    - (c) Nominations will close at 5pm 7 days before the AGM.
    - (d) In the event of there not being a nomination for an Officer of the Club, or insufficient nominations for Committee Members, nominations may be called for from the floor at the AGM.
    - (e) Nominations called from the floor will only be sufficient to provide a candidate for the Office, or candidates for the Committee so that five people will be appointed, and will not create the need to hold a ballot.
  - 6.2 Members of the Committee will be elected by majority vote of members who attend the AGM.
  - 6.3 Members of the Committee will hold office for one year, but will be eligible for re-election.
  - 6.4 One person may hold more than one office;

- 6.5 In the event of one person holding the offices of Club Captain (Association Croquet) and Club Captain (Golf Croquet) a Vice-Captain will be elected to the Committee.
- 7.0 Cessation of Committee Membership
- 7.1 Persons cease to be Committee Members when:
- (a) They resign by giving written notice to the Committee;
  - (b) They complete their year in office and do not seek re-election; or
  - (c) They are not re-elected by a majority vote of the Club at a Club meeting.
- 7.2 When a person ceases to be a Committee Member, that person will within one month give to the Committee all Club documents and property pursuant to their responsibilities as a Committee Member.
- 7.3 If the position of any Member of the Committee becomes vacant between AGMs, the Committee may appoint another member to fill the vacancy until the next AGM.
- 7.4 If any Committee Member is absent from three consecutive meetings without leave of absence, the President may declare that person's position to be vacant.
- 8.0 Role of the Management Committee
- 8.1 Subject to the constitution of the Club (the Rules), the role of the Committee is to:
- (a) Administer, manage and control the Club;
  - (b) Carry out the purpose of the Club and use money or other assets to do that;
  - (c) Manage the Club's financial affairs, including providing the annual financial statement for presentation to the members at the AGMs;
  - (d) Set accounting policies in line with generally accepted accounting practice;
  - (e) Delegate responsibility and co-opt members where necessary;
  - (f) Ensure that all members follow the Rules;
  - (g) Decide how a person becomes a Member, and how a person stops being a Member;
  - (h) Decide the times and dates of meetings, and set the agenda for meetings;
  - (i) Decide the procedures for dealing with complaints;
  - (j) Propose membership fees including subscriptions and levies to each AGM;
  - (k) Make regulations;
  - (l) Appoint a delegate(s) to the Canterbury (NZ) Croquet Association Incorporated from within the Committee.
- 8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 8.3 All decisions of the Committee will be by a majority vote, and in the event of an equal vote, the President will have a casting vote, that is, a second vote.
- 8.4 Decisions of the Committee bind 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 is responsible for:
- (a) Ensuring that the rules are followed;
  - (b) Convening meetings and establishing whether or not a quorum is present;
  - (c) Chairing meetings, deciding who may speak and when;
  - (d) Overseeing the operation of the Club; and
  - (e) Providing a report on the operation of the Club at each AGM.
- 9.2 The Vice President is responsible for the President's duties, as set out in clause 9.1 (a) to (e) above when the President is not available.

- 9.3 The Secretary is responsible for:
- (a) Recording the minutes of meetings;
  - (b) Keeping the register of members;
  - (c) Holding the Club's records, documents and books except those required for the Treasurer's function;
  - (d) Receiving and replying to correspondence as required by the Committee;
  - (e) Ensuring the annual financial statements for the Club are forwarded to the Registrar of Incorporated Societies upon their approval by the members at an AGM; and
  - (f) Advising the Registrar of Incorporated Societies of any changes to the Club Constitution.
- 9.4 The Treasurer is responsible for:
- (a) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
  - (b) Providing financial information to the Committee as the Committee determines;
  - (c) Preparing annual financial statement for presentation at each AGM. These statements should be prepared in accordance with the Club's accounting policies; and
  - (d) Forwarding the annual financial statement for the club to the Registrar of Incorporated Societies upon their approval of the Members at an AGM.
- 10.0 Committee Meetings
- 10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 10.2 No Committee meeting may be held unless more than five (5) of the Committee Members attend.
- 10.3 The President will chair Committee Meetings, or if the President is absent, the Vice-President will chair the meeting.
- 10.4 Decisions of the Committee will be by majority vote.
- 10.5 The President or person acting in the chair will have a casting vote, that is, a second vote.
- 10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7 Subject to these Rules, the Committee may regulate its own practices;
- 10.8 The President or person acting in the chair will adjourn the meeting if necessary.
- 10.9 Committee Meetings will be adjourned if within half an hour after the time appointed for a meeting a quorum is not present at the meeting.

### **Club membership**

- 11.0 Obligations of Members
- 11.1 All Members (and Committee Members) will promote the purposes of the Club and will do nothing to bring the Club into disrepute.
- 12.0 Types of members
- 12.1 Membership may comprise different classes of membership as decided by the Club and include, but not limited to:
- (a) Active Member include Members "New to Croquet"; and
  - (b) Junior Members who are members under 19 years of age as at 1 July each year.
- 12.2 Members have the rights and responsibilities set out in these Rules
- 13.0 Admission to Membership
- 13.1 To become an Active Member, a person (the Applicant) must:

- (a) Complete a nomination form, as supplied by the Club which has been proposed and seconded by two Active Members of the Club; and
  - (b) The completed application form will be posted on the Club's notice board at least one (1) week before the Committee meeting at which the application is considered.
- 13.2 The Committee may interview the Applicant when it considers their Membership application.
- 13.3 The Committee will have complete discretion when it decides whether or not to allow an Applicant to become a Member.
- 13.4 The Committee will advise the Applicant of its decision and that decision will be final.
- 14.0 Life Members
  - 14.1 The Club, upon the unanimous decision of the Committee may grant Honorary Life Membership. An Honorary Life Member will have the same privileges (including voting rights) as an Active Member.
- 15.0 The Register of Members
  - 15.1 The Secretary will keep a register of Members (the Register), which will contain the names, postal and email addresses and telephone number of all Members, and the dates at which they became Members.
  - 15.2 If a Member's contact details change, the Member will advise their new postal or email address or telephone number to the Secretary in writing.
  - 15.3 Each Member shall provide such other details as the Committee requires pursuant to carrying out their responsibilities with respect to the management of the Club.
  - 15.4 Members will have reasonable access to the Register.
- 16.0 Cessation of Membership
  - 16.1 Any Member may resign by giving written notice to the Secretary, prior to the opening day of the relevant summer season. Default of such notice renders a member liable for fees for the ensuing season.
  - 16.2 Membership terminated in the following ways:
    - (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 fourteen (14) days of the Member receiving the Committee's Notice, the Committee is not satisfied with the written explanation, the Committee may in the absolute discretion immediately terminate the Member's Membership; and
      - (iv) State that if the Committee terminates the member's membership, the Member may appeal to the Club.
    - (b) Fourteen (14) 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 the member written notice (Termination Notice) which takes immediate effect. The Termination Notice will state that the Member may appeal to the Club 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 at a Special General Meeting (SGM) held within the following twenty-eight (28) days, unless an AGM is due within this time. If the Member chooses, the Member may provide the Secretary with explanation of the events as the Members sees them (the Member's Explanation), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation.
- (d) When the Member is heard at a SGM or AGM, the Members may question the Member concerned and/or the Committee Members.
- (e) The Club will then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

### **Money and Other Assets of the Club**

#### 17.0 Money and Other Assets of the Club

##### 17.1 The Club may only use Money and Other Assets if:

- (a) It is for the purpose of the Club;
- (b) It is not for sole personal or individual benefit of any Member; and
- (c) That use has been approved by either the Committee or by a majority vote at an AGM or SGM.

#### 18.0 Subscriptions and Levies

18.1 The annual fees for Active Members including Members New to Croquet, Junior Members, and any other type of membership that may have been established, will be set with the agreement of Members present at each AGM.

18.2 If any Member does not pay a Subscription or levy by the date set by the Committee or the Club, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date the Member will (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and will not be entitled to participate in any Club activities.

#### 19.0 Additional Powers

##### 19.1 The club may:

- (a) Engage 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; and
- (d) Borrow money and provide security for that if authorised by Majority vote at an AGM or SGM.

#### 20.0 Financial Year

20.1 The financial year of the Club begins on 1 July of every year and ends on 30 June of the next year.

#### 21.0 Assurance on Financial Statements

21.1 The Club shall appoint a Reviewer to review the annual financial statement at its AGM each year. The Reviewer will report on whether the financial statements are prepared in all material respects in accordance with the Club's accounting policies. The reviewer will be a suitably qualified person, and preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee will appoint another Reviewer as a replacement. The Committee is responsible to provide the Reviewer with;

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statement such as records, documents and other matters;
- (b) Additional information that the Reviewer may request from the Committee for the purposes of the review; and
- (c) Reasonable access to persons within the Club from whom the Reviewer determines it necessary to obtain evidence.

### **Conduct of Club Meetings**

- 22.0 Conduct of Club Meetings
  - 22.1 Club Meetings are AGMs and SGMs.
  - 22.2 The AGM will be held once every year in August. The Committee will determine when and where the AGM is held in that month.
  - 22.3 SGMs may be called by the Committee. The Committee must call a SGM if the Secretary received a written request signed by at least three (3) of the Active Members.
  - 22.4 The Secretary will:
    - (a) Give all Members at least seven (7) days Written Notice of the business to be conducted at a Club Meeting
    - (b) Additionally, the Secretary will provide, as appropriate:
      - (i) A copy of the President's Report on the Club's operations and of the Annual Financial Statements as approved by the Committee.
      - (ii) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee.)
      - (iii) Notice of any motions and the Committee's recommendations about those motions.
      - (iv) If the Secretary has sent a notice to all members in good faith, the Meeting and its business will not be invalidated simply because one or more Members did not receive the notice.
  - 22.5 Active Members including Members New to Croquet may attend and vote at a Club Meeting.
  - 22.6 No Club Meeting will be held unless at least 33% of eligible Members attend. (This will constitute a quorum.)
  - 22.7 Club Meetings will be chaired by the President. If the President is absent, the Vice-President will chair the meeting. Any person chairing a Club Meeting has a casting vote.
  - 22.8 For any given motion at a Club Meeting, the President will in good faith, decide whether it is to be determined by:
    - (a) Show of hands; or
    - (b) Secret ballot.
 However, if any Member demands a secret ballot before a vote by show of hands has begun, voting must be by secret ballot.
  - 22.9 The business of an AGM will be:
    - (a) Receiving any minutes of previous Club Meeting(s);
    - (b) The President's report on the business of the Club;
    - (c) The Treasurer's report on the finances of the Club and the Annual Financial Statement;
    - (d) Election of Committee Members;
    - (e) Motion for which prior notice has been given; and
    - (f) General business.

- 22.10 The President or the Chair of the Meeting, if not the President, will adjourn the meeting if necessary.
- 23.0 Adjournment of Club Meetings
- 23.1 A Club Meeting will be adjourned if within half an hour of the time appointed a quorum (33% of Active Member) is not present:
- (a) If not requested by Members the Club Meeting will stand adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournment.
  - (b) If the Club Meeting having been convened at the request of Members does not have a quorum within half an hour of the appointed time, the meeting will be dissolved.
- 23.2 The President/Chair may with the consent of the meeting, adjourn any Club Meeting from time to time and place to place, but no business will be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.
- 24.0 Motions at Club Meetings
- 24.1 Any Member may request that a motion be voted on (Member's Motion) at a particular Club Meeting, by giving written notice to the Secretary at least three (3) weeks before that meeting. The Member 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 33% of Active 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 fourteen (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) which will be notified at least seven (7) days prior to the meeting.
- 25.0 Altering the Constitution (Rules)
- 25.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by two-thirds majority of those Members present and voting.
- 25.2 A motion to amend or replace these Rules will be proposed:
- (a) as a "Committee Motion" as specified in Rule 24.2, or
  - (b) a motion signed by at least 33% of Active Members and be given in writing to the Secretary at least three (3) weeks before the Club Meeting at which the motion is to be considered, and a written explanation of the reasons for the proposal.
- 25.3 At least seven (7) days before the Club Meeting at which any Rule change is to be considered the Secretary will give to all Members a written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 25.4 When a Rule change is approved by a Club Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.



## **Common Seal**

### 26.0 Common Seal

- 26.1 The Committee will provide a common seal for the Club and may from time to time replace it with a new one.
- 26.2 The Secretary will have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed will be signed by the President and countersigned by the Secretary or a member of the Committee.

## **Bylaws**

### 27.0 Bylaws to govern the Club

- 27.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these Rules or to the provisions of the law. All such bylaws will be binding on members of the Club. A copy of the bylaws for the time being, will be available for inspection by any member on request to the Secretary.

## **Winding Up**

### 28.0 Winding up

- 28.1 If the Club is wound up:
  - (a) The decision to wind up the Club will be made at a Club Meeting, subject to confirmation at a second Club Meeting and the appointment of a liquidator, as provided for by the Incorporated Societies Act 1908.
  - (b) The Club's debts, costs and liabilities will be paid;
  - (c) Surplus Money and Other Assets of the Club will be distributed to the Canterbury (NZ) Croquet Association Incorporated; and
  - (d) No distribution will be made to any Member.

## **Definitions and Miscellaneous matters**

### 29.0 Definitions and Miscellaneous Matters

- 29.1 The Club colour will be forest green.
- 29.2 In these Rules:
  - (a) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
  - (b) "Majority vote" means a vote made by more than half of the Members who are present at a Club Meeting, and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  - (c) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
  - (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with Money or Other Assets
  - (e) "Written Notice" means communication by post, electronic mean (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
  - (f) It is assumed that:
    - (i) Where a masculine is used, the feminine is included
    - (ii) Where the singular is used, plural forms of a noun are also inferred
    - (iii) Headings are a matter of reference and not part of the Rules.
- 29.3 Matters not covered by these Rules will be decided upon by the Committee.