

RULES OF
NELSON MOUNTAIN BIKE CLUB INCORPORATED

APPROVED 2 JULY 2020

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1 Name and Constitution

- (a) The name of the society is Nelson Mountain Bike Club Incorporated (the **Club**).
- (b) The Club was incorporated at Nelson on 21 October 2014.
- (c) This Constitution was adopted at an Annual General Meeting on 2 July 2020.

2 Terminology

- (a) In this Constitution, unless otherwise defined, the following terms have the following meanings:

Annual General Meeting means an annual meeting of the Members held in accordance with rule 16;

Chair means the person elected as chair of the Executive in accordance with rule 10(e)(ix);

Constitution means the rules contained in this constitution of the Club, as amended from time to time;

Executive means the executive committee of the Club constituted in accordance with rule 10;

General Meeting includes a Special General Meeting and an Annual General Meeting, as the context requires;

Individual Member has the meaning given to it in rule 5(a)(i);

Life Member has the meaning given to it in rule 5(a)(ii);

Member includes an Individual Member, a Life Member and a Supporting Member;

Secretary means the person appointed as secretary of the Club in accordance with rule 10(f);

Special General Meeting means a meeting of the Members called in accordance with rule 16(l);

Supporting Member has the meaning given to it in rule 5(a)(iii);

Treasurer means the person appointed as treasurer of the Club in accordance with rule 10(f); and

Vice-Chair means the person elected as vice-chair of the Executive in accordance with rule 10(e)(ix).

- (b) In this Constitution:
 - (i) the plural includes the singular and vice versa;
 - (ii) references to rules are references to this Constitution's rules;

- (iii) section, rule and other headings are for ease of reference only and do not form any part of the context or affect this Constitution's interpretation; and
- (iv) any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done.

3 Objectives

- (a) The objectives of the Club are to:
 - (i) encourage participation in mountain biking as a sport and as active recreation for the welfare, safety and benefit of the communities located in the Nelson and Tasman regions;
 - (ii) promote and represent the interests of all mountain bikers in the Nelson and Tasman regions;
 - (iii) organise and administer events in the Nelson Tasman regions for competitive and recreational mountain bikers;
 - (iv) negotiate access and approval to build mountain bike trails in the Nelson and Tasman regions and to facilitate the building of those trails;
 - (v) aid awareness, and help maintain, the natural environment utilised by mountain bikers in the Nelson and Tasman regions;
 - (vi) procure financial assistance for the Club by way of grants, contracts, funding, donations and/or payment for provision of services;
 - (vii) make regulations and/or bylaws to advance the attainment of any of the above objectives; and
 - (viii) do any act or thing incidental or conducive to the attainment of any of the above objectives.
- (b) Regardless of rule 3(a):
 - (i) the Club must be limited in furthering or attaining its objectives to the advancement of charitable purposes in New Zealand; and
 - (ii) no Member may derive any personal pecuniary gain from membership of the Club.
- (c) All of the objectives of the Club must be pursued exclusively within New Zealand and the funds of the Club are to be applied principally within, or for the benefit of, the Nelson and Tasman communities.

4 Powers

- (a) In addition to its statutory powers, the Club:
 - (i) may use such of its funds to pay the costs and expenses of furthering or carrying out its objectives, and for that purpose may employ or contract such people as may seem expedient;

- (ii) may purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objectives as may seem expedient;
 - (iii) may invest in any investment in which a trustee might invest;
 - (iv) must have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security; and
 - (v) comply with the requirements of all relevant legislation and regulation in New Zealand.
- (b) Regardless of any other provision, the Club must not expend any money:
- (i) other than to further purposes recognised by law; or
 - (ii) for the sole personal or individual benefit of any Member.
- (c) Any transactions between the Club and any Member or member of the Executive, the Secretary, the Treasurer or any associated persons must be at arms' length and in accordance with prevailing commercial terms on which the Club would deal with third parties not associated with the Club, and any payments made in respect of such transactions must be limited to:
- (i) a fair and reasonable reward for services performed;
 - (ii) reimbursement of expenses properly incurred;
 - (iii) usual professional, business or trade charges; and
 - (iv) interest at no more than current commercial rates.

5 Membership

- (a) The classes of membership and the method by which members of the Club are admitted to different classes of membership are as follows:
- (i) An **Individual Member** is an individual admitted to membership under rule 6 and who has not ceased to be a Member under any other rule.
 - (ii) A **Life Member** is a person honoured for meritorious services to the Club after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member must have all the rights and privileges of an Individual Member and must be subject to all the duties of an Individual Member except those of paying subscriptions.
 - (iii) A **Supporting Member** is a person honoured for services to the Club or in an associated field during the term of those services by virtue of the person's membership on the Executive, as an employee of the Club or, if determined by a two-thirds majority of those present and voting at a meeting of the Executive, a contractor of the Club. A Supporting Member must have all the rights and privileges of an Individual Member and must be subject to all the duties of an Individual Member except those of paying

subscriptions. A Supporting Member's membership ceases immediately upon his or her services to the Club terminating.

- (b) Every Member must advise the Secretary of any change of address.
- (c) The Secretary must keep a membership register of Members recording their names and addresses, the date each person became a Member and the class of their membership.
- (d) All Members must promote the interests and the objectives of the Club and must do nothing to bring the Club into disrepute.
- (e) Each Member who may be interested or concerned directly or indirectly in any matter before the Executive or any General Meeting must disclose the nature and extent of his or her conflict of interest to the Executive, and must not take part nor vote in the matter before the Executive or General Meeting unless the Executive determines otherwise.

6 Admission of Members

- (a) Applicants for membership as Individual Members must complete an application form provided by the Executive and complete any other application procedure required by the Executive.
- (b) The Executive has a discretion whether or not to admit a membership applicant.

7 Subscriptions

- (a) The annual Member subscription and payment terms will be set by the Executive annually and must be notified to Members at each Annual General Meeting.
- (b) Each Member must pay his or her subscription fee on or before the date it is due.

8 Cessation of membership

- (a) Any Member who fails to pay the annual subscription by the due date will be deemed to have had his or her membership of the Club terminated from that date.
- (b) Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation must take effect from the end of the Club's then current financial year. The Member resigning must:
 - (i) remain liable to pay all subscriptions and any other fees to the end of that year;
 - (ii) cease to hold himself or herself out as a member of the Club; and
 - (iii) return to the Club all material produced by the Club (including any membership certificate or tag, handbooks and manuals).
- (c) After due enquiry and having given the Member the right to be heard, the Executive may by letter invite any Member within a specified time to retire from membership if the Executive has reasonable grounds to believe that a Member has:

- (i) failed to comply with the rules in this Constitution or any bylaws made in accordance with this Constitution; or
- (ii) acted in a manner considered by the Executive to be injurious or prejudicial to the interests of the Club; or
- (iii) failed to comply with any of the other duties of a Member.

If the Member does not so retire, the Executive may suspend that Member's membership until the next General Meeting and recommend to the General Meeting that the Member be expelled. After the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that General Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.

- (d) The Executive may declare that a Member is no longer a member of the Club (from such date as may be specified) if that Member is convicted of any indictable offence.
- (e) A Member whose membership is terminated under this Constitution must:
 - (i) remain liable to pay all subscriptions and any other fees due to the end of the Club's financial year in which the membership was terminated;
 - (ii) cease to hold himself or herself out as a member of the Club; and
 - (iii) return to the Club all material produced by the Club (including any membership certificate or tag, handbooks and manuals).
- (f) No subscription is to be refunded upon the cessation of any membership, unless the Executive determines otherwise.

9 Re-admission of former Members

- (a) Subject to rule 9(b), any former member may apply for re-admission in the manner prescribed for new applicants and may only be re-admitted by decision of the Executive.
- (b) If a former member's membership was terminated under either of rule 8(d) or rule 8(c), the applicant must not be re-admitted by the Executive without the prior approval of a General Meeting.

10 Election of Executive

- (a) The Executive shall comprise no more than 10, and no less than six, persons, provided that:
 - (i) if at any time there are less than six persons, the existing members of the Executive must increase their number to at least six as soon as is reasonably practicable; and
 - (ii) the remaining members of the Executive will be entitled to act until the number of members of the Executive is increased and no act or decision of the remaining members of the Executive will be called into question on

account of the fact that there were less than six members of the Executive when that act or decision was carried out or made.

(b) Each person elected to be a member of the Executive may only be elected for a maximum term of two years. Any retiring or retired member of the Executive is eligible for reappointment. There is no maximum period a person may be a member of the Executive.

(c) Subject to rule 10(e):

(i) any new member of the Executive;

(ii) any member of the Executive whose term has expired (including the Chair and/or Vice-Chair); and

(iii) the Chair and Vice-Chair,

must be elected or re-elected (as the case may be) by the Members at the Annual General Meeting.

(d) The person who was the Chair in the term immediately preceding must be a member of the Executive for at least the year immediately following his or her term as Chair unless:

(i) that person is not willing to serve; or

(ii) the Members vote otherwise by resolution passed by a two-thirds majority of those present and voting at the Annual General Meeting; or

(iii) the Executive determines otherwise by a two-thirds majority of those present and voting at the meeting of the Executive which is held immediately preceding the Annual General Meeting.

The immediately preceding Chair may continue to serve as Chair for the following term if re-elected by the Members to be the Chair for the upcoming term at the Annual General Meeting.

(e) The election of members of the Executive must be conducted as follows:

(i) notice requesting nominees to fill any vacancies on the Executive must be given to Members at the same time as the notice of Annual General Meeting is given pursuant to rule 16(b);

(ii) written nominations for nominees to the Executive, accompanied by the written consent of each nominee, must be received by the Secretary not less than 21 days before the date of the Annual General Meeting;

(iii) at least seven days before the date of the Annual General Meeting, the Secretary must notify the Members of the names of the nominees and such other information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee in support of his or her nomination;

- (iv) if there are insufficient valid nominations received under rule 10(e)(i), but not otherwise, further nominations may be received from the floor at the Annual General Meeting;
 - (v) the Executive must advise the Members prior to voting at each Annual General Meeting who the Executive supports to be members of the Executive, including who the Executive supports to be Chair and Vice-Chair;
 - (vi) votes must be cast in such manner as the chairperson of the Annual General Meeting determines;
 - (vii) the Secretary and some other Member (who is not a nominee) designated by the chairperson of the Annual General Meeting must act as scrutineers for the counting of the votes and destruction of any voting papers;
 - (viii) in the event of any vote regarding the election of a particular person to the Executive being tied, the tie must be resolved by the members of the incoming Executive who get voted in at that Annual General Meeting; and
 - (ix) once it has been determined who the members of the Executive are to be for the upcoming term, the Members must vote on which members of the Executive they wish to be Chair and Vice-Chair.
- (f) The Executive must appoint a Secretary and a Treasurer (who may be the same person and who need not be Members nor members of the Executive elected under rule 10(a)) and the Secretary and/or the Treasurer may be paid such remuneration or honorarium as the Executive may from time to time determine.
- (g) If a vacancy in the position of Chair, Vice-Chair, Secretary or Treasurer occurs between Annual General Meetings, that vacancy must be filled by the Executive for the period up until the next Annual General Meeting. If a vacancy in the position of any other member of the Executive occurs between Annual General Meetings at a time where there remains at least six members on the Executive, that vacancy may be filled by the Executive for the period up until the next Annual General Meeting.
- (h) Any member of the Executive, the Secretary or the Treasurer (if not members of the Executive) may be removed by:
- (i) a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting; or
 - (ii) a resolution of a two-thirds majority of the whole Executive,
- with immediate effect from the passing of such resolution. A member of the Executive may retire at any time by notice in writing to the Executive. Any such retirement will be effective from the date of the notice or, if given during a meeting of the Executive, from the close of such meeting.
- (i) Members of the Executive are eligible to vote as Members at any General Meeting, unless otherwise specifically excluded by this Constitution.

11 Management by the Executive

- (a) From the end of each Annual General Meeting until the end of the next Annual General Meeting, the Club must be administered, managed and controlled by the Executive, which must be accountable to the Members for the implementation of any policies of the Club. Without limiting the foregoing, the Executive must:
 - (i) govern and control the Club;
 - (ii) carry out the objectives of the Club;
 - (iii) ensure there is an operative strategic plan, which describes the strategic goals and objectives of the Club;
 - (iv) manage the Club's financial affairs, including, without limitation, setting an annual budget for the Club; and
 - (v) determine who the Club employs and/or contracts, and oversee the work of any employees and/or contractors of the Club.
- (b) Subject to these rules and the resolution of any General Meeting, the Executive may exercise all the Club's powers, other than those required by statute or by these rules to be exercised by the Club at a General Meeting.
- (c) The Executive must meet at least monthly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chair or the Secretary.
- (d) Minutes must be taken at all meetings of the Executive.
- (e) All Executive meetings must be chaired by the Chair, or in the Chair's absence by the Vice-Chair, or in the absence of both of them by some other Executive member elected for the purpose by the meeting. Any such chairperson must have a deliberative and casting vote.
- (f) The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting provided that at no time is there to be more than 10 members of the Executive.
- (g) The quorum for Executive meetings is at least half the number of the Executive members provided that at no time may a quorum be less than four members of the Executive. If a quorum is not present, the meeting shall be adjourned until such time and place as the Chair (acting reasonably) or, in the absence of the Chair, the Secretary (acting reasonably), determines. If at such adjourned meeting, a quorum is not present, the meeting is to be dissolved with no further adjournments.
- (h) Only Executive members elected or appointed under rule 10 who are present in person or by telephone or video link must be counted in the quorum and entitled to vote.
- (i) The Executive may appoint subcommittees consisting of such persons (whether or not members of the Executive or Members) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:

- (i) the quorum of every subcommittee is half the members of the subcommittee;
 - (ii) no subcommittee must have power to co-opt additional members;
 - (iii) no subcommittee may commit the Club to any financial expenditure without express authority of the Executive;
 - (iv) no subcommittee may delegate any of its powers; and
 - (v) the Chair (or in the absence of the Chair, the Vice-Chair) must either be a member of the subcommittee or must delegate a member of the Executive to be a member of the subcommittee.
- (j) Decisions of the Executive bind the Club, unless the Executive has exceeded its authority in terms of this Constitution. All decisions of the Executive are to be made:
- (i) at a meeting of the Executive, by two-thirds majority vote recorded in the minutes of the meeting; or
 - (ii) by signed resolution of two-thirds majority of the Executive; or
 - (iii) by two-thirds majority of the Executive in the case of a written ballot conducted by mail or email.
- (k) Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee in the course of a meeting, telephone conference call or through a written ballot conducted by mail or email.
- (l) The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Club activities, but no such regulations, bylaws and policies must be inconsistent with the rules in this Constitution. The rules in this Constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by Members, and copies must be provided (at cost) to any Member on request.
- (m) The Chair (and, in the absence of the Chair, the Vice-Chair) must, in addition to all other duties described in this Constitution, generally oversee and direct the affairs and business of the Club.
- (n) Other than as prescribed by statute or the rules in this Constitution, the Executive may regulate its proceedings as it thinks fit.
- (o) Members:
- (i) of the Executive are to receive an honoraria only if set by resolution of a General Meeting; and
 - (ii) of the Executive and of subcommittees must be entitled to be reimbursed by the Club for any reasonable actual expenses incurred by them on behalf of the Club as approved in advance by resolution of the Executive.
- (p) Subject to statute, the rules in this Constitution and the resolutions of General Meetings, the decisions of the Executive on the interpretation of the rules in this

Constitution and all matters dealt with by it in accordance with this Constitution, and on matters not provided for in this Constitution, must be final and binding on all Members and all members of the Executive or any subcommittee.

- (q) Each member of the Executive, the Secretary and the Treasurer (if the Secretary and/or the Treasurer are not members of the Executive) must within one calendar month of submitting a resignation or ceasing to hold office deliver to the Executive all books, papers and other property of the Club possessed by such former member of the Executive, the Secretary or the Treasurer.
- (r) The Executive may employ any person or company to administer or manage the affairs of the Club.
- (s) A member of the Executive who fails to attend three (3) consecutive meetings without reasonable explanation forfeits his or her membership on the Executive, unless the Executive (excluding the relevant member) determines otherwise.
- (t) No member of the Executive, the Secretary nor the Treasurer may be liable for the acts or defaults of any other member of the Executive, the Secretary nor the Treasurer or any loss occasioned by those acts or defaults, unless occasioned by their wilful default or by their wilful acquiescence.
- (u) The Executive and each of its members, the Secretary and the Treasurer must be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default. The Club must hold and maintain with a reputable insurer liability insurance on reasonable commercial terms to reasonably support the indemnity contained in this rule.
- (v) If any member of the Executive becomes aware that he or she is interested in a transaction or proposed transaction with the Club, or otherwise believes that due to his or her position in relation to any other matter or organisation he or she has a conflict of interest with the Club, then he or she must (immediately upon becoming aware) disclose that interest and cause it to be entered in an interests' register which must be prepared and maintained by the Secretary pursuant to rule 12(e).
- (w) A member of the Executive who is interested in a transaction entered into by the Club, or transaction it is proposed that the Club enter into, may not:
 - (i) vote on a matter relating to the transaction;
 - (ii) be counted as being present at a meeting of the Executive for the purposes of determining a quorum; and
 - (iii) participate in discussions, deliberations or decisions of the Executive in relation to the transaction.

12 Secretary

- (a) The Secretary must record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting must be prima facie evidence that that meeting was duly called and must prima facie be a true and correct record of what occurred at that meeting.

- (b) The Secretary must hold the Club's records, documents and books.
- (c) The Secretary must deal with and answer correspondence and perform such other duties as directed by the Executive.
- (d) The Executive must have the power in its discretion to suspend or remove the Secretary from office.
- (e) The Secretary must maintain an interests' register recording any matters members of the Executive advise may be a potential conflict of interest to the Club.
- (f) Anything in this Constitution which is expressed to be an obligation or undertaking required to be performed by the Secretary may be performed by another individual who is either a member of the Executive or an employee or contractor of the Club, provided the Executive gives its' prior written approval.

13 Registered Office

The Registered Office of the Club shall be at such place as the Executive from time to time determines.

14 Finance

- (a) The Treasurer must keep such books of account as may be necessary to provide a true record of the Club's financial position, report on the Club's financial position to each Executive meeting and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- (b) The Executive must maintain bank accounts in the name of the Club, and all withdrawal forms must be signed by two members of the Executive, one of whom must be the Chair, the Vice-Chair, the Secretary (if a member of the Executive) or the Treasurer (if a member of the Executive). At the first meeting of the Executive following each Annual General Meeting, the Executive must determine who the individuals authorised to sign withdrawal forms are.
- (c) All money received on account of the Club must be banked within seven days of being received.
- (d) All accounts paid or for payment must be submitted to the Executive for approval of payment.
- (e) The Club's financial year commences on such date as determined by the Executive.
- (f) The Annual General Meeting each year may (and if required by statute, will) appoint an auditor to audit the annual accounts of the Club and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive must appoint a replacement auditor.

15 Execution of Documents

- (a) The common seal of the Club must be retained by the Secretary.
- (b) Documents must be executed for the Club pursuant to a resolution of the Executive:
 - (i) by affixing the common seal witnessed by the Chair or Vice-Chair and countersigned by some other member of the Executive; or
 - (ii) where the document is not required by statute to be executed under common seal, by the Chair or Vice-Chair and some other member of the Executive signing on behalf of the Club.

16 General Meetings

- (a) An Annual General Meeting must be held in each calendar year at a time and place fixed by the Executive.
- (b) At least 45 days before the upcoming Annual General Meeting, the Secretary must notify the Members of the date of such meeting.
- (c) At least seven days before any General Meeting, the Secretary must give all Members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings, a list of and information about nominees as required by rule 10(e)(iii) and notice of any motions and the Executive's recommendations (if any) in respect thereof as required by rule 16(k) and rule 17(b)). The failure for any reason of any Member to receive such notice must not invalidate the meeting or its proceedings.
- (d) General Meetings may be attended by all Members of whatever class of membership. Only Members who are at least 16 years of age shall be entitled to vote at General Meetings.
- (e) A Member (including a member of the Executive) who is at least 16 years of age must be entitled to vote by written proxy in favour of another Member present at the meeting, but no other proxy voting must be permitted. Any proxy must be appointed in writing and handed to the chairperson of the General Meeting at the commencement of the relevant meeting.
- (f) The quorum for General Meetings is 25 Members present in person or by proxy. If a quorum is not present within 30 minutes of the commencement of any General Meeting, the meeting shall be adjourned to such time and place as the Executive determines allowing for notice to be given to Members at least seven days prior to the date the relevant meeting is adjourned to.
- (g) All General Meetings must be chaired by the Chair, or in the Chair's absence by the Vice-Chair, or in the absence of both of them by some other member of the Executive elected for the purpose by the Meeting, and any such chairperson must have a deliberative and casting vote.
- (h) Votes must be exercised as follows:
 - (i) at General Meetings, voting must be by voices, by show of hands or, on demand of the chairperson or of any 10 Members present, by secret ballot, and on any secret ballot each Member must be entitled to one vote;

- (ii) unless otherwise required by the rules in this Constitution, all questions must be determined by a simple majority of those present and voting at the General Meeting;
- (iii) to determine any issue already lawfully before a General Meeting (including any election or amendment to the rules in this Constitution), the meeting may resolve to hold a postal ballot in accordance with the procedures set out in rule 16(e)(v);
- (iv) to determine any issue (including any amendment to the rules in this Constitution), the Executive may resolve to hold a postal ballot in accordance with the procedures set out in rule 16(e)(v);
- (v) in respect of postal ballots held under this rule 16:
 - (A) the resolution to hold a postal ballot must set a closing date and time for ballots to be received by the Secretary, but the closing date must be no earlier than 14 days after the date ballot papers are sent out to Members (excluding the date of posting);
 - (B) in respect of any motion to amend these rules by postal ballot, the motion must be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting;
 - (C) voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery or email;
 - (D) the Secretary must declare the result of the postal ballot; and
 - (E) the result of any postal ballot must be as effective and binding on Members as a resolution passed at a General Meeting.
- (i) A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- (j) The business of the Annual General Meeting must be:
 - (i) minutes of the previous General Meeting(s);
 - (ii) annual report of the Executive, including the Chair's report;
 - (iii) presentation of a financial report, including the statement of accounts and annual subscriptions and fees;
 - (iv) election of the Executive;
 - (v) motions of which notice has been given; and
 - (vi) general business.
- (k) Subject to rule 17(b), any Member wishing to give notice of any motion for consideration at a General Meeting must forward written notice of the same to the Secretary not less than 25 days before the date of the meeting. The Executive must consider all such notices of motion and provide

recommendations to Members in respect thereof. If a motion is signed by at least five per cent. of Members eligible to vote and the required notice of the motion is given to the Secretary, then the motion must be put to a vote at the next General Meeting. In all other cases, the Executive may in its absolute discretion decide whether the motion will be put to a vote at the next General Meeting.

- (l) Special General Meetings may be called by the Executive or by written requisition to the Secretary signed by not less than five per cent. of the Members entitled to vote at meetings of Members.
- (m) Any request for a Special General Meeting must state the purpose of the meeting and no other business may be considered at the meeting.
- (n) The procedure for a Special General Meeting must, as far as is applicable, follow that of the Annual General Meeting except that notice of any Special General Meeting need only be given to Members at least seven days prior to the meeting.
- (o) Minutes must be kept of each General Meeting, copies of which must be made available to all Members upon request (at cost).

17 Alteration of rules

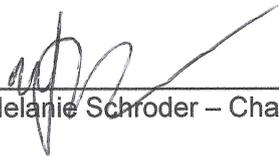
- (a) These rules may be amended or replaced by resolution of any General Meeting passed by a two thirds majority of those Members present and voting, provided that no amendment may be made which would alter:
 - (i) the exclusively charitable nature or tax-exempt status of the Club;
 - (ii) the rules precluding Members from obtaining any personal benefit from their membership; or
 - (iii) the rules as to winding up.
- (b) Any proposed motion to amend or replace these rules must be signed by at least five per cent. of Members and given in writing to the Secretary at least 35 days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (c) At least seven days before the General Meeting at which any such proposal is to be considered, the Secretary must send written notice to all Individual Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect of that motions.

18 Winding up

- (a) The Club may be wound up:
 - (i) under the provisions of the Charitable Trusts Act 1957; or
 - (ii) if the Club does not have charitable status at the time, in accordance with this Constitution and the provisions of the Incorporated Societies Act 1908 (as amended or replaced from time to time).

- (b) If the Club is wound up, the surplus assets after payment of all debts, costs and liabilities must be disposed of:
- (i) as the High Court directs; or
 - (ii) if the Club does not have charitable status at the time of winding up, by transfer to some other organisation or body having objectives similar to the objectives of the Club, or to some other charitable organisation or purpose, within New Zealand as determined by the resolution of the relevant General Meeting which resolved to wind up the Club, but no distribution may be made to any Member.

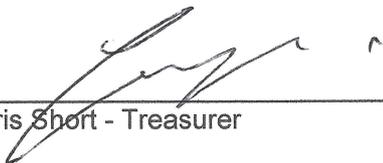
Approved:



Melanie Schroder – Chair



Zoe King – Vice-Chair



Chris Short - Treasurer

