

The rules subcommittee has redrafted the Club's rules from the Clubs NZ template. It is the opinion of the subcommittee that it is useful to have some consistency across the many clubs in NZ.

The redrafted rules are consistent with the Hamilton Cosmopolitan Clubs existing rules, however there is more modern wording in part and better explanations and processes for members that in our opinion are easier to understand.

We have included some new rules as suggested and we are seeking to present the new format and new rules to the AGM 2021. We would then recommend that a special general meeting be called within 2 months to ratify the rules and the few changes. We are happy to discuss any of them with you.

There are notations beside most of the rules to identify the origin, that is, the corresponding rule number that is currently part of the Clubs existing rules. The notation is in red. New rules or where there are significant changes we have again notated the rule with a red comment such as NEW or MAJOR CHANGE.

The intention of the rules is to ensure a harmonious social environment that can be enjoyed by all the members and their guests without fear or favour!!

Hamilton Cosmopolitan Club

CONSTITUTION AND RULES

APPROVED June 2021

TABLE OF CONTENTS

Table of Contents

1. NAME
2. DEFINITIONS AND INTERPERATIONS
3. REGISTERED OFFICE
4. OBJECTS
5. POWERS
6. MEMBERSHIP
7. SUBSCRIPTIONS
8. RESIGNATION
9. IMMEDIATE SUSPENSION²
10. EXPULSION AND SUSPENSION
11. OFFENCES
12. BOARD OF APPEAL
13. DISPUTES
14. EXECUTIVE
15. PRESIDENT AND VICE PRESIDENT
16. MINUTE SECRETARY
17. AUDITOR
18. TREASURER
19. SECRETARY
20. MANAGER
21. ANNUAL GENERAL MEETING
22. SPECIAL GENERAL MEETINGS
23. CONDUCT OF GENERAL MEETINGS
24. EXECUTIVE MEETINGS
25. ACCOUNTS
26. SUBCLUBS
27. SEAL
28. PROPERTY
29. VISITORS RULE -AUTHORISED CUSTOMERS, AUTHORISED VISITORS AND GUESTS

30. ALTERATIONS OF CONSTITUTION RULES

31. INSPECTION OF BOOKS AND REGISTER OF MEMBERS

32. INTERPRETATION OF RULES

33. DISSOLUTION AND/OR LIQUIDATION

34. FINANCE

35. RENTAL OF CLUB FACILITIES

36. CLUB HOURS

1. NAME 1

1.1. The name of the club shall be **Hamilton Cosmopolitan Club Incorporated**.

2. DEFINITIONS AND INTERPRETATION NEW

2.1. **Definitions:** In this Constitution and the Standing Orders and By-laws, unless the context otherwise requires:

"Subclub" means an Subclub or section of the club formed for sporting and special interest groups within the Club.

"Affiliated Club" means a club which is a member of Clubs New Zealand Incorporated or some other club or association through whom the **Hamilton Cosmopolitan Club** has an arrangement for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent chartered or not.

"Annual Subscription" is the amount payable annually by members in accordance with Rule 7.

"Association" means Clubs New Zealand Incorporated.

"Auditor" means the Clubs auditor pursuant to Rule 17.

"Authorised Customer" has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

"Authorised Visitor" has the same meaning as defined in section 60 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof.

"By-laws" means the processes (rules) that are adopted at the time of formation of the Club or at a later date, that do not form part of the Regulations and may be added or changed or rescinded by a majority vote at an Executive Committee without reference to the Registrar of Incorporated Societies

"Chairman" means the person who is chairman of a meeting pursuant to Rule 24.2.

"Club" means **Hamilton Cosmopolitan Club Incorporated**

"Executive" means the Club's executive of management as set out in Rule 14.

"**Executive Meeting**" means a meeting of the Committee.

"**Executive Member**" means one of the people comprising the Committee set out in Rule 14.1 and elected pursuant to Rule 14.5.

"**Corporate Membership**" means an association, club or other corporate body elected to become a Corporate Member of the Club in accordance with rule 6.6.

"**Electoral Procedure**" means a system for which the election of office bearers is utilised ranging from and not limited to, secret ballot, electronic voting system, postal ballot or any other properly conducted electoral process as approved by the AGM or Special General Meeting.

"**Financial Member**" means an Ordinary, Junior Member, Life Member, with no outstanding subscription or other payment to the Club overdue.

"**Financial Statements**" means the Club's balance sheet and statement of accounts made up to the last day of the Year.

"**General Meeting**" means an Annual General Meeting or Special General Meeting of the Club.

"**In Committee**" means that no minutes or record of debate is kept, and that the debate is confidential to those attending the meeting concerned and "Into Committee" has a corresponding meaning.

"**Interim Member**" means a person elected to interim membership of the Club pursuant to Rule 6.5.

"**Junior Member**" means a person elected to junior membership of the Club pursuant to Rules 6.3.

"**Legal Purchasing Age**" means the age at which a person may be sold or supplied with alcohol under current, relevant legislation for the Sale and Supply of Alcohol.

"**Life Member**" means a person elected to life membership of the Club pursuant to Rules 6.4.

"**Meeting**" means a General Meeting or a Committee Meeting.

"**Member**" means any Ordinary, Junior, Corporate, Interim or Life Member of the Club as set out in Rule 6.

"**Month**" means calendar month.

"**Ordinary Member**" means a person elected to ordinary membership of the Club pursuant to Rules 6.2.

"Person" includes an individual, partnership, firm, company, body corporate, association, organisation or any other entity or organisation whether incorporated or not.

"President" means the Club's president elected pursuant to Rule 14.

"Rules" means individual regulations and/or by-laws that are set in place for guidance, in their various forms, for the efficient management and operation of the Club. Together all the rules form the Club's Constitution.

"Secret Ballot" means a method of voting where the count is not open to dispute and the identity of those voting for or against the motion can be kept secret.

"Vice-President" means the Club's vice-president elected pursuant to Rule 14.

"Year" means the Club's financial year of 01 April to 31 March.

2.2. **Interpretation:** In this Constitution, unless the context otherwise requires:

- a) The table of contents and headings are inserted for convenience only and shall be ignored in construing this constitution.
- b) Where any word or expression is defined in this constitution, any other grammatical form of that word or expression has a corresponding meaning.
- c) The singular includes the plural and vice versa.
- d) Reference to any legislation or to any provision of any legislation (including regulations and orders): includes.
 - i. That legislation or provision as from time to time amended, re-enacted or substituted; and
 - ii. Any statutory instruments, regulations, rules and orders issued under that legislation or provision; and
- e) Where a number is expressed as a percentage, the resulting number shall be rounded down to the nearest whole number below it.

3. REGISTERED OFFICE **2**

3.1. The registered office of the Club shall be at Claudelands Road, Hamilton.

4. OBJECTS **3, SOME BETTER WORDS**

4.1. The objects for which the Club is established are as follows:

- a) To conduct, administer and maintain a club for its members, the community and for such persons as are authorised from time to time in accordance with the terms of any charter or licence granted to the Club.

- b) To provide amenities and cultural activities.
- c) To promote sports.
- d) Generally, to provide an atmosphere where the members may meet and enjoy companionship and camaraderie with one another.
- e) Pecuniary Gain - No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Club in respect of payment to or on behalf of that member or associated person, of any income, benefactor advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction, being the open market value.

5. **POWERS** **NEW**

- 5.1. The Club has the power to do the following in the pursuance of its objects, subject to any limitation imposed by this constitution:
- a) To fund its activities by subscriptions or payments from members, fees or other income.
 - b) To borrow, raise or secure the payment of money in such manner as the Club shall think fit, with or without security.
 - c) To purchase, sell, lease, exchange, maintain, improve, hire, dispose of, manage, invest, lend, mortgage, charge, gift or otherwise deal with any real or personal property.
 - d) To invest, lend or deal with any monies of the Club not required for immediate use in such investments as the Club may think fit.
 - e) To employ and remunerate staff.
 - f) To undertake legal action.
 - g) To form and disband sub-clubs.
 - h) To enter into any contract, make any arrangements, or undertake any activity for the financial or other benefit of the Club.
 - i) To make regulations and by-laws for the conduct of the Club and the discipline required of members, which shall not be inconsistent with the provisions of the Incorporated Societies Act 1908 and any other current relevant legislation.
 - j) To conduct any other functions as outline in this constitution.
 - k) To use any rights or privileges that the Club may deem necessary or convenient for carrying out its powers, or furthering its objects under this constitution; and

l) To do anything incidental or conducive to the attainment of any of the objects of the Club.

m) To enter into reciprocal rights agreements with other clubs as it seems fit.

6. MEMBERSHIP 4

6.1. **Classes of Membership:** The members of the Club shall be divided into the following classes:

- a) Ordinary.
- b) Junior.
- c) Life.
- d) Interim.
- e) corporate.
- f) Long Service.

6.2. **Ordinary Membership:** Males and females of at least the legal purchasing age may apply to become Ordinary Members of the Club in accordance with the following rules:

- a) Each applicant for ordinary membership shall complete the applicable application form which shall include the candidate's:
 - i. Full name.
 - ii. Date of birth.
 - iii. Residential address.
 - iv. Email address, home and mobile phone numbers if available.
 - v. Occupation.
 - vi. Sign a club application declaration.
 - vii. Sign an undertaking that they will abide by the Rules and By-laws.
 - viii. Sign an acknowledgement and acceptance of the terms and conditions of the three-month probation period.
- b) Each applicant shall deposit, at the time of application, a subscription of such sum as per section 7 of this constitution.
- c) An application for membership is deemed to be a declaration that the applicant agrees to be bound by this constitution and by-laws.
- d) Each applicant acknowledges by signing the prescribed application form, that he or she has authorised the Club to obtain, check, exchange information with and supply information to, members of the Club, Clubs New Zealand and clubs that are members of Clubs New Zealand.
- e) Subject to the foregoing Ordinary Members shall be entitled to;
 - i. Enter, access and enjoy the facilities of the Club during times that the Club is open.
 - ii. Enter any Club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that Club's rules; and

- iii. Hold office in accordance with this constitution and have an equal voice in all business of the Club.
 - f) The Committee reserve the right to revoke Ordinary Membership within 90 days of application if the Ordinary Members is found to have provided false information or is deemed to have breached the Club's constitution. In the event that Ordinary Membership is revoked:
 - i. The member shall be informed in writing of the decision.
 - ii. The subscription fee will be refunded in full.
- 6.3. **Junior Membership:** Notwithstanding any other rules, the following rules set out provisions applying specifically to Junior Members. For the avoidance of doubt, where there is conflict or ambiguity between these rules and any other rule in this constitution, then this rule relating to Junior Members shall prevail. Subject to the provision contained in these rules, all rules shall apply to Junior Members in the same way as they do to Ordinary Members.
- a) Males and females aged between (12) years and the legal alcohol purchasing age may apply to become Junior Members of the Club in accordance with the procedure for Ordinary Membership set out in Rule 6.2.
 - b) Subscription shall be a third of a full Club membership.
 - c) On reaching the legal alcohol purchasing age, Junior Members are eligible to apply for Ordinary Membership.
 - d) Members shall automatically lose their Junior Membership status:
 - i. One month after reaching the legal alcohol purchasing age; or
 - ii. Upon admission as an Ordinary Member, whichever is earlier.
 - e) A Junior Member's rights are restricted by the following:
 - i. No voting rights at any General or Special Meeting.
 - ii. No right to hold office or be a member of the Executive Committee.
 - iii. No right to sign in visitors.
 - iv. No right to participate in any alcohol promotions, accept alcohol as a prize in any Club activity, purchase alcohol or accept alcohol from any member except their parent or legal guardian.
 - f) A Junior Member may have the right of admission to an Affiliated Club with which the Club has reciprocal rights (it is essential to check with each club first to ensure they allow Junior Members into their club – especially if a Junior Member is wishing to enter a Clubs New Zealand Sports Tournament).

- 6.4. **Life Membership:** Life Membership may be granted to any member for meritorious or exceptional service rendered to or on behalf of the Club, in accordance with the following:
- a) The Executive may elect to recommend a member for Life Membership.
 - b) A Financial Member may propose, and another Financial Member may second a member for Life Membership in writing, and that nomination shall be forwarded to the executive.
 - c) No nomination for Life Membership shall be put to the Annual General Meeting unless it has the support of the executive.
 - d) The executive shall post notice of its intention to recommend a Life Member on the Club's noticeboard for fourteen (14) clear days prior to the Annual General Meeting in any year.
 - e) The Club may elect a member recommend by the Executive to Life Membership, by simple majority at the Annual General Meeting.
 - f) Life Members are eligible to vote, hold office and enjoy all the rights and privileges of membership.
 - g) Life Members shall not be charged an annual subscription but shall be deemed to be Financial Members.
- 6.5. **Interim Membership:** Males and females of at least the Legal Alcohol Purchasing Age may apply to become Interim Members of the Club in accordance with the following rules:
- a) Each applicant for Interim membership shall complete the applicable application form.
 - b) Each applicant shall deposit, at the time of application, a subscription of such sum as may be directed by the executive.
 - c) Interim Membership shall be valid for a period determined by the Executive from the day of joining (no less than one week).
 - d) Interim members shall automatically lose their Interim Membership status:
 - i. At the conclusion of the period from the date of joining; or
 - ii. Upon admission as an ordinary member, whichever is earlier.
 - e) Interim members must carry evidence of membership as issued and produce the same on request to any person authorised by the Executive or Management to make such request.
 - f) Interim Member's rights are restricted to the following:

- i. No admittance or voting rights at any General/Special Meeting.
 - ii. No right to hold office or be a member of the Executive Committee.
 - iii. No right to nominate any applicant for Executive Committee.
 - iv. Is not entitled to reciprocal visiting rights.
 - v. Not entitled to represent the Club at any sporting or other fixture.
 - vi. May invite and accompany a guest to the Club per visit.
 - vii. May be subject to other restrictions as determined from time to time by the Executive.
- g) Subject to the foregoing, Interim Members may access and enjoy the facilities of the Club during times that the Club is open.
- h) At all times Interim Members will agree to abide by the Club's Rules and By-Laws, and New Zealand Law.
- i) The Executive Committee reserve the right to revoke Interim Membership at any time if the Interim member is found to have provided false information or is deemed to have breached the Club's constitution.
- 6.6. **Corporate Members:** In accordance with section 29 of the Incorporated Societies Act 1908 an association, club or other corporate body may apply to become a Corporate Member of the Club in accordance with the following rules:
- a) Any association, club or corporate body wishing to apply for corporate membership under these rules shall complete the applicable application form.
 - b) Each applicant shall deposit, at the time of application, a subscription of such sum as may be directed by the Executive.
 - c) Corporate Membership shall be valid for a period determined by the Executive from the day of joining.
 - d) Corporate Members shall automatically lose their Corporate Membership status:
 - i. At the conclusion of the period from the date of joining; or
 - ii. Upon admission as an ordinary member, whichever is earlier.
 - e) On applying to join the applicant for corporate membership shall supply the Club with a list of their members for the purposes of this membership. It shall at all times keep that list updated and will provide those persons with a method of identifying

themselves to the Club that is acceptable to the Club. Each Corporate member must sign and fill out the relevant application forms.

- f) Those persons who are on the list of corporate members supplied by the Corporate Membership and who do not otherwise hold membership of the Club shall be deemed to be members of and subject to the rules of the Club with the following limitations:
- i. No right to hold office or be a member of Executive.
 - ii. No right to nominate any applicant for Executive..
 - iii. Is not entitled to reciprocal visiting rights..
 - iv. Not entitled to represent the Club at any sporting or other fixture..
 - v. May invite and accompany a (one) guest to the Club per visit.
 - vi. Not entitled to admittance to Annual or Special General meetings.
 - vii. All rights of membership shall cease upon cessation of the Corporate Membership or upon the Corporate member ceasing to be affiliated with the Corporate Membership.
 - viii. A Corporate member may apply for Ordinary Membership of the Club in accordance with the Club rules.
 - ix. Corporate members may be subject to other restrictions as determined from time to time by the executive.
- g) Corporate members may access and enjoy the facilities of the Club during times that the Club is open.
- h) At all times Corporate members will agree to abide by the Club's Rules, By-Laws and New Zealand Law
- i) If a Corporate member's conduct is prejudicial to the peace and harmony of the Club or wilful infringement of Rules or By-Laws, a Corporate Membership maybe rescinded by the Executive of the Club without hearing.

6.7. **Long Service Membership:** Males and female members shall be automatically granted Long Service Membership of the Club by meeting the following criteria:

- a) Must have served as a member of the Hamilton Cosmopolitan Club continuously for a period of 20 years.
- b) Where Club records cannot prove a member's length of service, the Club executive committee can approve a long service membership on the hearing of supporting evidence and testimonial.

6.8. **Rights and privileges: 4.8**

Ordinary, junior, Life, and Long Service Members shall be entitled to:

- a) Enter Club premises during such hours as may be defined by the Executive.
- b) On joining the Club, Clubs New Zealand will administer an arrangement for reciprocal visiting rights for members between all current member clubs of Clubs of New Zealand.
- c) The arrangement for reciprocal visiting rights will be renewed annually and will remain in place for as long as the Club is a member club of Clubs of New Zealand.
- d) Membership of the Club does not impinge on any visiting or transfer agreements entered into between members.
- e) Membership of the Club does not impose any obligation on its members to enter into any visiting or transfer agreements with any other member.
- f) Members can enter any Chartered Club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that Club's rules.
- g) With the exception of Junior members
 - i. May hold office in accordance with these rules.
 - ii. Have an equal voice in all business of the Club

6.9. **Employees:** Members who are employees of the Club are entitled to the rights and privileges of membership excluding those to propose, stand or hold office within the Club. **CHANGE HERE FORMERLY 4.9**

7. **SUBSCRIPTIONS 5**

- 7.1. The Annual Subscription shall be such sum as shall be determined by the members from time to time in Annual General meeting or Special General Meeting.
- 7.2. The Annual Subscription shall be payable yearly in advance on or before the last day of March in each year.
- 7.3. Any new member annual subscription will be pro-rata on a quarterly basis in the first year of membership.
- 7.4. Any member whose subscription or other dues are not paid by the date referred to in section 7.2. shall:
 - a) Thereupon automatically cease to be a financial member and lose his or her associated rights and privileges.

- b) If within one calendar month the subscription remains in arrears, the member will be removed from the register of members and lose all entitlements.
 - c) Not be relieved from payment of the Annual Subscription or of any other payment due or payable to the Club.
 - d) Not be refunded any subscription or other payment already paid to the Club.
 - e) Reapply for membership pursuant to the rules for the applicable category of membership if he or she wishes to be reinstated as a member.
- 7.5. A member incapacitated through illness, accident or distress may, on notice in writing given to the Secretary, have his or her subscription suspended or remitted.

8. RESIGNATION **NEW CLAUSE AND UPGRADES THE SUBSCRIPTION CLAUSES 8.5 IS NEW**

- 8.1. Members may resign their membership by letter addressed to the Secretary of the Club.
- 8.2. A resignation will not become effective until all subscriptions, levies or other payments owing at the date the resignation is received, are paid (refer 7.4 (c)).
- 8.3. No such resignation shall relieve any Member from payment of any subscription, levy or other payment due or payable at the time of resignation.
- 8.4. No subscriptions, levies or other payments already received by the Club as at the date of resignation shall be refunded on resignation.
- 8.5. Membership is forfeited as at the 30th April in any one year, however if a Member wishes to reinstate their membership after that date then the full years membership subscription is payable.

9. IMMEDIATE SUSPENSION 28

- 9.1. **Grounds for Immediate Suspension:** A member shall be liable to be immediately suspended (interim suspension) from the Club if he or she:
 - a) Removes any property of the Club, from Club premises without the consent of the Executive.
 - b) Wilfully or recklessly damages any property of the Club and refuses to replace or make good the damage.
 - c) Persists in drunkenness, swearing, obscene language or other disorderly conduct on Club premises after being cautioned by any Duty Manager or Executive Member.
 - d) Persists in creating a disturbance at any Meeting or other Club event, after being cautioned by a Duty Manager or an Executive Member
 - e) Is guilty of unsavoury or negative comments, abuse or unsavoury behaviour towards staff or other members.

- f) Uses or threatens violence to any person, harasses, intimidates, persecutes, bullies, discriminates or spreads derogatory or mistruths about the Club management, staff or members; or
- g) Contravenes any exclusion order or agreement that is in force, which restricts the member from participating in gambling activities or any other activity as stipulated in an exclusion order/ agreement.

9.2. **Procedure for Immediate Suspension: 28 BUT MORE DESCRIPTIVE**

- a) Any Executive Member or any manager on duty may immediately suspend a Member for the acts set out in Rule 9.1.
- b) A suspended Member shall be totally excluded from the Club's premises and Club activities from the time of committal of the offence until such time as the matter is dealt with by the Executive.
- c) A suspended Member must forfeit his or her membership card during the suspension period and loses reciprocal visiting rights with affiliated clubs.
- d) The Executive shall meet to consider the suspension in accordance with the procedures in Section 10.2(b) to (g)
- e) If the suspended member continues in any way to ignore the suspension the executive may issue a trespass notice and notify the Police of the issuing of the trespass notice.

10. **EXPULSION AND SUSPENSION 28**

10.1. **Grounds for Expulsion and Suspension:** A member shall be liable to be expelled or suspended from the Club if he or she:

- a) Breaches these rules.
- b) Is convicted of:
 - i. A crime (as defined in the Crimes Act 1961) for which a penalty of imprisonment is imposed; or
 - ii. An offence which, in the opinion of the Executive, is likely to prejudice any charter or licence held by the Club.
- c) In the opinion of the Executive brings the Club and/or any of its members, into disrepute; or
- d) Is found by the Executive to have committed any of the acts set out in Section 9.1.

10.2. **Procedure for Expulsion or Suspension 28 A FAIRER PROCESS ALSO IN PART OF THE BY-LAWS.**

- a) After consultation with the Club President, the Manager may issue a trespass notice to Any Member who breaches current relevant legislation in relation to the sale and supply of liquor and gambling. Such trespass notices must be conveyed to all executive members at earliest notice.
 - b) Any Member may notify the Executive if he or she believes a member may be liable to expulsion or suspension pursuant to Rule 10.1. This should be in the form of a written complaint within 7 days of the offence.
 - c) Within three (3) days of receipt of such notice, or of a member being immediately suspended pursuant to Section 9, the Executive should check the Club Rules and then convene an Investigation by a person who is not part of the Disciplinary Hearing Committee or party to the complaint. The Executive must then decide whether there is a case to answer and if upheld, shall call an Executive Meeting to consider the notice or suspension.
 - d) Such a Meeting shall be held within two (2) weeks of receipt of the notice, or of the suspension.
 - e) The Executive must give the member concerned at least seven (7) days' written notice of that Meeting, informing him or her:
 - i. The nature of the complaint; and
 - ii. How the complaint will be heard; and
 - iii. His or her right to appear and be heard at that Meeting; and
 - iv. The process of the Meeting.
 - f) After the Member concerned has had the opportunity to be heard and if the complaint is found to be proven, the Executive may elect to:
 - i. Expel him or her; or
 - ii. Suspend him or her for a determined period.
 - g) Any Member expelled or suspended shall have the right to appeal under Section 28.
 - h) Any expulsion or suspension shall be entered in the minutes of the Executive Meeting together with the name of the Member concerned.
- 10.3. An expelled or suspended Member shall not be relieved from payment of any subscription, levy or other payment due or payable at the time of expulsion or suspension.
- 10.4. No subscriptions, levies or other payments already received by the Club as at the date of expulsion or suspension shall be refunded on expulsion or suspension.

- 10.5. A Member who has been suspended under this Section is ineligible to stand for election for any position on the Committee, for a period of five years from the last day of that suspension.

11. OFFENCES 11 ALSO SEE BY-LAWS

- 11.1. If a Member is convicted of any Crime (as defined in the Crimes Act 1961 as at 01 June 2010) after election to the Club:
- a) He or she must inform the Secretary of the conviction and any penalty imposed; and
 - b) The Secretary shall report the fact to the Executive at or before its next meeting.

12. BOARD OF APPEAL 14 MORE DESCRIPTIVE

- 12.1. A Board of Appeal consisting of three (3) Members shall be elected at each Annual General Meeting.
- 12.2. Each member of the Board of Appeal shall hold office for one (1) year.
- 12.3. The Board of Appeal shall hear and decide any appeal lodged by a Member or Members against any decision of the Executive entailing suspension or expulsion in accordance with the following:
- a) Any member being suspended or expelled who wishes to appeal must give notice in writing to the Secretary within seven (7) days of the date of such suspension or expulsion, stating the grounds for appealing.
 - b) Within forty-eight (48) hours of receiving such notice, the Secretary shall convene a Meeting of the Board of Appeal.
 - c) The Board of Appeal shall re-hear the case but shall not admit fresh evidence, except where an application has been made to the Executive for a re-hearing and has been refused.
- 12.4. The decision of the Board of Appeal shall be final.

13. DISPUTES 14

- 13.1. Except as otherwise provided in these Rules, every dispute in relation to these Rules between a Member or persons claiming through a Member of the Club or an Executive Member shall be decided by the Executive and the decision shall be binding and final on all parties without appeal.

14. EXECUTIVE 13

- 14.1. The Executive Members of the club shall be;
- a) A President.

b) A Vice-President.

c) Six (6) other Executive Members

d) Treasurer

14.2. **Eligibility:** Each Executive or Board of Appeal Member described in Section 12 and 14.1. must: **15 & 16**

a) Be a Financial Member of the Club.

b) Not be an employee of the Club.

c) Have been a Financial Member for at least three (3) years immediately before nomination.

d) For the position of President and Vice-President have served at least 12 months on the Executive within the last 2 years and been a financial member of the Club for 5 years.

e) A member may be a candidate for but shall not hold more than one office.

f) In the case of plural nominations, the order of precedence shall be:
President, Vice-President, Executive Members, Board of Appeal

g) No husband/wife/partner may hold offices with signing authority for the Club.

14.3. **Responsibility:** The Executive is responsible for the day-to-day operations of the Club involving members' activities and whatsoever may be determined from time to time. The Executive shall be fully and properly constituted, notwithstanding any extraordinary vacancies that may exist in it or any deficiency in the number of members returned at any election, provided a quorum remains. **26 to 31**

14.4. **Term of Office:** Executive Members shall: **17**

a) The President, Vice President and executive members shall hold office for two (2) years. The president and three (3) executive members shall retire at the AGM in odd years, the vice president and three (3) executive members shall retire at the AGM in even years, unless sooner removed by death, resignation or otherwise.

b) Be eligible for re-election.

14.5. **Election of Officers:** The Executive shall be elected by members in the following manner, except as otherwise provided in rule 14.7: **18**

a) Nominations for Executive Members must be:

i. In writing on the applicable nomination form.

- ii. Proposed, by a Financial Member, and Seconded by another Financial Member.
 - iii. Nominations shall close twenty-one (21) days before the Annual General Meeting.
- b) Voting shall be by secret ballot held in an area of the Club designated by the executive for that purpose. Voting shall take place in the eight (8) days, Friday to Friday immediately preceding the AGM between the hours that the executive may from time to time decide.
- c) The closing time for receipt of voting papers shall be six (6) pm on the Friday preceding the Annual general Meeting. Voting papers not received by that time shall be declared invalid.
- d) If the number of candidates for any office does not exceed the number required to be elected, the members nominated shall be declared at the time hereinafter fixed for the declaration of elections.
- e) In the event of a tie, the Returning officer shall determine the result by the toss of a coin at the declaration of the poll. **20**
- f) One person may only hold one office.
- g) The executive shall appoint a returning Officer who shall be responsible for ensuring the proper conduct of the election including procedures for:
- i. The issue of voting papers.
 - ii. The custody and security of completed voting papers from receipt to destruction seven days after.
 - iii. The Annual General Meeting.
 - iv. The counting and recording of votes.
 - v. The briefing of scrutineers.
 - vi. The selection and briefing of members to assist with counting.
 - vii. The confidentiality of election results until the successful candidates are declared elected at the Annual General Meeting, except that candidates may be advised (in confidence) of their results.
- h) If a recount of votes is required: **22**
- i. Where any candidate has reason to believe that the declaration of the number of votes received by any candidate at any election is incorrect, he/she may within twenty-four (24) hours after such declaration is made, apply to the Returning Officer for a recount.
 - ii. Candidates that have requested a recount may have a representative present at the recount but cannot participate in the actual counting of votes.
- 14.6. **Resignation:** A member of the executive may resign by notice in writing to the Executive Members. Executive Members are deemed to have resigned if they are absent from (3) consecutive meetings of the committee without leave of the executive. **23**

14.7. **Removal from Office** 23

- a) A member of the Executive may be removed from office for any reason which the Executive deems expedient in accordance with the following:
- i. The Executive shall convene an Extraordinary General Meeting of the Executive to consider the removal;
 - ii. The Executive must give seven (7) days' notice in writing to the Executive Member in question, informing him or her of his or her right to appear and be heard at that Meeting;
 - iii. After the Executive Member in question has had the opportunity to be heard, the Meeting may elect to remove him or her from office by simple majority vote;
 - iv. If the Meeting elects to remove the Executive Member, such removal shall be effective immediately and shall require a majority of two-thirds (2/3) of the Members of the Executive. **LAST PART IS NEW.**
- b) On receipt of a notice of motion of no confidence in one or more Executive Member(s) signed by ten percent (10%) of the total membership or fifty (50) Financial Members (whichever is greater), the Executive shall convene a Special General Meeting and proceed in accordance with Rule 21.
- i. In the event that a notice of motion of no confidence is raised against more than one executive member or the entire executive, the motion will be discussed at the Special General Meeting referred to in Section 14.6(b). If the motion is carried, the meeting will appoint three (3) members of the Club to assume the governance role until new elections can be conducted at a date set by the special general meeting. The President, Vice President or members of the executive shall resign with immediate effect.
 - ii. If a vote of no confidence is raised against the President or Vice President, the members of the executive shall resign enbloc. at the next AGM. The resignation of the executive shall occur even if the vote of no-confidence fails to remove the President or Vice President from office.
- c) An Executive Member, who has been convicted of any offence which in the opinion of a majority of the Executive brings the Club into disrepute, shall automatically and immediately be removed from office.
- d) The Executive may elect to remove an Executive Member who becomes physically or mentally incapacitated to the extent that he or she cannot carry out his or her duties as an Executive Member.
- e) If the Executive consider any member of the Executive has breached any one or more of the duties of the Executive. **NEW**

- f) If the Executive considers any member of the Executive has acted in a manner that has caused, or may cause, significant harm to the Club. **NEW**
- g) No Executive Member who has been removed from office shall be eligible for re-election without the consent of a General Meeting.

14.8. Vacancy:

- a) Any vacancy in any Executive position that is not filled at an election may be filled by the next highest polling candidate or an appointee of the Executive.
- b) Should there be a deficiency in the number of officers or Executive Members not otherwise provided for under these Rules the Executive may fill such vacancy or vacancies until the end of that term as they may deem fit.

14.9. Powers: The Executive shall, subject to any limitations imposed by this Constitution, have the power to: **26 to 31**

- a) Exercise all the powers and authorities of the Club.
- b) Do such other acts and things as it deems necessary or expedient for carrying on the business of the Club.
- c) The President may of his/her own motion or on receipt of a requisition signed by not less than two thirds of the Executive members call a Special Meeting of the Executive by posting a notice on the Notice Board twenty-four (24) hours before the time fixed for an Executive Meeting.
- d) At the first meeting of the Executive held after each Annual Election the President shall see that such sub-committees for special purposes as may be required under the by-laws are appointed.
- e) The Executive shall have power to make by-laws for the regulations and management of the Club or any part of its business. All such By-laws shall be posted on the Club notice board for fourteen (14) days during which time members may object in writing whereupon the objection must be considered at the next Executive Meeting.
- f) The Executive, Manager or Nominees may suspend any member whose conduct is prejudicial to the peace and harmony of the Club or wilful infringement of the Rules (9.1) or By-laws of the Club. and
- g) Co-opt any person to assist with its functions.

14.10. Duties: Executive Members shall at all times:

- a) Render every assistance to the President, Vice-President and staff of the Club to maintain order and to prevent infringement of the Rules, Regulations or By-Laws or

the terms of any charter or licence which may from time to time be granted to the Club.

- b) In the execution of their duties, exercise fiduciary responsibility and act in the best interests of the Members.
- c) Act in the best interests of the Club as a whole and make decisions at Executive Meetings using wisdom and judgement to the best of their abilities.
- d) When it shall come to the knowledge of the Manager or Secretary that a member had been convicted of an offence or that a prohibition order has been made against a member it shall be the duty of such official to report the fact to the Executive at or before their next meeting.
- e) The Executive shall at all times entertain complaints in connection with the Club and suggestions for the improvement of the Club made in writing and properly authenticated by members.
- f) The Executive shall assist with stock take when practical. At the completion of each yearly period the Executive shall make an inventory and valuation of all furniture and effects.
- g) At each Annual General Meeting the Executive shall produce a printed Report of the proceedings of the Club and Sub-Clubs for the past year and an audited Balance Sheet showing the financial position of the Club as at 31 March of the current year and an audited Balance Sheet of Sub-Clubs at their last balance date prior to the Annual General Meeting. A copy of the Report and Balance Sheet shall be placed on the Club webpage with a link emailed to members. Also copies held at reception for members to collect or posted by mail to members at their request. The report to be completed within seven (7) clear days prior to the date of the meeting.
- h) Any other duties which the executive of the Club may from time to time determine.

15. PRESIDENT AND VICE-PRESIDENT 32

- 15.1. The president shall have control over all paid officials of the Club (subject to the approval of the Executive).
- 15.2. The President and Vice-President shall be ex officio members of all sub-committees, and Subclubs.
- 15.3. The President shall preside at all meetings of the Club and over all Annual, Special General meetings of the members, in the absence of the President the Vice-President shall preside.
- 15.4. At all meetings the president shall be entitled to a casting vote.

- 15.5. The President shall be the Club's representative with the Manager, in matters of Club business.
- 15.6. In the event of a Vacancy of the office of President, the Vice-President shall assume that role for the remainder of the term. In the event of a vacancy in the role of Vice-President, the executive shall elect an executive member to that role for the remainder of the term.
- 15.7. The President shall have the right of entry upon the Club premises/or buildings at any time.
- 15.8. If a vote of no-confidence is being raised against the President or Vice President then Clubs NZ shall be requested to appoint an independent Chairman for the purposes of presiding over the Special Meeting.

16. MINUTE SECRETARY 35

- 16.1. A Minute Secretary shall be an official appointee by the Executive whose duties shall be to take minutes of the Executive Meeting, Annual General Meetings or any other duties as called for by the Executive.
- 16.2. The Minute Secretary has no input to meetings unless directed by the President and has no voting rights.

17. AUDITOR 25

- 17.1. The Club's accounts shall be audited annually by a chartered accountant appointed by the members in Annual General Meeting, who shall:
 - a) Be a member of the Institute of Chartered Accountants of New Zealand; and
 - b) Not be an Executive Member or hold any other office in the Club.
- 17.2. The auditor shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion but shall not be entitled to exercise a vote on any question.
- 17.3. The auditor shall be paid such fees as may be determined by the Executive from time to time.
- 17.4. The auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Club. The financial statements shall be audited by him or her and, if correct, certified under his or her hand before they are submitted to the Annual General Meeting.

18. TREASURER 33

- 18.1. The Executive shall appoint a Treasurer, whose duties shall include:

- a) Ensure that all monies received by the Club are paid into the Bank for the credit of the Club; and
- b) Prepare a detailed report of the previous month's receipts and payments for each monthly Executive Meeting and present it to that Meeting; and
- c) Ensure that all taxes, levies, duties, and other payments required by statute are made before the due date; and
- d) All taxation and other financial returns required by statute are accurately completed and lodged by the due date; and
- e) Prepare the Club's Financial Statements and present them to the Annual General Meeting each year.

18.2. The Treasurer shall immediately bring to the attention of the Executive, any financial irregularity or suspicion of financial irregularity, or any concern regarding the financial performance of the Club.

18.3. The Executive shall determine the Treasurer's remuneration.

18.4. Nothing in this rule shall preclude the combining of this office with that of Secretary.

19. **SECRETARY 36**

19.1. The Secretary shall be an official employed by the executive.

19.2. The Secretary's remuneration shall be determined by the Executive.

19.3. Nothing in these Rules shall preclude the combining of the office of Secretary and Treasurer.

20. **MANAGER 34**

20.1. The Manager shall be an official employed by the Executive, and shall be deemed to act as the Clubs representative for the purpose of licensing laws of New Zealand.

20.2. It shall be the duty of the Manager to carry out all such duties as are required to manage the affairs of the Club. The Manager shall be accountable to the Executive being that body's only direct employee. All other employees shall be under the direct control of the Manager.

20.3. He/she shall be responsible for the day-to-day maintenance, cleanliness and service of the Club, the engagement and dismissal of such employees as may be essential to provide adequate and efficient maintenance of the assets and control of the Club and such other duties as are appropriate to his/her office as set out in his/her employment contract. The role and responsibilities of the Manager shall be detailed in:

- a) A Position Description, which shall be kept up to date by the Committee; and
- b) An Employment Agreement.

- 20.4. The Manager shall attend and take part in all Executive and General Meetings except on occasions where the collective executive decides otherwise. The Manager shall not be entitled to exercise a vote on any question.
- 20.5. Remuneration shall be negotiated by the Executive. Administration will be in accordance with directive through the President or nominee.
- 20.6. The Manager shall be the Club's representative in respect to both legislative provisions and legal requirements and shall act as the Secretary of the Club.
- 20.7. Nothing in these rules shall preclude the combining of the office of Manager and Secretary.

21. ANNUAL GENERAL MEETING **6**

- 21.1. The Annual General Meeting of the Club shall be held in the month of June each year on a date to be fixed by the Executive, for the purpose of:
 - a) To confirm the minutes of the previous Annual General meeting.
 - b) To receive the Annual Report.
 - c) Considering, and if necessary, taking action on, any motion relating to the annual report.
 - d) To receive the duly audited Annual Statements of Income and Expenditure and Assets and Liabilities of the Club. The adoption of the Report and Balance Sheet having been moved and seconded any member may without notice ask any question or move any motion relevant to that Report or Balance Sheet.
 - e) Considering, and if necessary, taking action on, any other motion of which due notice (21days) to the secretary, pursuant to Rule 22.6 (b) has been given.
 - f) To confirm the subscription.
 - g) To confirm the appointment of the Auditor for the ensuing year.
 - h) To elect and confirm the Election Board of Appeal.
 - i) To set Honorariums for executive; and
 - j) Written General business.
- 21.2. At least Fourteen (14) clear days' notice of such meeting shall be given by notice posted on the Club notice board and Club webpage and a copy of such notice sent to individual members by email or post mail at their request seven (7) clear days prior to the date of such meeting
- 21.3. At such meeting thirty (30) financial members present in person shall form a quorum.

21.4. A register of members attending will be taken by the Manager or nominee. Admission will be by presentation of current membership card only. Entry will not be permissible once the meeting is declared open.

21.5. The usual Rules of debate shall be followed, each member speaking once only to each motion or amendment except the Mover who may reply. The Mover of any resolution or substantial amendment shall be allowed five (5) minutes in which to introduce his/her proposition and ten (10) minutes for reply or vice versa. Any other speaker will be allowed five (5) minutes. An extension of time may be permitted by the Chairperson. The Chairperson shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any subject is desired, any member may move that the meeting go into committee on that subject and such motion shall be immediately put and decided by a show of hands

22. SPECIAL GENERAL MEETING 7

22.1. The President shall convene a Special General Meeting if at any time:

- a) The Executive considers such a Meeting necessary or desirable; or
- b) The Secretary receives a written requisition to do so signed by not less than ten percent (10%) of the total membership or fifty (50) Financial Members whichever is the greater, stating the purpose of the Meeting requisitioned, in which case the meeting must be convened for that purpose only.

22.2. Fourteen (14) days' notice specifying the time and place of a Special General Meeting, its purpose and an agenda shall be notified to members.

22.3. Notice of any such meeting shall be by notice on the Clubs notice board, electronic media via Club webpage and a copy of such notice sent to individual members by email.

22.4. At such meeting thirty (30) financial members present in person shall form a quorum.

22.5. At Special General Meetings no other business than that for which the meeting is called shall be dealt with.

23. CONDUCT OF GENERAL MEETINGS 9

23.1. At all General Meetings, the chairman shall be;

- a) The President; or
- b) In his or her absence, the Vice-President; or
- c) In the absence of both the President and the Vice-President, an Executive Member elected by the Meeting.

23.2. The quorum for a General Meeting shall be a minimum of thirty (30) members.

23.3. A General Meeting shall be adjourned if;

- a) A quorum is not present within half an hour after the time fixed for the Meeting; or
 - b) A quorum is present and the Meeting elects to adjourn.
- 23.4. If a Meeting is adjourned, the Executive shall:
- a) Fix a new date not more than fourteen (14) days later; and
 - b) Give at least three (3) days' notice of the adjourned Meeting by notice on the Club's notice board and social media platforms.
- 23.5. If a quorum is not present at an adjourned Meeting, the Meeting shall lapse. If a quorum is not present for an Extraordinary General meeting, the agenda as displayed on the Notice Board shall automatically revert to the Executive to adjudicate on.
- 23.6. **Resolutions:**
- a) A Member may without notice ask any question or move any resolution relative to the Annual Report or Balance Sheet.
 - b) Any Member intending to move a resolution bearing on any other matter must give notice of the proposed motion, seconded by another member, to the Secretary at least twenty-one (21) days before the Meeting and such notice of motion shall be forwarded to each Member with the notice of the Meeting and be posted on the Clubs notice board.
- 23.7. **Procedure:** The following rules of debate shall apply:
- a) Each Member may speak only once to each motion or amendment, except the mover, who may reply.
 - b) The mover of any resolution or substantial amendment to a resolution shall be allowed five (5) minutes in which to introduce his proposition and ten (10) minutes for reply, or vice versa, and any other speaker will be allowed five (5) minutes.
 - c) The Chairman shall decide whether any amendment proposed to a resolution is a substantial amendment or not.
 - d) If freer discussion of any subject is desired, any Member may move that the Meeting go Into Committee on that subject and such motion shall be immediately put and decided by a show of hands.
 - e) When in Committee no Member shall speak for more than five (5) minutes at a time.
 - f) When in Committee any Member may move that the ordinary meeting shall be resumed, and such motion shall be immediately put and decided by a show of hands.
 - g) Immediately on the resumption of the normal meeting (that is after the members agree to move out of Committee) the Record of the in committee discussion and resolution must be put to the Executive for agreement.

23.8. Except as otherwise provided by these Rules, all questions shall be decided by simple majority vote.

23.9. **Voting:** At any General Meeting:

- a) Each Ordinary and Life Member shall be entitled to be present and to give one vote on all questions
- b) Voting shall be on show of hands in the first instance;
- c) A declaration by the Chairman as to the result shall be conclusive unless a motion that the vote shall be taken by secret ballot is passed by a majority of Members present; and
- d) In the event of equal votes being cast, the Chairman shall have a casting vote;

24. EXECUTIVE MEETINGS 26

24.1. The Executive shall meet at least once in each calendar Month at a time and place to be determined by the Executive, or on a requisition in writing to the Secretary, setting out the purpose for which the Meeting is required. A date for an Executive Meeting must be set within four (4) days of the Secretary receiving a requisition under this clause.

24.2. At all Executive Meetings, the Chairman shall be:

- a) The President; or
- b) In his or her absence, the Vice-President; or
- c) In the absence of both the President and the Vice-President, an Executive Member elected by the Meeting.

24.3. The quorum for an Executive Meeting shall be not less than five (5) of its members.

24.4. Any Executive Meeting shall be adjourned if:

- a) A quorum is not present within half an hour after the time fixed for the Meeting; or
- b) A quorum is present and the Meeting elects to adjourn.

24.5. If an Executive Meeting is adjourned, the Executive shall:

- a) Fix a new date not more than fourteen (14) days later; and
- b) Give at least three (3) days' notice of the adjourned Meeting to each Executive Member.

24.6. If a quorum is not present at an adjourned Meeting, the Meeting shall lapse.

24.7. Except as otherwise provided by this Constitution, all questions raised at an Executive Meeting shall be decided by a simple majority of votes cast.

24.8. In the event of equal votes being cast, the Chairman shall have a casting vote.

25. ACCOUNTS 33

25.1. The Executive shall ensure true accounts are kept of:

- a) All sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place; and
- b) All assets, credits and liabilities of the Club including any charges and securities of any description affecting any property of the Club; and
- c) All remuneration and entitlements relating to employees of the Club.

25.2. The latest balance sheet, income and expenditure statements, auditors report and confirmed minutes from Executive Meetings shall be kept at the office of the Club or other such place as the Executive may determine and shall be open to the inspection of Financial Members at all reasonable times.

25.3. All monies received shall be forthwith paid into a bank approved by the Executive after being accounted for within the Clubs' accounting system.

25.4. Payment of all monies on behalf of the Club shall be made by electronic transaction authorised by, two signatories, one being the Manager and the other being one of the President, the Vice-President or other person approved by the Executive as an authorised signatory of the Club.

25.5. At every Annual General Meeting the Executive shall present:

- a) The Club's Financial Statements; and
- b) An Annual Report as to the state of the Club.

25.6. The Club shall make returns required by Section 23 Incorporated Societies Act 1908 and shall comply with all the relevant requirements of those Acts.

26. SUBCLUBS SEE BY-LAWS

26.1. A Subclub may be formed within the Club for sporting or special interest groups, subject to approval from the Executive, such Subclubs are bound by the Rules and by-laws of the Club at all times.

26.2. Any assets of the Subclub are the assets of the Club. All monies received for Subclubs shall be paid into the Subclub's bank account referred to in clause 23.4(a).

26.3. All accounting, taxation, financial reporting and legal compliance responsibilities of the Subclub shall rest with the Club.

Commented [JH1]: Need to reconfirm requirements with Ian. Criteria and guideline for subclubs already in by-laws which is a better place as these are more easily changed when required.

- 26.4. Subclubs shall use the Club's accounting services in the following manner:
- a) Subclubs must bank through the Club's main bank account. The Club must account for GST on all Subclub transactions.
 - b) Subclubs will be allocated their own unique ledger number within the 'liabilities' section of the Club's accounting system e.g. Liability Base Code "Subclubs" 800, Indoor Bowls 800-01, 8-Ball 800-02 etc.
 - c) All deposits are to be issued receipts by the Club staff, all requisitions for withdrawals (cash and/or cheque payments) are to be made on a prescribed form signed by the Subclub Treasurer and one other Subclub official.
 - d) All transactions, which are subject to GST, shall be debited or credited to the appropriate ledger account and a document showing transactions and total of funds held provided to each Subclub at the end of each month, or upon request.
 - e) The total of all funds held on behalf of all Subclubs shall be shown as a Current Liability in the Club's Financial Statements.
 - f) If a Subclub should cease trading, then the funds held by that Subclub shall be transferred into the Club's main bank account. No individual may personally benefit from Subclub monies at any time.
- 26.5. The Committee of the Subclub shall not do, or omit to do, anything that is likely to prejudice or not be in the best interests of the Club. Any contentious correspondence must come through the office prior to delivery.
- 26.6. Members of a Subclub involved in any activity of or related to the Subclub shall indemnify the Club and its representatives from any problem, direct or indirect loss or damage, claim or proceedings (including in negligence) caused or contributed to by that activity.
- 26.7. Office holders of Subclubs are not Executive members or Club officials by virtue of holding such office.
- 26.8. The Executive after consultation with the Subclub office bearers may disband the Subclub at their discretion.

27. SEAL 37

- 27.1. The Club shall have a Common Seal which shall be kept in the custody and the control of the Manager and shall be used only in pursuance of a duly passed resolution of the Executive or of the Club, and in the presence of two (2) persons appointed by the Executive as authorised signatories of the Club.

28. PROPERTY NEW & 3c

- 28.1. Membership of the Club does not give any member any transmissible or assignable interest by operation of law or otherwise, in any of the property or funds of the Club.

- 28.2. If a person ceases to be a Member for any reason, any interest he or she may nevertheless possess in any of the effects, property or funds of the Club will vest in the Club.
- 28.3. Any information which the Club provides for Members remains the property of the Club. Members must not pass any such information on to any non-Member without the written consent of the Club.

29. VISITORS RULE – AUTHORISED CUSTOMERS, AUTHORISED VISITORS AND GUESTS

29.1. **Authorised Customers** 40

- a) Any member of the Hamilton Cosmopolitan Club Incorporated can invite and accompany a guest/visitor(s) (Authorised Customer) to the Club.
- b) Any member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on the Club premises.
- c) Any guest/visitor who wishes to be sold or supplied alcohol must first complete the appropriate *authorised customer* requirements.
- d) Any Guest/visitor(s) may only be sold or supplied alcohol for consumption on the premises while accompanied by a member of the Club.
- e) Any Guest/visitor(s) will lose all rights or privileges to purchase or consume alcohol if they remain in the Club if/when the sponsoring member vacates the Club premises.

29.2. **Authorised Visitors;**

- a) Any affiliated member (Authorised Visitor) wishing to be sold or supplied alcohol for consumption on the premises must be able to produce valid proof of membership to an affiliated club/association to Club staff at the point of service.
- b) Any affiliated member introducing a guest/visitor(s) is responsible for the good conduct of that guest/visitor whilst on Club premises. The guest/visitor will lose all rights or privileges to purchase or consume alcohol if they remain in the Club if/when the sponsoring Authorised Visitor vacates the Club premises.

29.3. Any guest/visitor of a member of either the Hamilton Cosmopolitan Club Incorporated or affiliated club's, that wishes to be sold or supplied alcohol must first complete the appropriate authorised customer and/or authorised visitors book requirements as required by the Club.

29.4. Authorised Customers, Authorised Visitors and their guests are bound by the rules of this Club whilst they are on the Club premises.

29.5. The Duty Manager shall have the power to refuse privileges for any intending guest/visitor or revoke privileges without any reason being supplied, this includes the right of the Duty Manager to refuse entry to the Club premises or removal of a guest/visitor from the Club premises.

29.6. Definitions

- a) “**club**” has the same meaning as defined for the time being in section 5 of the Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof;
- b) “**member**”, “**authorised customer**” and “**authorised visitor**” have the same meanings given to them for the time being in section 60 Sale and Supply of Alcohol Act 2012 or any amendment or replacement thereof;
- c) “**affiliated member**” means the same as “**authorised visitor**” and includes
 - i. A member of any other club which is a member of Clubs New Zealand Incorporated through whom the Club has arrangements for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent charter or not; and
 - ii. A member of any other club with which the Club has an arrangement for reciprocal visiting rights for members, irrespective of whether the other club has an alcohol licence or a permanent charter or not;
- d) In this Rule 28, words in the singular (such as guest/visitor) include the plural.

30. ALTERATIONS OF CONSTITUTION RULES 45

- 30.1. The Rules of the Club shall not undergo any revision amendment or alteration unless with the concurrence of a majority of financial members present at an Annual or Special General Meeting, and no new Rule or amendment shall have any effect until it has been approved by an Annual or Special General Meeting.
- 30.2. A copy of the proposed alteration amendment or addition having been previously posted on the Clubs notice board fourteen (14) clear days before such meeting and registered with the Registrar of Incorporated Societies.
- 30.3. No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause of these rules
- 30.4. The executive from time to time may make, alter and rescind By-laws incidental to the operations of the Club, so long as they are in conformity with these rules. A register of By-laws must be kept and displayed.

31. INTERPRETATION OF RULES 32

- 31.1. Any question relating to the interpretation of the Club’s Rules or by-laws shall be settled by the Executive whose decision shall be final.
- 31.2. The Hamilton Cosmopolitan Club Incorporated Constitution and Rules do not supersede any New Zealand or Local Government legislation, laws or acts.

32. INSPECTION OF BOOKS AND REGISTER OF MEMBERS 38

- 32.1. The books of the Club may be inspected by any member during ordinary office hours on application to the Secretary. No minutes of the Club shall be inspected until confirmed.
- 32.2. A copy of the last Balance Sheet and Auditors Report shall be available to any member on request during ordinary office hours.
- 32.3. The Club shall keep a register of its members in compliance with the Act. Information from the Register will not be available to persons other than those authorised by a relevant Statute or persons authorised by the President or Secretary.

33. DISSOLUTION AND/OR LIQUIDATION 44

- 33.1. The Club may only be dissolved by the Registrar of Incorporated Societies:
 - a) If at an Extraordinary General Meeting called by the Executive for that purpose passes a resolution that the Registrar make a declaration of dissolution; or
 - b) As provided for in the Incorporated Societies Act 1908 (Amendment 2010).
- 33.2. The Club may be put into liquidation:
 - a) At a Special General Meeting called by the Executive for that purpose; or
 - b) As provided for in the Incorporated Societies Act 1908 (Amendment 2010).
- 33.3. If upon the winding up or dissolution of the Club there remains after the satisfaction of all costs and its debts and liabilities any property or assets whatsoever, the same shall not be paid to or distributed among members of the Club, but shall be given or transferred to some other Institution or Institutions having objects similar to the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Club.
- 33.4. Such institution or Institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand or in the absence of any Institution then to such public charity as the said Judge may determine.

34. FINANCE 42

- 34.1. The Club shall have the power to take on lease, hire or otherwise acquire any real or personal property or rights or privilege which the Club may think necessary or convenient for the purpose of furthering the objects of the Club.
- 34.2. To borrow moneys on such forms of security as may be appropriate
- 34.3. To invest any moneys not required for immediate use.

35. RENTAL OF CLUB'S FACILITIES 43

- 35.1. Tenancy of any of the Club's facilities shall be renewed annually with terms and rental renegotiated by the Executive.

36. CLUB HOURS

- 36.1. The Club's premises may be opened at the discretion of the Manager and Executive with the bar openings being in accordance with its license.

BY-LAWS

Use this space to populate the Club's by-laws. By-laws are rules and regulations that are agreed upon by the executive and do not form part of the constitution i.e. By-laws do not need to be submitted to the Registrar of Incorporated Societies.

We recommend that Club executives carefully consider any proposed By-Laws and the impact these may have on the Club and its culture.