



Waikato District Veterans Golf Association Inc.

1. Introductory Rules

1.1 Name

The name of the society is: **Waikato District Veterans Golf Association Inc.**

1.2 Charitable Status

The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

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

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year that, among other things, will receive and consider reports on the **Society's** activities and finances.

‘Chairperson’ means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

‘Committee’ means the **Society’s** governing body.

‘Constitution’ means the rules in this document.

‘Deputy Chairperson’ means the **Officer** elected or appointed to deputise in the absence of the **Chairperson**.

‘General Meeting’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘Interested Officer’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

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

‘Matter’ means—the **Society’s** performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into by the **Society**.

‘Member’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

“Lifetime Membership” means membership is “lifetime” or until the member resigns.

‘Notice’ to **Members** includes any notice given by email, post, or courier.

‘Officer’ means a natural person who is: a member of the **Committee**, or occupying a position in the **Society** that allows

them to exercise significant influence over the management or administration of the **Society**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, TeRā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2. Purposes

The primary purposes of the **Society** are—

To provide members with the opportunity to meet and play golf in friendly and competitive competitions at various golf clubs in the greater Waikato area.

2.1 The Society—

2.1.1 Must not operate for the purpose of, or with the effect of—

- i. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- ii. having capital that is divided into shares or stock held by its **Members**; or

- iii. holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise); or

2.1.2 Will not Operate for the Financial Gain of Members

simply if the Society engages in trade, pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity, distributes funds to a Member to further the purposes of the Society, and the Member —

- i. is a not-for-profit entity, and
- ii. is affiliated or closely related to the **Society**, and
- iii. has the same, or substantially the same, purposes as those of the **Society**.

2.1.3 Does not Offer Financial Gain to its Members if

- i. it provides benefits to **Members** or their families to alleviate hardship; or
- ii. it provides educational scholarships or grants to **Members** or their families; or
- iii. it reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society**'s purposes; or
- iv. it pays a **Member** a salary or wages or other payments for services to the Society on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, does not include any

- share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**),
- v. it provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Society**; or
 - vi. upon removal of the **Society** from the Register of Incorporated Societies, having its surplus assets distributed under subpart 5 of Part 5 of the Act to a **Member** that is a not-for-profit entity.

3. Act and Regulations

Nothing in this Constitution authorises the **Society** to do anything that contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

3.1 Restrictions on Society Powers

The **Society** must not be carried on for the financial gain of any of its members.

The Society's capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

- i. The **Society** does not have the power to borrow money.

4. Registered office

The registered office of the **Society** shall be at such place in New Zealand as the Committee from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered office is due to take effect,

5. Contact person

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Society's** contact person must be:

- i. At least 18 years of age, and
- ii. Ordinarily resident in New Zealand.
- iii. May be appointed by the Committee

The Registrar of Incorporated Societies requires each contact person's name and contact details:

- i. a physical address or an electronic address, and
- ii. a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the **Society** becoming aware of the change.

6. Members

The **Society** shall maintain the minimum number of 20 **Members** as required by the Act.

6.1 Becoming a Member: Criteria

Membership is open to any registered golfer 50 years of age or over who is a financial member of a Waikato Golf Association Club.

6.2 Becoming a Member: Consent

Every application for membership and/or payment of the subscription indicates consent to becoming a **Member**.

6.3 Becoming a Member: Process

An applicant for membership must complete a standard on-line application form, supply any information as may be reasonably required by the Committee, and will become a **Member** on acceptance of that application by the Committee and by payment of a Lifetime Subscription.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

The written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.

6.4 Members' Obligations and Rights

6.4.1 Contact details

- i. Every Member shall provide the **Society** in writing with that **Member's** name, DotGolf number, and contact details consisting of —
 - i. Physical address
 - ii. Email address
 - iii. Telephone number

and promptly advise the **Society** in writing of any changes to those details.

- ii. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- iii. A **Member** is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

The Committee may decide what access or use **Members** may have of or to any facilities, equipment, or other property owned, occupied or otherwise, used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

6.5 Ceasing to be a Member

6.5.1 A Member Ceases to be a Member—

- i. by resignation from that Member's class of membership by written notice signed by that Member to the Committee, or
- ii. on termination of a **Member's** membership following a dispute resolution process under this Constitution, or
- iii. upon death of the **Member**, or
- iv. by resolution of the Committee where in the opinion of the Committee the **Member** has brought the **Society** into disrepute.

with effect from:

- i. the date of receipt of the **Member's** notice of resignation by the Committee (or any subsequent date stated in the notice of resignation), or
- ii. the date of termination of the **Member's** membership under this Constitution, or
- iii. the date of death of the **Member**, or
- iv. the date specified in a resolution of the Committee, and when a **Member's** membership has been terminated the Committee shall promptly notify the former **Member** in writing.

6.5.2 Obligations once Membership has Ceased

A **Member** who has ceased to be a **Member** under this Constitution—

- i. shall cease to hold himself or herself out as a **Member** of the **Society**, and shall return to the **Society** all material provided to **Members** by the **Society** (including

- any membership certificate, badges, handbooks, and manuals)
- ii. shall cease to be entitled to any of the rights of a **Society Member**.

6.5.3 Becoming a Member Again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

But, if a former **Member**'s membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

6.6 Subscriptions and Fees

The subscription and any other fees for membership shall be set by resolution at a General Meeting.

The **Society** operates a Lifetime Membership system. **Members** shall pay a subscription upon joining.

Competitions or Club days may include an association levy.

7. General meetings

7.1 Procedures for General Meetings

General meetings shall be held as necessary to consider and endorse the **Society's** business.

7.1.1 Order of General Meetings

- i. The Committee shall give all **Members** at least 7 working days' written notice of any General Meeting, and of the business to be conducted at that General Meeting.
- ii. That Notice will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members.
- iii. No General Meeting may be held unless at least 20 eligible financial Members attend throughout the meeting, and this will constitute a quorum.
- iv. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the **Society**, and if at such adjourned meeting a quorum is not present, those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- v. The General Meeting and its business will not be invalidated simply because one or more **Members** do not receive the Notice of the General Meeting.
- vi. Only financial **Members** may vote at General Meetings – in person.
- vii. A **Member** is entitled to exercise one vote on any motion at a General Meeting in person.

- viii. Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or who are voting by remote ballot when attending the meeting electronically. Voting shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more Members present, by secret ballot.
- ix. No proxy voting shall be permitted.
- x. Any decisions made when a quorum is not present are not valid.

7.1.2 General Meetings: Venues and Voting

General Meetings may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.

- i. All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- ii. Any person chairing a General Meeting has a deliberative vote and, in the event of a tied vote, a casting vote.
- iii. Any person chairing a General Meeting may —
 - a. With the consent of a simple majority of Members present at any General Meeting, adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the General Meeting, or obstructing the business of

- the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
- c. In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.
 - iv. The Committee may propose motions for the **Society** to vote on ('Committee Motions'), which shall be notified to **Members** with the notice of the General Meeting.
 - v. Any **Member** may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary or Committee at least 14 working days before that meeting. The Member may also provide information in support of the motion ('Member's Information').
 - vi. If notice of the motion is given to the Secretary or Committee before any written notice of the General Meeting is given to **Members**, notice of the motion shall be provided to **Members** with the written Notice of the General Meeting.

7.1.3 Written Resolution

The **Society** may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the eligible financial **Members** voting on the resolution.

- i. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more **Members**.

- ii. A **Member** may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

7.1.4 Minutes

The Society must keep minutes of all General Meetings, both annual and special.

7.2 Annual General Meeting

An Annual General Meeting of the **Society** shall be held once a year on a date and at a location (and/or using any electronic communication) determined by the Committee, and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

- i. The Annual General Meeting shall be held in the month of August.

7.2.1 Annual General Meeting: business

The business of an Annual General Meeting shall be to

- i. Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting, and
- ii. Adopt the annual reports on the operations and affairs of the **Society**, and
- iii. Adopt the Treasurer's report on the finances of the **Society**, and the annual financial statements, and
- iv. Elect officers for the incoming Committee, and
- v. Set any honoraria for the current financial year, and

- vi. Consider any motions of which prior notice has been given to **Members** with the notice of the Meeting, and
- vii. Appoint a Financial Reviewer recommended by the Committee if required, and
- viii. Consider any general business.

7.2.2 Special General Meetings

A Special General Meeting may be called at any time

- i. By the Committee by resolution.
- ii. If the Committee receives a written request signed by at least 25 financial **Members**.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

- i. The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by **Members** for the Meeting.

8. Committee

8.1 Committee Composition

The Committee will consist of up to 11 Officers.

- i. President (who will usually chair any meetings)
- ii. Senior Vice President
- iii. Junior Vice President
- iv. Secretary/Treasurer which may be held by the same person.
- v. Immediate Past President
- vi. Six other members providing representation across the **Society's** affiliated clubs

All of the Officers on the Committee must be **Members** of the Society.

8.2 Functions of the Committee

From the end of each Annual General Meeting until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

The Act includes provision that places most responsibilities on the whole committee, rather than the individual roles, such as secretary or treasurer.

8.2.1 Powers of the Committee

The Committee has all the powers necessary for managing and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

8.2.2 Sub-Committees

The Committee may appoint sub-committees consisting of **Members** of the **Society** for such purposes as it thinks fit. Unless otherwise resolved by the Committee—

- i. The quorum of every sub-committee is half the members of the sub-committee but not less than 2.
- ii. No sub-committee shall have power to co-opt additional members without the approval of the President.
- iii. A sub-committee must not commit the Society to any financial expenditure without express authority from the Committee, and
- iv. a sub-committee must not further delegate any of its powers.

8.2.3 General Matters: Committees

The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

8.2.4 Committee Meetings: Procedure

The quorum for any Committee meeting is at least half the number of members of the total Committee.

A meeting of the Committee may be held either—

- i. By a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- ii. By means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- iii. A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- iv. The members of the Committee shall elect one of their number as chairperson of the Committee. If at a meeting of the Committee, the chairperson is not present, the members of the Committee present may choose one of their number to be chairperson of the meeting.
- v. The chairperson does have a casting vote in the event of a tied vote on any resolution of the Committee.
- vi. Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

9. Officers

9.1 Qualifications of Officers

Every Officer must be a natural person who—

- i. Has consented in writing to be an Officer of the **Society**, and
- ii. Certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the **Society**.

Officers may be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society, namely—

- i. A person who is under 16 years of age
- ii. A person who is an undischarged bankrupt
- iii. A person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- iv. A person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
- v. A person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years—
 - a. an offence under subpart 6 of Part 4 of the Act
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994

- d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3)
- e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere a person subject to:
 - f. a banning order under subpart 7 of Part 4 of the Act, or
 - g. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - h. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - i. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - j. a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

Prior to election or appointment as an Officer a person must—

- i. consent in writing to be an Officer, and
- ii. certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.

Note: Only a natural person may be an Officer and each certificate shall be retained in the Society's records.

9.2 Duties of an Officer

At all times each Officer:

- i. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
- ii. must exercise all powers for a proper purpose,
- iii. must not act, or agree to the **Society** acting, in a manner that contravenes the Act or this Constitution,
- iv. must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - a. the nature of the **Society**,
 - b. the nature of the decision, and
 - c. the position of the Officer and the nature of the responsibilities undertaken by him or her
- v. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the Society's creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
- vi. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

9.3 Election or appointment of officers

The election of Officers shall be conducted as follows:

- i. Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the ‘Qualification of Officers’ rule above). Any such appointment must be ratified at the next Annual General Meeting.
- ii. A candidate’s written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the ‘Qualification of Officers’ rule above) shall be received by the Society at least 14 working days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- iii. Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- iv. Two **Members** (who are not nominees) or **non-Members** appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.

- v. The failure for any reason of any financial **Member** to receive such Notice of the general meeting shall not invalidate the election.
- vi. In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Society.
- vii. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the ‘Qualification of Officers’ rule above).

9.4 Term of Office

The term of office for all Officers elected to the Committee shall be 1 year from election at the most recent Annual General Meeting.

- i. The President, Senior Vice-President, and Junior Vice-President may serve in their positions for consecutive terms if re-elected.
- ii. The President will automatically become the Immediate Past President if stepping down after one term, or at the completion of their second term (if re-elected for that term).
- iii. No Officer shall serve for more than 5 consecutive terms, but may be re-elected after a stand down of at least one year.

9.5 Removal of Officers

An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society —

- i. The Officer has brought the **Society** into disrepute.
- ii. The Officer has failed to disclose a conflict of interest.
- iii. The Committee passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Committee or Society.

9.5.1 Ceasing to Hold Office

An Officer ceases to hold office when they

- i. resign (by notice in writing to the Committee), or
- ii. are removed from office, or
- iii. are deceased, or
- iv. otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 14 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Society held by such former Officer.

9.6 Conflicts of Interest

An Officer or member of a sub-committee who is an **Interested Member** in respect of any Matter being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee and or sub-committee, and in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

An Officer or member of a sub-committee who is an Interested **Member** regarding a Matter—

- i. must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
- ii. must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
- iii. may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.

10. Records

10.1 Register of Members

The **Society** shall keep an up-to-date Register of **Members**. For each current **Member**, the information contained in the Register of Members shall include —

- i. Their name, and
- ii. The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
- iii. Their contact details, including —
 - a. A physical address, and
 - b. A telephone number, and
 - c. A postal address, and
 - d. An email address (if any).
- iv. Their New Zealand Golf Club and Member I.D.

Every current Member shall promptly advise the Society of any change of the **Member's** contact details.

10.2 Former Members

The Society shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous 7 years, the Society will record:

- i. The former Member's name, and
- ii. The date the former Member ceased to be a Member.

10.3 Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

10.4 Access to Information for Members

A **Member** may at any time make a written request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Society must, within a reasonable time after receiving a request —

- i. Provide the requested information, or
- ii. Agree to provide the requested information within a specified period, or
- iii. Agree to provide the requested information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be Waikato District Veterans Golf Association Inc.)
- iv. Refuse to provide the information, specifying the reasons for the refusal.
- v. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
 - a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - d. the information is not relevant to the operation or affairs of the **society**, or

- e. withholding the information is necessary to maintain legal professional privilege, or
- f. the disclosure of the information would, or would be likely to, breach an enactment, or
- g. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
- h. the request for the information is frivolous or vexatious, or
- i. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

If the **Society** requires the **Member** to pay a charge to meet the cost of providing the requested information, the **Society** must make the cost clear to the **Member**.

10.4.1 Withdrawal of Request for Information

The **Member** may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the **Member** informs the **Society** —

- i. That the Member will pay the charge; or
- ii. That the Member considers the charge to be unreasonable.
- iii. That the Member withdraws the request.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

11. Finances

11.1 Control and Management

- i. The funds and property of the Society shall be—
 - a. Controlled, invested, and disposed of by the Committee, subject to this Constitution, and
 - b. Devoted solely to the promotion of the purposes of the **Society**.
- ii. The Committee shall maintain bank accounts in the name of the **Society**.
- iii. All money received on account of the **Society** shall be banked within 10 working days of receipt.
- iv. All accounts paid or for payment shall be submitted to the Committee for approval of payment.
- v. All payments other than green fees shall be paid by direct credit from the **Society's** bank account or by the **Society's** debit card.
- vi. Green fees paid in cash shall be supported by an invoice and/or a receipt from the club to whom the money was paid.
- vii. Funds not immediately required may be placed on deposit or invested as approved by the Committee.

11.2 Financial Records

The Committee must ensure that accounting records are kept at all times that —

- i. Correctly record the transactions of the **Society**, and
- ii. Allow the Society to produce financial statements that comply with the requirements of the Act, and
- iii. Would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's** Constitution).

- iv. Are kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

The Committee must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The annual accounts shall be subject to audit by a Financial Reviewer appointed at the AGM (if required).

11.3 Balance Date

The **Society's** financial year shall commence on July 1st of each year, and end on June 30th (the latter date being the Society's balance date).

12. Dispute Resolution

12.1 Meanings of Dispute and Complaint

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

- i. 2 or more **Members**
- ii. 1 or more **Members** and the **Society**
- iii. 1 or more **Members** and 1 or more **Officers**
- iv. 2 or more **Officers**
- v. 1 or more **Officers** and the **Society**
- vi. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

- i. A Member or an Officer has engaged in misconduct
- ii. A Member or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- iii. The Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act
- iv. A Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

12.2 Complaint Initiation

A **Member** or an **Officer** may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that—

- i. States that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's** Constitution; and
- ii. Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
- iii. Sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

- i. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's** Constitution; and
- ii. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's** Constitution.

All **Members** (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through—

- i. Informal discussions, or
- ii. Mediation, or
- iii. Arbitration.

Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

12.3 Right to be Heard

A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the **Society** makes a complaint—

- i. The Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- ii. An Officer may exercise that right on behalf of the Society.
- iii. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and

- d. the **Member's, Officer's, or Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

12.4 Investigating and Determining a Dispute

The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.

Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

12.4.1 Society may decide not to proceed further with complaint

Despite the 'Investigating and determining a dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

- i. The complaint is considered to be trivial; or
- ii. The complaint does not appear to disclose or involve any allegation of the following kind:
 - a. **A Member** or an **Officer** has engaged in material misconduct, or
 - b. **A Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's** Constitution or bylaws or the Act, or
 - c. **A Member's** rights or interests or **Members'** rights or interests generally have been materially damaged, or
 - d. The complaint appears to be without foundation or there is no apparent evidence to support it; or

- e. The person who makes the complaint has an insignificant interest in the matter; or
- f. The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- g. There has been an undue delay in making the complaint.

12.4.2 Society may Refer a Complaint

The **Society** may refer a complaint to—

- i. a sub-committee or an external person to investigate and report; or
- ii. a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, or facilitation).

12.4.3 Decision Makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- i. impartial; or
- ii. able to consider the matter without a predetermined view.

13. Liquidation and Removal from the Register

13.1 Resolving to put Society into Liquidation

The **Society** may be liquidated in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 working days written Notice to all **Members** of the proposed resolution to put the **Society** into liquidation.

The Committee shall also give written Notice to all **Members** of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

13.2 Resolving to Apply for Removal from the Register

The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

The Committee shall give 20 working days written Notice to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.

The Committee shall also give written Notice to all **Members** of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

13.3 Surplus Assets

If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

Upon liquidation or removal of the **Society** from the Register of Incorporated Societies, its surplus assets – after payment of all debts, costs and liabilities – shall be vested in the **Phillips Search & Rescue Trust** or its successors.

However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this Constitution and the Act in all other respects.

14 Alterations to the Constitution

14.1 Amending this Constitution

All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the Act.

The **Society** may amend or replace this Constitution at a General Meeting by a resolution passed by a simple majority of those **Members** present and voting.

That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.

Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 per cent of eligible Members and given in writing to the Committee at least 20 working days before the General Meeting at which the resolution is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 10 working days before the General Meeting at which any amendment is to be considered, the Committee shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

15 Other

15.1 Bylaws

The Committee may from time to time make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies, or codes of conduct applicable to **Members** shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.