



THE NAVY CLUB INCORPORATED

Constitution

Certified true copy incorporating the amendments passed at the AGM of the Club on the 18th August 2018.

Kevin Frederick Wilson, President

Paul Monk, Vice President

Noel Davies, Secretary/Treasurer

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**Constitution of the
The Navy Club Incorporated
The Club**

1.0 NAME

- 1.1 The name of the Club is The Navy Club Incorporated ("the Club"), hereafter referred to as the "Club". The Club was known as the Ex-Royal Naval Men's Association of New Zealand (Auckland Branch) Incorporated until September 2014.

2.0 REGISTERED OFFICE

- 2.1 The Registered Office of the Club shall be such place in Auckland as the Executive Committee shall determine from time to time.

3.0 OBJECTS

- 3.1 The objects of the Club shall be:
- a. To support the promotion of the highest standards of efficiency in material and personnel in the Royal New Zealand Navy, the Royal New Zealand Naval Reserves and the New Zealand Sea Cadet Corps.
 - b. To provide a focus for former Navy personnel and to provide a forum for them to meet and network.
 - c. To perpetuate the comradeship of Navy.
 - d. To look after the welfare of the members.
 - e. To collect, receive and hold funds and property, real or personal, solely to further the preceding objects of the Club
- 3.2 Notwithstanding anything expressed or implied in these rules, the activities of The Club shall not be carried on for the personal pecuniary gain of any member or other person.

4.0 POWERS

- 4.1 In addition to its statutory powers, the Club:
- a. May use such of its funds to pay the costs and expenses of furthering or carrying out its objects and for that purpose may employ such people as may deem expedient;
 - b. May purchase, lease, hire or otherwise acquire, may exchange and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
 - c. May invest in any investment in which a trustee might invest; and
 - d. Shall have power to borrow or raise money by debenture, bond, mortgage and other means, with or without security, but such borrowing powers shall not be exercised other than by resolution of a general meeting of which proposed resolution at least 10 clear days written notice has been given to all members or by notification in the public notices column of a local daily newspaper.
- 4.2 Notwithstanding any other provision the Society shall not expend any money:
- a. Other than to further purposes recognised by law; nor
 - b. By way of distribution of profits or pecuniary gains made by the Club.
- 4.3 Any transactions between the Society and any member, officer or member of the Executive Committee or any persons associated with those persons shall be at arm's length and in accordance with prevailing

commercial terms on which the Club would deal with third parties not associated with the Club, and any payments made in respect of such transactions shall be limited to:

- a. A fair and reasonable reward for the services performed;
- b. Reimbursement of expenses properly incurred;
- c. Usual professional business or trade charges; and
- d. Interest at no more than current commercial rates.

Governance of the Club

5.0 EXECUTIVE COMMITTEE

- 5.1 Governance and the administration of the Club shall be vested in an Executive Committee comprising the following persons:
- The President
 - Vice President
 - Secretary/Treasurer
 - Plus, four Committee members; and
 - Any other members the Executive Committee may co-opt.
- 5.2 The Executive Committee shall comprise not more than two Associate members with the remaining members of the Executive Committee being full members of the Club.
- 5.3 A quorum for a meeting of the Executive Committee shall be three Executive Committee members or 50% of the members of the Committee whichever shall be the higher.
- 5.4 The term in office for the Executive Committee shall be for 24 months (1 April to 31 March).
- 5.5 Unless passed by a two-third majority of the Executive Committee, no member of the Executive Committee shall be salaried or receive any gratuity for their services.

6.0 NOMINATING AND ELECTING EXECUTIVE COMMITTEE MEMBERS

- 6.1 The Annual General Meeting of the Club shall elect the President, Vice President, Secretary/Treasurer and four members of the Executive Committee, two of whom may be Associate members and the remainder shall be full members of the Club.

6.2 Procedure for Election

- a. Any two members of the Club may nominate another member (the candidate) to serve as President or Vice President or as a member of the Executive Committee:
- i. The nomination must be:
 1. in writing; and
 2. signed by the candidate and the members who nominated him or her; and
 3. given to the Secretary at least 21 days before the Annual General Meeting at which the election is to be held;
 - b. A list of the candidates' names in alphabetical order shall be circulated by the Secretary to all members of the Club (by email, or facsimile transmission or ordinary post) at least 7 days immediately prior to the date of the Annual General Meeting with such information about each candidate not exceeding one side of an A4 page as the candidate may supply to the Secretary in support of his or her candidature.
- c. If at the start of the meeting there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 6.3 If required by the Executive Committee ballot papers must be prepared for the election containing the names of the candidates for each position in alphabetical order and specifying the number of candidates to be elected for each position.

- 6.4 Executive Committee members shall be elected for two years at the Annual General Meeting. Half of the Executive Committee members shall automatically retire each year, including the President and Vice President in alternate years.
- 6.5 No person shall serve for more than three consecutive terms on the Executive Committee or as President, Vice President or Secretary/Treasurer.

7.0 CESSATION, RESIGNATION OR REMOVAL FROM OFFICE OF AN EXECUTIVE COMMITTEE MEMBER

- 7.1 The following applies to the cessation, resignation or removal of an Executive Committee member. A person ceases to be a member of the Executive Committee when.
- a. On cessation: Their term expires.
 - b. On resignation: An Executive Committee member may resign from the Executive Committee by giving written notice of resignation to the Secretary. The resignation takes effect on:
 - i. If the day and at the time the notice is received by the Secretary; or
 - ii. If a later day is stated in the notice - the later day.
 - c. On removal: An Executive Committee member may be removed from office at a meeting of the Executive Committee if a two-third's majority of the members present at the meeting vote in favour of removing the member:
 - i. Before a vote of members is taken about removing the Executive Committee member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - ii. An Executive Committee member has no right of appeal against the member's removal from office under this rule.
 - d. By absence: The President may declare a member's position on the Executive Committee to be vacant if that member misses two consecutive meetings without leave. *The member is to be notified of this decision by either letter or email*
- 7.2 If a person ceases to be an Executive Committee member, that person must within one month return all Club documents and property to the Secretary.

8.1 Vacancies on Executive Committee

8.1 Vacancies of Officers

- a. *If the office of President, Vice President or Secretary/Treasurer becomes vacant between Annual General Meetings then, at the next following meeting of the Executive Committee the Executive Committee may, with the consent of the person concerned, elect one of their number to the vacant position and the person so elected shall hold office until:*
 - i. *The next Annual General Meeting of the Club;*
 - ii. *They submit their resignation in writing to the Executive Committee; or*
 - iii. *They are removed from office by a two-third's majority vote of the Executive Committee (see clause 7.1,c.)*
- b. *In any such election:*
 - i. *A list of candidates' names for each vacant position must be circulated to all Executive Committee members by email, facsimile or post at least two days immediately prior to the date of the Executive Committee meeting.*
 - ii. *Each Executive Committee member may cast one vote for his or her preferred candidate for each position.*
 - iii. *For the avoidance of doubt, it is acknowledged that clause 10.1,i shall not apply in relation to any vote under this clause.*

8.2 Vacancies of Committee Members

- a. *If the position of any Committee members becomes vacant between Annual General Meetings, the Executive Committee may appoint another Club member to fill that vacancy until the next Annual General Meeting.*

- b. *The continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee.*
- c. *However, if the number of Executive Committee members is less than the number fixed under these rules as a quorum of the Executive Committee, the continuing members may act only to:*
 - i. *increase the number of Executive Committee members to the number required for a quorum, or,*
 - ii. *call a general meeting of the Club.*

9.0 ROLE OF THE EXECUTIVE COMMITTEE

- 9.1 Subject to these rules or a resolution of the Club members carried at a general meeting, the Executive Committee:
- a. Shall carry out the objects of the Club and exercise all the powers of the Club; and
 - b. Has the general control and management of the administration of the affairs, property and funds of the Club; and
 - c. Has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent.
- 9.2 Without limiting the generality of clause 8.1, the Executive Committee shall have power to:
- a. Administer, manage, and control the Club;
 - b. Carry out the purposes of the Club, and use money or other assets to do that;
 - c. Manage the Club's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
 - d. Acquire, dispose, assign or commit any Club property or rights provided that where the property or rights have a value in excess of Ten Thousand Dollars (\$10,000) this power may only be exercised with the approval of the members at a general meeting of the Club as an item of special business;
 - e. Borrow or raise money in terms of clause 4.1d;
 - f. Employ people for the purposes of the Club;
 - g. Enter into contracts;
 - h. Make payments for goods and services supplied to the Club provided that where such payments are made to a member of the Club, the payments must be reasonable and relative to payments for the same goods or services that would be made between unrelated parties;
 - i. Make charges for services and facilities it provides;
 - j. Set accounting policies;
 - k. Delegate responsibility and co-opt members where necessary;
 - l. Ensure that all members follow the Rules;
 - m. Make decisions on applications for membership;
 - n. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - o. Decide the procedures for dealing with complaints;
 - p. Set membership fees, including subscriptions and levies;
 - q. Make regulations and bylaws;
 - r. Invest the funds and financial assets of the Club in any investment in which a trustee might invest;
 - s. Do such other things as may be necessary or convenient for the purposes and administration and management of the Club.

10.0 MEETINGS OF EXECUTIVE COMMITTEE

- 10.1 The rules applying to the running of the Executive Committee are as follows:
- a. Subject to sub rules (b) to (n), the Executive Committee may meet and conduct its proceedings in accordance with these rules and guidelines.
 - b. The Executive Committee must meet as required to exercise its functions, but at intervals not exceeding six months.

- c. The Executive Committee may decide how a meeting is to be called. Wherever possible communications between members of the Executive Committee should be by way of email or other electronic communication.
- d. Notice of a meeting is to be given in the way decided by the Executive Committee, Again, wherever possible, notice should be given by email or other electronic communication.
- e. If the Secretary receives a written request signed by at least one-third of the Executive Committee members or a request by way of email from at least one-third of the Executive Committee, the Secretary must call a special meeting of the Executive Committee.
- f. A request for a special meeting must state:
 - i. why the special meeting is being called; and
 - ii. the business to be conducted at the meeting.
- g. The Secretary must give each Executive Committee member at least seven days notice of a special meeting of the Executive Committee.
- h. A notice of a special meeting must state:
 - i. the day, time and place of the meeting; and
 - ii. the business to be conducted at the meeting.
- i. Subject to subclause j, each Executive Committee member present at a meeting shall have one vote on the issues arising at the meeting and, if the votes are equal, the chairperson shall have a casting vote.
- j. An Executive Committee member must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- k. The President is to preside as the chairperson at all meetings of the Executive Committee.
- l. If the President is absent from an Executive Committee meeting, the Vice President shall preside as chairperson and if neither the President or Vice President is present the members may choose one of their number to preside as chairperson at the meeting.
- m. If a quorum is not present within 30 minutes after the time fixed for a special Executive Committee meeting called at the request of Executive Committee members, the meeting lapses.
- n. If a quorum is not present within 30 minutes after the time fixed for an Executive Committee meeting, other than a special Executive Committee meeting, the meeting is to be adjourned to :
 - i. the same day, time and place in the next week; or
 - ii. a day, time and place decided by the Executive Committee.
- o. If, at the adjourned meeting mentioned in sub rule (n), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

10.2 Decisions of the Executive Committee made in terms of these rules and in terms of any applicable decisions of the Club made in general meeting shall bind the Club.

11.00 DELEGATION OF EXECUTIVE COMMITTEE POWERS

- 11.1 The Executive Committee may delegate the whole or part of its powers to a subcommittee consisting of the Club members considered appropriate by the Executive Committee.
 - a. A subcommittee may only exercise delegated powers in the way the Executive Committee decides.
 - b. A subcommittee may elect a chairperson of its meetings.

- c. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the subcommittee members present may choose 1 of their number to be chairperson of the meeting.
- d. A subcommittee may meet and adjourn as it considers appropriate.
- e. A question arising at a subcommittee meeting is to be decided by a majority vote of the subcommittee members present at the meeting and, if the votes are equal, the question is decided in the negative. The chairperson of a subcommittee meeting shall not have a casting vote.

12.0 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- a. An act performed by the Executive Committee, a subcommittee or a person acting as a member of the Executive Committee is taken to have been validly performed.
- b. Sub rule (a) applies even if the act was performed when there was a defect in the appointment of a member of the Executive Committee, subcommittee or person acting as a member of the Executive Committee; or
- c. an Executive Committee member, subcommittee member or person acting as a member of the Executive Committee was disqualified from being a member.

13.0 INDEMNITY AND INSURANCE

- 13.1 No officer of the Club or member of the Executive Committee or of an Executive Subcommittee shall be liable for any loss not attributable to his or her own dishonesty or to the wilful commission by him or her of any act known by him or her to be a breach of these rules and in particular no officer or committee member or subcommittee member shall be bound to take any proceedings against any other officer or committee member or subcommittee member for any breach or alleged breach of these rules committed by such other officer or committee member or subcommittee member.
- 13.2 The officers and the members of the Executive Committee and any subcommittee and each of them and their personal representatives and assigns and their estates and effects shall be kept safe, harmless and indemnified against all actions, proceedings, liabilities, claims, damages, costs and expenses in relation to or arising out of their position as officer of the Club or member of the Executive Committee or subcommittee or the Club except in respect of any matter for which that officer or officers or Executive Committee member's or subcommittee member's liability is not excluded by the preceding clause and shall be indemnified by the Club to the extent of its assets or any part thereof.
- 13.3 The Club may with the approval of the Executive Committee effect insurance for any or all officers, Executive Committee members and subcommittee members in respect of:
 - a. liability (not being criminal liability), for any act or omission by that person in his or her capacity as an officer, Executive Committee member or subcommittee member of the Club;
 - b. costs incurred by that officer, Executive Committee member or subcommittee member in defending or settling any claim or proceeding relating to any such liability; or
 - c. costs incurred by that officer, Executive Committee member or subcommittee member in defending any criminal proceedings in which he or she is acquitted.
- 13.4 Before taking out any such insurance the Executive Committee must be satisfied that the costs of such insurance are fair and reasonable to the Club.

14.0 ROLES OF EXECUTIVE COMMITTEE MEMBERS

- 14.1 The President is responsible for:
 - a. Ensuring that the Rules are followed;
 - b. Convening Meetings and establishing whether or not a quorum (half of the Executive Committee) is present;
 - c. Chairing Meetings, deciding who may speak and when;
 - d. Overseeing the operation of the Club;
 - e. Providing a report on the operations of the Club at each Annual General Meeting.

14.2 The Vice President is responsible to take over the role of the President in the event that the position of President becomes vacant or the President is incapacitated,

14.3 The Secretary is responsible for:

- a. Recording accurate minutes of meetings including details of all resolutions and issues raised at meeting and the decisions thereon for both Executive Committee meetings and general meetings of the Club and keeping those minutes in a separate minute book for each type of meeting;
- b. Ensuring that the minutes of each Executive Committee meeting are approved and signed by the chairperson of the next following meeting as a true and accurate record and ensuring that the minutes of each general meeting are approved and signed by the chairperson of the next following general meeting of the Club as a true and accurate record;
- c. Keeping the register of members;
- d. Holding the Club's records, documents, and books
- e. Receiving and replying to correspondence as required by the Executive Committee;
- f. Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the members at an Annual General Meeting.
- g. Advising the Registrar of Incorporated Societies of any rule changes;
- h. If a vacancy happens in the office of Secretary, the members of the Executive Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.

14.4 The Treasurer is responsible for:

- a. Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Executive Committee as the Executive Committee determines.

Club Membership

15.0 TYPES OF MEMBERS

15.1 The membership of the Club shall consist of the following classes of membership:

Full Membership (Naval Members)

15.2 The following are eligible for full membership of the Club:

- a. All personnel who served or are serving in the Royal New Zealand Navy (RNZN), Royal Navy (RN), and their related arms, who have a minimum period of 12 months peacetime service or 3 months wartime service.
- b. All personnel of the navy or merchant marine of any country at the discretion of the Executive Committee who have a minimum period of 12 months peacetime service or three months wartime service.
- c. Royal New Zealand Naval Volunteer Reserve (RNZNVR), Royal Navy Volunteer reserve and Sea Cadets over the age of twenty, with at least 36 months peacetime service or three months wartime service.
- d. All NZDF serving personnel who have served on board RNZN Ships or have worked with RNZN in joint operations.

Full members shall enjoy all the rights and privileges of membership of the Club and shall have voting rights.

Associate Membership

- 15.3 The following are eligible for associate membership of the Club:
- a. All persons over the age of 18 with a connection with present or former Naval members who support the objectives of the Club.
 - b. All other persons with an interest in naval matters who support the objectives of the Club.

Associate members shall enjoy all the rights and privileges of membership of the Club but shall not have voting rights.

Honorary Membership

- 15.4.
- a. Persons who are Associate members, who in the opinion of the Executive Committee, have rendered exceptional or commendable service to the Club in some capacity that warrants the grant of Honorary membership. Honorary membership shall be free of any fees or dues.
 - b. Honorary members shall be entitled to enjoy all the rights and privileges of membership of the Club but shall not be required to pay any membership fees and shall not have voting rights.

Life Membership

- 15.5 Life membership is an honorary position reserved for Full members who have made an outstanding contribution to the Club. Life members will have the privilege of participation in all Club events and functions and shall not pay any membership fees or dues.

Method of Election to Honorary Membership and Life Membership

- 15.6 The following provisos are relevant to life membership and honorary membership:
- a. Nominations for either life membership or honorary membership may be made by any member of the Executive Committee or any two members of the Club.
 - b. Nominations are to be made in writing to the Executive Committee no later than one month prior to the Annual General Meeting,
 - c. 75% or greater majority of the Executive Committee is required for a nominee to be granted life membership or honorary membership as the case may be.
 - d. Life membership remains in effect for the life of the recipient unless terminated by a decision of the Executive Committee by a 75% or greater majority vote.
 - e. Life members are entitled to a vote.
- f. Honorary memberships remain in effect for so long as the recipient is a member of the Club but have no vote.

16.0 MEMBERSHIP FEES AND LEVIES

- 16.1 The membership fee shall be such annual amount payable by the members as the Executive Committee considers will realise sufficient funds to enable the Executive Committee to operate the Club. The budget on which the membership fee is based shall be tabled at the Annual General Meeting;
- 16.2 In addition to the membership fee the Executive Committee may impose additional levies as the Executive Committee thinks are necessary either for the general purposes of the Club or for such specific purpose as the Executive Committee shall specify provided that if the levy exceeds the amount of the annual membership fee for the year in which the levy is imposed, the excess of the levy over and above the annual membership fee shall not take effect until such time as it has been approved by the Club in general meeting;
- 16.3 The membership fee and any levies shall be payable at the times and in the manner that the Executive Committee shall impose when setting the membership fee or imposing the levy.
- 16.4 The Executive Committee may set different membership fees and different levies for different classes of membership.
- 16.5 Payment of the membership shall be recognised by the issue of a membership card for the personal retention of the member, who shall produce a valid card on demand to obtain the form of subsidy or assistance provided by the Committee at social functions. *Membership fees, whether for single or multi-year membership, are not eligible to be refunded in whole or in part if a member resigns or dies before the full term expires for the period the membership has been purchased for.*
- 16.6 Membership Cards shall be valid until 1 June in the year of expiry to allow members two months to pay their new subscription for the current year.

17.0 ADMISSION AND REJECTION OF MEMBERS

- 17.1 An application for membership must be submitted in the prescribed form and accompanied by the membership subscription for the current year.
- 17.2 Applications will be considered by the Membership Sub-Committee, appointed by the Executive Committee, with the power to approve or reject all applications, taking into account the provisions of Rule 15 as necessary.
- 17.3 Application decisions shall be advised to the applicant and those that are approved shall be recognised by the issue of the members card for the current year.
- 17.4 The Executive Committee may interview the applicant when it considers membership applications
- 17.5 The Executive Committee shall have complete discretion when it decides whether or not to allow the applicant to become a member.
- 17.6 The membership of the Club must, as soon as practicable after the Executive Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 17.7 The applicant must then pay all membership fees and dues.
- 17.8 The Executive Committee decisions on membership shall be decided by a simple majority.

18.0 WHEN MEMBERSHIP ENDS

- 18.1 A member may resign from the Club by giving a written notice of resignation to the membership. The membership of a member who gives notice of resignation shall end on the date stated in the notice or if no such date is stated then shall end on the date of the notice.
- 18.2 The Executive Committee may terminate a member's membership if the member:
- a. is convicted of an indictable offence; or
 - b. fails to comply with any of the provisions of these rules; or
 - c. has membership fees in arrears for at least six months; or
 - d. conducts himself or herself in a way that is injurious or prejudicial to the Club; or
- 18.3 Before the Executive Committee terminates any member's membership of the Club it must:
- a. give the member notice of the grounds on which it is proposed that the member's membership be terminated;
 - b. if those grounds can be rectified, give the member an opportunity to rectify the matter;
 - c. if the member fails to rectify the matter at issue or if the matter is one which cannot be rectified, advise the member the date on which the question of termination of the member's membership will be considered and give the member a full and fair opportunity to show why his or her membership should not be terminated.
 - d. The Executive Committee shall consider the representations made by the member before coming to a decision on the matter:
 - e. The Executive Committee may:
 - i. resolve that no action should be taken; or
 - ii. issue a written reprimand to the member; or
 - iii. suspend the member's membership for a period not exceeding three months; or
 - iv. by a majority vote of two-thirds terminate the member's membership.
- 18.4 The Executive Committee shall give the member written notice of their decision.
- 18.5 The decision of the Executive Committee shall be final.

18.6 There shall be no entitlement to refund of any membership fees already paid on termination of membership.

19.0 REGISTER OF MEMBERS

19.1 *The Executive Committee shall ensure a register of members is maintained.*

19.2 The register of members must include the following particulars for each member:

- a. the full name and residential address of the member;
- b. the date of admission as a member;
- c. the date of death or resignation of the member or termination of membership;
- d. details about the termination or reinstatement of membership;
- e. any other particulars the Executive Committee may require.

19.3 The register must be available for inspection by members at all reasonable times on application to the Secretary of the Club.

20.0 OBLIGATIONS OF MEMBERS

20.1 All members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

21.0 NO TRANSMISSIBLE OR ASSIGNABLE INTEREST

21.1 No member shall by reason of his or her membership have any transmissible or assignable interest, by operation of law or otherwise, in any assets of property of the Club; and no member ceasing to be a member of the Club by resignation, death or expulsion or any other cause whatsoever, shall have any interest in the assets or property of the Club.

Financial Statements

22.0 FINANCIAL YEAR

22.1 The financial year of the Club begins on 1st April of every year and ends on 31st March of the next year.

23.0 ASSURANCE OF FINANCIAL STATEMENTS

23.1 The Club shall appoint an accountant to review the annual financial statements of the Club ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants and must not be a member of the Executive Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.

23.2 The Executive Committee is responsible to provide the Reviewer with:

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

Conduct of Meetings

24.0 CLUB MEETINGS

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

- 24.2 The Annual General Meeting shall be held once every year no later than five months after the Club's year end which is 31st March. The Executive Committee shall determine when and where the Club shall meet within those dates.
- 24.3 Special General Meetings may be called by the Executive Committee. The Executive Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 20% of the full members. The signatories to such a request must be financial full members.
- 24.4 The Secretary shall give all members at least 14 days Written Notice of the business to be conducted at any Club Meeting.
- a. For the Annual General Meeting the Secretary will provide:
 - i. a copy of the President's Report on the Club's operations and of the Treasurer's Report and Annual Financial Statements as approved by the Executive Committee;
 - ii. a list of candidates for the Executive Committee, and information about those Nominees if it has been provided. (The Secretary is not required to provide members with information exceeding one side of an A4 sheet of paper per candidate);
 - iii. notice of any motions and the Executive Committee's recommendations about those motions;
 - v. if the Secretary has sent a notice to all members in good faith, the Meeting and its business will not be invalidated simply because one or more members do not receive the notice.
 - b. For a special general meeting the Secretary will provide:
 - i. copies of any motion proposed to be considered at the meeting including the names of the proposer and seconder and any information which the proposer wishes the meeting to consider in relation to that motion and any information which the Executive Committee wishes the meeting to consider;
 - ii. any other information which may be relevant to the business of the meeting.
- 24.5 All members may attend and speak at Club Meetings but only financial full members are able to vote.
- 24.6 The quorum for all Club Meetings is 10% of the financial full members but not less than 10.
- 24.7 All Club Meetings shall be chaired by the President. If the President is absent, the Vice President shall take his/her place, or failing this, the Club shall elect an Executive Committee member to chair the meeting. Any person chairing a Club Meeting has a casting vote.
- 24.8 On any given motion at a Club Meeting, the chairperson shall in good faith determine whether to vote by:
- a. voices;
 - b. show of hands; or
 - c. secret ballot,
- 24.9 However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the chairperson will have a casting, that is, second vote.
- 24.10 The business of an Annual General Meeting shall be:
- a. Receiving any minutes of the previous Club's Meeting(s);
 - b. The President's report on the business of the Club;
 - c. The Treasurer's report on the finances of the Club, and the Annual Financial Statements;
 - d. Election of Executive Committee members;
 - e. Motions to be considered;
 - f. General business.
- 24.11 The chairperson shall adjourn the meeting if necessary.
- 24.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand

adjourned to a day, time and place determined by the President of the Club, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Club Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25.0 MOTIONS AT CLUB MEETINGS

25.1 Any member may put forward a motion ("Member's Motion") to be considered at a particular Club Meeting, by giving notice in writing of the motion signed by the member and by a seconder to the Secretary at least 28 days before the meeting. The member proposing the motion may also provide information in support of the motion ("Member's Information"). The Executive Committee may in its absolute discretion decide whether the Member's Motion will be put to the members at the next Club Meeting. However, if the Member's Motion is signed by at least 25% of full members:

- a. it must be voted on at the next Club meeting; and
- b. the Secretary must give the details of the Member's Motion and the Member's Information to all members of the Club at least 14 days before the next Club Meeting;

25.2 The Executive Committee may also decide to put forward motions for the Club to vote on ("Executive Committee Motions") which shall be suitably notified.

27.0 SPECIAL GENERAL MEETING

27.1 The Secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after:

- a. being directed to call the meeting by the Executive Committee; or
- b. receiving a request in writing for a meeting of the Club and stating the business to be conducted at that meeting and signed by not less than 20% of the full members of the Club.

27.2 A request mentioned in sub rule (b)(ii) must state:

- a. why the special general meeting is being called; and
- b. the business to be conducted at the meeting.

28.0 NOTICE OF GENERALMEETING

28.1The Secretary may call a general meeting of the Club.

- a. The Secretary must give at least 14 days' notice of the meeting to each Club member.
- b. The Executive Committee may decide the way in which the notice must be given but where possible notice should be given by way of email or other electronic communication.
- c. A notice of a general meeting must state the business to be conducted at the meeting and must include the text of any Executive Committee Motion or Member's Motion together with any supporting information.

29.0 PROXY VOTING

29.1 Full members entitled to vote but who cannot attend general meetings of the Club may vote by a properly appointed proxy.

29.2 A proxy must be appointed using the form at Appendix 1 but minor deviations from this form shall not invalidate the proxy.

29.3 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting . or adjourned meeting at which the person named in the instrument proposes to vote.

Altering the Rules

30.0 ALTERING THE RULES

30.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a 66% majority of those members present and voting.

- 30.2 A proposed motion to change or rescind these Rules may be put forward for consideration at a Club meeting by:
- a. the Executive Committee; or
 - b. 10 financial full members who sign the proposed motion.
 - c. In either case the proposed motion shall be in writing and shall set out the proposed changes to the Rules in full and shall be accompanied by a written explanation of the reasons for the proposed changes.
- 30.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Committee has.
- 30.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

31.0 BYLAWS TO GOVERN THE CLUB

- 31.1 The Executive Committee may from time-to-time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Club. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.
- 31.2 A by-law may be set aside by a vote of members at a general meeting of the Club.

Winding up

32.0 WINDING UP

- 32.1 If the Club is wound up:
- a. the Club's debts, costs and liabilities shall be paid;
 - b. surplus Money and Other Assets of the Club may be disposed of:
 - i. by resolution in accordance with subclause d of this clause; or
 - ii. according to the provisions in the Incorporated Societies Act 1908; but
 - c. no distribution may be made to any member;
 - d. the surplus Money and Other Assets must be given or transferred to another organization that is charitable under New Zealand Law and has the objectives or purposes similar to those of the Club and which have rules of which prohibit the distribution of the entity's income and assets to its members.

33.0 DOCUMENTS

- 33.1 The Executive Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

Common Seal

34.0 COMMON SEAL

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

Definitions

35.0. DEFINITIONS AND MISCELLANEOUS MATTERS

35.1 In these Rules:

- a. "Majority vote" means a vote made by more than half of the members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b. "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not an Executive Committee Meeting.
- c. "financial full member" means a full member who is up to date with his or her membership fees and levies.
- d. "officer" and "officers" include as appropriate the President, the Vice President, or the Secretary/Treasurer as the case may be.
- e. "Written Notice" means communication by post, electronic means (including fax, email, and website posting), or advertisement in a daily newspaper, or the Club newsletter, or a combination of these methods.
- f. It is assumed that:
 - i. where a masculine is used, the feminine is included;
 - ii. where the singular is used, plural forms of the noun are also inferred;
 - iii. headings are a matter of reference and not a part of the rules.
- g. Matters not covered in these rules shall be decided upon by the Executive Committee.

Appendix 1

The Navy Club of New Zealand — Proxy Form

1, _____ [name of member appointing proxy]

being a member of the Club, appoint _____ [insert name of proxy] as my proxy to vote for me on my behalf at the annual/special [delete one] general meeting of the Club, to be held on the day of 20 and at any adjournment of the meeting.

If the proxy named above is absent from the meeting then I appoint the chairperson of the meeting as my proxy [delete this option if not required].

My proxy shall vote in accordance with the instructions set out below [delete this option if not required].

Signed this day of 20

Signature of person giving proxy _____

Instructions as to how to vote:

[set out each motion to be considered at the meeting and state whether the proxy is to vote for or against the motion]