



THE AKARANA GOLF CLUB
(Incorporated)

CONSTITUTION AND RULES 2017
(THESE RULES RESCIND ALL PREVIOUS RULES OF THE CLUB)

Constitution and Rules 2017

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1. NAME

The name of the Club is "The Akarana Golf Club (Incorporated)."

2. REGISTERED OFFICE

The Registered Office of the Club is at the Akarana Golf Club, 1388 Dominion Road, Mount Roskill, Auckland.

3. INTERPRETATION

In these Rules, except where a contrary intention appears:

- (a) "*The club*" means The Akarana Golf Club (Incorporated).
- (b) "*Financial Year*" means a year commencing on a day determined by the Board from time to time.
- (c) "*Month*" means calendar month.
- (d) "*In writing*" and "*written*" means the production of words in visible form.
- (e) Words importing persons include corporations and family trusts and words importing the singular number include the plural number and vice versa, and words importing the masculine gender only, include the female gender except where specifically stated to the contrary.
- (f) The "*Rules*" mean these rules or any other rules of the club for the time being in force.
- (g) "*Regulations*" means such by-laws as are already in force and such regulations that the board shall make from time to time to facilitate the operation of the club.
- (h) "*The Act*" means the "Incorporated Societies Act 1908" and its amendments and any statutory provisions for the time being in force in modification of or in substitution for the same.
- (i) "*The Board*" means the Board of Directors referred to in rule 14.

4. OBJECTS

The objects for which the club is established are:

- (a) to provide facilities and amenities for the playing of the game of golf and any other recreational activity which may be carried on in conjunction therewith and is specifically authorized by the Board.
- (b) to foster, control, administer and regulate the aforesaid amenities.
- (c) to do all things as may appear to the Club or its Board to be necessary or advantageous for carrying out the above objects.

5. RULES OF PLAY

The rules of play shall be those of the R & A Rules Limited, except as varied by the Local Rules of the Club as established by resolution of the Golf Committee and displayed on the Club's notice board.

The club will also abide by any applicable rules relating to other recreational activity carried on at the club's facilities or amenities.

6. MEMBERSHIP OF THE CLUB

The membership of the Club shall consist of several categories but shall be not less than fifty persons in total. These categories include but are not limited to:

- (a) **Full Playing Members** are those 20 years of age and over admitted to the club in accordance with these rules. Such membership confers the full privileges of the Club with the right to play golf at any time not specifically set aside by the Golf Committee for other categories of members or for specific events. Members other than Six Day, Week-day, Easy Golf, Junior (under the age of 20 years), Social, Nine Hole, and Summerplus shall be deemed to be Full Playing Members. Only Full Playing Members shall be entitled to vote at any meeting of the Club or in any ballot.
- (b) **Veteran Members** may be elected by the Board from time to time when advice is received by them of a member who has reached the age of 65 and has been a continuous full playing member of the club for at least 25 years. This new age minimum shall not apply to women members under 65 years of age but already on Veteran Membership at the date these changes are approved.
- (c) **Six Day Members** have playing rights Sunday to Friday. They are not eligible for Club Championships or Representative Teams.
- (d) **Weekday Members** are those 20 years of age and over who have the right to play golf between Monday and Friday, excluding Public or Statutory holidays, at times which are not specifically set aside by the Golf Committee for other categories of members.
- (e) **Easy Golf Members** have full playing rights but are subject to the payment of a fee to the club for each round played. The amount of the fee shall be determined by the Board from time to time.
- (f) **Junior Members** are those under the age of 20 years. They shall be entitled to play at times specified by the Golf Committee. Upon reaching the age of 20, a Junior Member may apply to become a Full Playing Member and any such application shall receive the consideration of the Board in priority to any other application at that time before it for consideration.
- (g) **Social Members** are entitled to club privileges other than playing on the course and voting at meetings.
- (h) **Honorary Members** may be elected by the Board from time to time. If, in the opinion of the Board, a member has rendered a special or outstanding service the Board may elect, in a unanimous vote, that person to be an Honorary Member for a specific length of time. During the time of Honorary Membership the member shall not be liable to pay any subscription but shall have the rights of a Full Playing Member.
- (i) **Life Members** may be elected by a unanimous vote of the Board, and confirmed by a majority of full playing members at the next Annual General Meeting of the Club. They are those members, who in the opinion of the Board have provided excellent service to the club. A Life Member shall have all the privileges of a Full Playing Member without payment of a further subscription for his lifetime. At no time shall there be more than six living Life Members.
- (j) **Nine Hole Members** may play only nine holes of golf per day at times designated from time to time by the Golf Committee.
- (k) **Permanent Members** are those members who in 1993 paid in full the requisite lump sum specified. This membership being for life "by payment" rather than "by election for services". Upon the death of any permanent member, the Board shall upon written

application by the spouse of the deceased (he or she being already a member of the Club) confer permanent membership on the spouse for the remainder of his or her life.

- (l) **Summerplus Members** have unlimited social play after 3 pm Sunday to Friday, or who can play before 3 pm on payment of an additional green fee.
- (m) **Age Group Members 20-25 Years** have full playing rights, but must be aged between twenty and twenty-five years.
- (n) **Age Group Members 26-30 Years** have full playing rights but must be aged between twenty-six and thirty years.
- (o) **Age Group Members 31-35 Years** have full playing rights but must be aged between thirty-one and thirty-five years

Other categories of membership may be determined by the Board from time to time.

7. ADMISSION OF MEMBERS

All persons wishing to become members of the Club must complete the appropriate application form and pay the appropriate fees and subscriptions.

The names of all new applicants will be listed for consideration at the next board meeting following their application. Membership of the Club will be provisional pending formal confirmation by the Board. Each applicant for membership will be accepted or rejected by the Board after seeking any additional information considered relevant to the application.

In the event of the rejection of the applicant their fee shall be returned to them. No rejected applicant may re-apply within 12 months of their rejection.

8. DISCIPLINARY PROVISIONS

If a member is alleged to be guilty of misconduct or serious breach of the rules of Golf or the Rules of this Club, the Board shall cause to be sent to the member by registered post a statement detailing the alleged offence, at the same time inviting the member to present an answer either in writing or in personal attendance before the Board.

The Board may, if it is satisfied that it is necessary or desirable to do so having regard to the interests of the Club make an order suspending the member in respect of whom the allegations have been made pending the matter being determined.

In the event the Board finds the allegations proved it may impose such penalty as it sees fit including suspension or expulsion from the Club.

9. ADDRESSES OF MEMBERS

Every member shall, on becoming a member and then from time to time, communicate to the General Manager their physical and email contact addresses. Such addresses shall be where all notices sent by post or electronic communication are deemed to be delivered. Each member shall be deemed to reside at the physical address communicated to the General Manager.

Where an address is referred to in this Constitution the Board reserves the right to determine the most appropriate member address to use for the communication.

10. ENTRANCE FEES, SUBSCRIPTIONS

The subscription payable by each member shall be an annual one recommended by the Board and confirmed or amended by the members at the Annual General Meeting and due on a date specified by the Board. Subscription remittances are to be made in accordance with the payment options prescribed by the Board from time to time.

If a member's subscription is not paid in accordance with the manner prescribed by the Board then 30 days after it becomes due, the Board shall give 14 days written notice to the defaulting member advising him if his subscription is not paid within the 14 days then his membership shall be terminated.

The Board shall have power to make remission of such portion of the subscription as it sees fit in any particular case.

The membership of the Club shall be limited to such members as the Board may from time to time determine and the Board shall have the power to impose an entrance fee which may at the discretion of the Board be a different amount for the various categories of members.

11. CHANGE OF CATEGORY OF MEMBERSHIP

All applications for change of category shall be made and completed in writing addressed to the General Manager.

The Board shall give priority to applications for changes of category to full playing membership of the Club over all other applications for membership, but shall have the right to refuse or postpone admission of any person to full playing category without being called upon to state the grounds thereof.

Applications for change in category to other classes of membership may be approved by club management at any time.

12. RESIGNATIONS

- (a) Any member may resign from the Club by giving notice to the Board in writing but shall remain liable to pay any subscription or other amounts due from him or payable by him as at the date of such notice.
- (b) Any member resigning during the currency of any year of membership shall pay such proportion of the annual subscription as the Board shall determine.

13. PATRON

There shall be a Patron of the Club who shall be elected annually at the Annual General Meeting of the members.

14. GOVERNANCE OF THE CLUB

The Club shall be governed by a Board of Directors (herein referred to as "the Board") who shall be deemed for all purposes to be the Governing Body of the Club.

The Board shall consist of the following:

- (a) The Club President
- (b) The Club Captain
- (c) Four other Members of the Club herein referred to as "Board Directors".

The term "Board member/members" herein used shall include the Club President, the Club Captain and the Board Directors.

15. ELECTION OF BOARD MEMBERS

Only Full Playing Members of the club are eligible for election. Any qualifying member may only hold one position on the Board. Members elected to the Board in accordance with this clause and clause 20 (g) shall not then be eligible for election under clause 20 (h).

The positions of Club President and Club Captain shall be filled by elections annually at the Annual General Meeting. The Club President and Club Captain shall retire at the Annual General Meeting following their election.

At the Annual General Meeting the two longest serving Board Directors shall also retire. Longest serving refers to the period since last election or appointment to the Board under the provisions of this clause and not to consecutive or accumulated terms of office. In the event that there are more than two longest serving Board Directors, the two who retire shall either volunteer to do so or will be directed to do so by election of the Board.

Any Board member may stand for re-election. There is no restriction on the number of terms a Board member may be in office. All candidates for election must be nominated and seconded by members eligible to vote. The names of such candidates together with their proposers and seconders must be in the hands of the General Manager on the correct nomination form not less than 14 days before the date fixed for the Annual General Meeting. The written consent of the member nominated must also be included on the nomination form. Immediately after the period of 14 days mentioned above has commenced, all nominations for the various positions shall be posted in the Clubhouse.

When the number of nominations for Board positions does not exceed the number required, the persons so nominated shall be declared elected to the respective positions at the Annual General Meeting. If more members are nominated for any position than are necessary to fill such position, then a ballot shall be held at the Annual General Meeting. In the event that there are insufficient nominations for vacant positions those elected to the Board shall appoint a member or members to fill the vacant positions.

Any Board member absent from three (3) consecutive meetings of the Board without leave shall cease to be a member of the Board.

A vacancy on the Board arising between Annual General Meetings shall be filled by the Board at its next meeting. Any Board member so appointed shall retire at the following Annual General Meeting but shall be eligible for re-election.

Any member of the Board may be removed from office by resolution of the Club in General Meeting.

16. GENERAL POWERS OF THE BOARD

The Board shall operate to achieve the objects of the Club and shall

- (a) Be responsible for the management of the property, funds and affairs of the Club, including the appointment, dismissal and fixing of remuneration of the General Manager who shall have an employment contract that defines and limits his responsibilities and duties.
- (b) Have power
 - (1) To employ and remunerate agents and advisers.
 - (2) To appoint committees for any special purpose as it may deem necessary.
 - (3) To borrow money on an unsecured basis for the proper functioning of the Club to a limit of 10% of the total members' subscription income recorded for the previous financial year and as published in the annual financial statements.
 - (4) To recommend changes to subscriptions and fees to a General Meeting of the Club.
 - (5) To fix the date of the Annual General Meeting.
 - (6) To determine the financial year of the Club and to change the same from time to time as it shall think fit.
 - (7) To determine the manner in which guests may be invited to the Club by members and to determine any procedure for permitting guests to use Club facilities.
 - (8) To make Regulations and By-laws from time to time to facilitate the operation of the Club but subject to the provisions of Clause 27 "BY-LAWS".
 - (9) Excepting where otherwise provided in these rules, to enter into any contracts, make any appointments, carry out any works, control the number of members of the Club, impose any conditions as to membership, all of which, in the opinion of the Board, promotes carrying out the objects of the Club.
 - (10) To enter into unbudgeted contracts with third parties provided that if such contracts are of a substantial nature, the contracts are clearly endorsed that they are subject to prior approval by Members of the Club under Clause 21 of the Rules, before they can be signed by the Board on behalf of the Club.
- (c) Subject to the provisions of these Rules and to any Rule from time to time made by the Club in General Meeting, implement any instruction resolved by a majority of members in General Meeting

17. PROCEEDINGS OF THE BOARD

The Board shall meet at least ten times in a year. The quorum for such meetings shall be four.

At the first meeting of the Board after the elections in each year, the Board shall elect a Chairman for the ensuing year. The Chairman holding office in the previous Board shall remain in office from the date of the election until the date and time when a new Chairman has been elected.

Each Board member shall be entitled to one vote on motions put to a meeting of the Board. The Chairman shall be entitled to a second or casting vote in the event of an equality of votes. In the absence of the Chairman from a meeting of the Board, those present shall elect another member of the Board to chair that meeting. Such person shall have a casting vote in the event of an equality of votes on a motion put to that meeting of the Board.

The Board shall meet at such time as it shall determine and will meet in the Club house or other such location agreed to by sitting Board members. Notices of any Board meeting must be given to all Board members at least 7 days prior to a meeting.

Minutes of all Board meetings shall be kept and ratified by the Chairman and a summary displayed on the Club notice board for members to view.

18. GOLF COMMITTEE

The Club shall have a Golf Committee, which shall include a minimum of two male and two female members of the Club.

- (a) Its Chairman will be the Club Captain. There shall be six other members, one of whom will be the Club's Manager responsible for golf operations who shall be a non-voting member.
- (b) The other five members shall be the Club Vice Captain, the Women's Club Captain and three others elected at the Annual General Meeting in accordance with clause 20(h). Only those eligible to vote (i.e. full playing members) may stand for election.
- (c) All candidates for election must be proposed and seconded on the appropriate nomination form. The candidate's written consent must also appear on the nomination form. All nominations must be received by the General Manager no less than 14 days before the Annual General Meeting. All nominations for the Golf Committee shall be displayed on the club notice board from 14 days before the Annual General Meeting.
- (d) If the number of nominations does not exceed the number of positions on the Golf Committee then those nominated shall be declared elected.
- (e) If the number of nominations exceeds the number of positions on the Golf Committee then a ballot of members at the Annual General Meeting shall decide who is elected.
- (f) If the number of nominations for positions on the Golf Committee is not sufficient to constitute the Committee as in (a) then the Board shall have the power to appoint a member or members to the Golf Committee.
- (g) The Golf Committee shall be accountable to the Board. It shall have responsibility for any matters within its jurisdiction and such other responsibilities that are delegated to it from time to time by the Board, providing that its decisions do not involve the club in financial commitments other than those authorised by the Board.

Notwithstanding any additional duties that may from time to time be delegated by the Board, the Golf Committee's duties shall be

- (1) to co-ordinate the programming of the Club's golfing competitions
- (2) to make submissions to the Board regarding matters relating to the course and club facilities
- (3) to set and from time to time, amend Local Rules
- (4) to resolve any disputes related to golfing competition
- (5) to co-ordinate the running of certain golfing events as may be deemed appropriate
- (6) to make submissions to the Board on any matter deemed appropriate
- (7) to maintain a close relationship with the Board, the General Manager, Golf Director and Course Superintendent at all times.
- (8) to operate within the financial parameters set by the Board
- (9) to make available to the Board the minutes of all meetings of the Golf Committee and any other documents and records which the Board may from time to time require.

The Golf Committee shall meet at least six times a year. A quorum for such a meeting is four. In the event of the Club Captain being absent from a meeting then those present shall elect a chairman for that meeting.

At meetings of the Golf Committee each member entitled to vote shall have one vote on motions put to the committee. In the event of an equality of votes, the Chairman may cast a second vote.

19. WOMENS COMMITTEE

The Women members of the Club may elect from among their financial members a Women's Committee which shall exercise only such powers, pertaining to their members, as are from time to time delegated to it by the Golf Committee.

The Women's Committee shall be accountable to the Golf Committee and be responsible for the administration and running of the Women's golf programmes within the Club. It shall comprise:

- a) The Women's Captain who will be the Chairperson of the Committee.
- b) Two Women's Vice Captains – one to be elected by each of; those women playing competitions in the weekend and those women playing mid-week competitions.
- c) A Nine Hole Women's Convenor who will be elected by the Nine Hole Women members.

Each member of the Women's Committee shall be entitled to one vote on motions put to a meeting of the Women's Committee and in the event of an equality of votes the Chairperson shall be entitled to a second or casting vote.

The Women's Committee may empower sub-committees, made up of financial members elected from time to time, to administer each of their respective competitions. In that event, the chairperson of each committee will be the respective representative on the Women's Committee. Any sub-committees elected pursuant to this Rule will operate under the supervision, and within the powers delegated to them by the Women's committee.

The Women's Captain shall be a member of the Golf Committee of the Club, and shall be ex officio a member of all Women's Sub-Committees.

20. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held within 90 days of the end of the Club's financial year.

The chairman of the Annual General Meeting shall be the Club President.

At the Annual General Meeting a quorum shall be fifty (50) Full Playing Members. In the event of such number not being present within half an hour after the time appointed for the meeting the meeting shall be adjourned for a period of fourteen (14) days. The meeting will then be reconvened at the same time and place when the business on the published agenda shall be disposed of by the members present whether constituting a quorum or not.

Notification of the time, date, venue and nature of business to be transacted shall be posted on the Club house notice board not less than 21 days prior to the date of the meeting. Copies of such notification shall be made available to those who require them.

The following business shall be transacted

- (a) To adopt the annual accounts and balance sheet.
- (b) To review the budget, subscriptions and fees for the forthcoming year as recommended by the Board and to adopt the same with any amendments as may be required by members at that meeting.
- (c) To appoint an auditor who shall be a chartered accountant.
- (d) To appoint a patron.
- (e) To elect the Club President.
- (f) To elect the Club Captain.
- (g) To elect any qualifying members to fill vacancies in the office or offices of Board Directors.

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- (h) To elect the Club Vice Captain, the Women's Club Captain and three members of the Golf Committee in such a manner as to fulfil Rule 18.
 - (i) To debate any notices of motion brought to the meeting. Such notices of motion must be notified to the General Manager at least 21 days prior to the date of the meeting. They must be proposed and seconded by eligible members and published with the notice convening the Annual General Meeting.
 - (j) To provide for general business for discussion on matters incidental to the objects of the Club.

21. GENERAL MEETING

The Club may resolve at a General Meeting of the Club

- (a) To purchase, take on lease, or exchange or otherwise acquire any buildings, easements, licenses or any real or personal property which may be required or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, grant easements, hire or otherwise dispose of the same
- (b) To borrow or raise money unsecured or secured on mortgage on the real or personal property of the Club or any part or parts thereof or upon debentures charging the whole or any part of the assets of the Club and to execute any such mortgages or debentures.
- (c) To ratify, amend, or reject any contracts entered into by the Board that are subject to prior approval by Members in accordance with Rule 16.
- (d) To do all such other lawful things as are incidental and conducive to the attainment of the objects of the Club.

22. SPECIAL GENERAL MEETINGS

On the written request of not less than 50 Full Playing Members, a Special General Meeting to consider a specific motion must be called within 28 days of receipt of the motion.

A notice of this meeting shall be sent to members at their address and displayed in the Club house at least 14 days prior to the date of the meeting. The Board may, of its own volition, convene a Special General Meeting, notice whereof shall be published in the same manner as herein. No other business other than that specified in the notice shall be discussed at the meeting.

At a Special General Meeting a quorum shall be fifty (50) Full Playing Members. If a quorum is not present within half an hour after the time appointed for such meeting, the Meeting shall be dissolved.

23. SIGNATURE

All notices sent in pursuance of Rule 20 (Annual General Meeting) or Rule 22 (Special General meetings) shall be signed by or have printed at the foot thereof the name of the General Manager or such other person in his place as the Board shall appoint, except in the case of a meeting convened by members in accordance with these Rules, when the notice shall be signed by or have printed at the foot the names of the members convening the same.

24. VOTING AT MEETINGS

At all General Meetings all Full Playing Members present shall be entitled to one vote and, in the case of equality, the Chairman of the meeting shall have an original as well as a casting vote.

The only exception to this rule is in the election of the Women's Club Captain under clause 20(h) where all financial women members (full playing, weekday, nine hole) 20 years and over (and only women members of the Club) present at that meeting may vote.

The mode of voting on all matters shall be by a show of hands or, or if the Chairman or any five members entitled to vote shall so request, then by ballot.

25. VOTING BY ABSENTEES

The General Manager shall post in the Club house any notices of motion to be put to any General Meeting.

Subject to any member, entitled to vote, satisfying the General Manager or his nominee of the member's inability to attend the General Meeting then that member may record his vote in writing in respect of any notice of motion at least one day prior to the date of the General Meeting. His vote shall be contained in a sealed envelope for delivery to the General Manager. The envelope shall be opened at the General Meeting and the member's vote taken into account on the vote for any such notice of motion.

If any member, entitled to vote, is unable to attend an Annual General Meeting, such member may record his vote in writing in respect of the election of any officers, Board Members or Golf Committee members. Such vote or votes shall be placed in a sealed envelope for delivery to the General Manager at least one day prior to the date of such Annual General Meeting and which shall be opened at the Annual General Meeting and taken into account in determining the election of officers, Board Members and Golf Committee members.

26. PROCEEDINGS FOR GENERAL MEETINGS

The Chairman of the Board shall be the chairman at all General Meetings. In his absence the Club President shall be the chairman. In his absence the Club Captain will chair the meeting.

27. BY-LAWS

Any By-Laws made by the Board shall be under the Seal of the Club and may at any time be annulled or varied by the Board. All By-Laws so made and for the time being in force shall be binding on all members of the Club and shall have full effect accordingly. All current By-Laws shall be printed in the Club's annual programme book.

No By-Laws made by the Board shall operate so as to abrogate, modify or vary any provision contained in these Rules, and in the case of any conflict or inconsistency between any By-Laws so made as aforesaid and the Rules, such By-Laws shall be inoperative and void to the extent of such conflict and inconsistency.

Any By-Laws purporting to make provision for anything under the Rules which should be provided for by resolution of the Club in General Meeting shall be inoperative and void to the extent of the provision purporting to be so made.

28. SEAL

- (a) The common seal of the Club shall be kept in the custody of the General Manager or such other persons authorised in that behalf by the Board and
- (b) The seal shall be affixed, pursuant to a resolution of the Board, to any documents requiring to be sealed. Such documents shall be signed and attested by at least two Board members.

29. FUNDS

- (a) All funds belonging to the Club and required to carry out the operations and objects of the Club shall be lodged to the credit of an account or accounts held by it at such banks as the Board shall decide upon from time to time. Monies may be withdrawn from such account or accounts under the signature of any two **authorised signatories** appointed by the Board for such a purpose. A signature may be in writing or may be a password required for electronic transactions.
- (b) Surplus funds of the Club are funds in excess of those required to carry out the operations and objects of the Club. Surplus funds may be invested by the Board in accordance with the Trustee Act 1956 and its amendments. Deeds and other documents in connection with such investments shall be in the name of the Club as an incorporated body.
- (c) The Club has power to borrow money for all or any of the objects of the Club, either on an unsecured basis, or by securing repayment of such borrowing against the property real or personal of the Club.

30. CONTROL ON CLUB FUNDS

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 the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

Any such reward shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included into any document replacing this document.

31. ALTERATION OF CONSTITUTION AND RULES

The constitution and rules of the Club shall not be altered, added to or rescinded except by resolution passed at a General Meeting of the Club. The nature of the proposed alteration is to be stated in the notice convening the meeting. A simple majority of the members present and entitled to vote at such a meeting shall be required to carry such a resolution.

No addition to or alteration of Rule 35 shall be approved without the prior approval of the Inland Revenue Department.

32. INDEMNITY

The Board, the General Manager and staff of the Club shall be indemnified by the Club against all losses and expenses incurred in and about the discharge of their duties excepting such as arise from theft, fraud or collusion for personal gain.

No member of the Board shall be liable for the acts or defaults of any other member of the Board or any loss occasioned by their willful default or by their willful acquiescence. The Board and each of its members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

33. COMPLAINTS

All complaints must be made in writing to the General Manager in order that they may be submitted to the Board and no complaint will be considered unless it is made in writing.

34. REPEALS

All Rules existing immediately prior to these Rules coming into operation are hereby revoked, provided that such revocation shall not affect

- (a) The validity, effect or consequence of anything already done or suffered
- (b) Any right, interest or title already acquired, accrued or established or any remedy or proceeding in respect thereof, or
- (c) The proof of any past act or thing.

35. WINDING UP OF THE CLUB

If upon the winding up of the Club, or the dissolution of the Club by the Registrar, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Club, but shall be given to a similar organisation within New Zealand.

36. MATTERS NOT PROVIDED FOR

Any matter affecting the Club and its members not provided for in this Constitution shall be dealt with by the Board as it may deem advisable in the best interest of the Club. Any decision arrived at shall be considered final and binding upon all members of the Club unless revoked at a subsequent General Meeting.

37. ADOPTION OF RULES

These Rules have been adopted in substitution for the existing Rules of the Club and shall take effect upon registration thereof in the office of the Registrar of Incorporated Societies. These Rules shall apply to all matters in respect of procedure or otherwise from the date of registration.