



Stanley Bay Petanque Club Incorporated

CONSTITUTION

REGISTERED NUMBERS

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Inc Soc: 222943

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1. **Society or Club Details**

- 1.1 **Name:** The name of the Society is Stanley Bay Petanque Club Incorporated. (“the Club”)
- 1.2 **Registered office:** The registered office of the Club shall be 20 Stanley Point Road, Devonport, Auckland 0624 or such other place in New Zealand as the Committee from time to time determines.
- 1.3 **Balance date:** The Club’s balance date is 30 April in any year.
- 1.4 **Contact person:** The person who holds office as the Secretary of the Club shall be the contact person required by the Act. The Committee may, at its discretion, appoint up to two additional contact persons subject to them being suitably qualified under the Act.

2. **Purpose, Capacity and Powers**

- 2.1 **Purpose:** The purposes of the Club are to:
- a) advance, promote, develop, foster and administer Petanque as an amateur sport for the well-being, benefit and recreation of the community whilst at the same time act as a unifying organisation for other recreational and/or community activities.
 - b) provide a forum and facilities for playing, enjoying and associating with the game of Petanque.
 - c) protect the integrity of Petanque and the Club by promoting the knowledge of and adherence to the rules and regulations of Petanque, and establishing standards of conduct, ethics, and good governance.
 - d) support the education and development of members in the skills of Petanque, including officials, referees, coaches, tournament and team managers and volunteers where appropriate.
 - e) be committed to fairness, equity, inclusion, and diversity within the Club and community to create a sense of belonging for all.
- 2.2 **Capacity and Powers:** The Club has full capacity, rights, powers, and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.
- 2.3 **Restrictions on powers:** The Club must not be carried on for the financial gain of any of its members. But the Club will not operate for the financial gain of members simply if:
- a) it reimburses a member for reasonable expenses legitimately incurred on behalf of the Club, or while pursuing the Club’s purposes; or
 - b) payment of a salary/wage or other payments for services to the Club are made to a member on arm’s length terms; or
 - c) incidental benefits (for example trophies, prizes, or discounts on products or services) are made in accordance with the purposes of the Club.

3. **Members**

- 3.1 **Classes of membership:** the Club shall have the following classes of membership: Petanque Member, Associate Member, Junior Petanque Member and General Member. The categories of membership are defined as follows:
- (a) Petanque member status shall be held by all members eligible to use the full range of the facilities provided by the Club for both its regular on-going sports activities and the social functions the Club may have from time to time.
 - (b) Associate member status shall be accorded to full playing members of another club approved by the Committee. Associate members are not entitled to vote at Club General Meetings.
 - (c) Junior Petanque Member status shall be held by all members under the age of 16 at the beginning of the Club's financial year. Junior Petanque members are not entitled to vote at Club General Meetings.
 - (d) General member status shall be held by members not wishing to be involved in any of the Club's regular on-going sports activities but desirous of taking part in any of the social functions the Club may hold from time to time. There are two [2] classes of general members – those with voting rights attached, and those without voting rights attached.
- 3.2 The Committee may add or delete categories of membership as it determines from time to time.
- 3.3 **Limit:** The Committee may, if necessary, set a limit on the number of members permitted in any category. Any application for membership in a category that has reached its limit shall be placed on the waiting list until such time as the number of members in the relevant category falls below the maximum.
- 3.4 **Affiliation:** All members who have the right to play Petanque shall be affiliated to Petanque New Zealand and any member Association of Petanque New Zealand encompassing the geographical area in which the Club is situated and of which it is a member.
- 3.5 **Becoming a member:** An application to become a member shall be in the form required by the Committee. The Committee may accept or decline an application in its absolute discretion. A person becomes a member when the application has been accepted and approved by the Committee, the required membership fees have been paid, and any other preconditions are satisfied.
- 3.6 **Member consent:** A person consents to become a member by submitting an application to the Club.
- 3.7 **Life Members:** Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club.
- a) The number of living Life Members may not exceed five.
 - b) Any member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination.
 - c) A person is elected as a Life Member by resolution of a General Meeting passed by a simple majority of members.
 - d) A person consents to becoming a Life Member on acceptance of their life membership.

- e) Life Members are entitled to vote at General Meetings and otherwise have such rights and obligations as a member, except those of paying subscriptions and levies.

3.8 Member rights and obligations: Members acknowledge and agree that:

- (a) They are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures and policies of Petanque New Zealand and any member Association of Petanque New Zealand encompassing the geographical area in which the Club is situated and of which it is a member.
- (b) They are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee.
- (c) If they receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees or levies within the required time period.
- (d) They do not have any rights of ownership of, or the private right to the use of the Club's property. The Committee may decide what access or use members may have of or to any premises, facilities, equipment or other Club property.
- (e) They will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- (f) They shall not cause the Club to incur any obligation or liability, whether financial or otherwise, unless agreed to by the Committee.
- (g) If they fail to comply with sub-clause (c) above the Committee may terminate their membership, and they shall cease to be entitled to any member rights.

3.9 Member liability: No member or life member is liable for an obligation of the Club by reason only of being a member.

3.10 Suspension of member: If a member is, or may be, in breach of any obligations under this Constitution and the Committee believes it is in the best interests of the Club to do so, the **Committee** may suspend the member until final determination of the matter under the applicable dispute resolution process. Before imposing any suspension, the member must be given notice of the suspension.

3.11 Suspension of member rights: Unless otherwise determined by the Committee, while a member is suspended the member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.

3.12 Ceasing to be a member: A member ceases to be a member:

- a) on death; or
- b) by giving notice to the Committee of their resignation; or
- c) if their membership is terminated under the terms of this Constitution; or
- d) if their membership is terminated following a dispute resolution process under this Constitution; or
- e) if the member has not paid the required subscription, levy or other amount due to the Club within three months of the due date.

3.13 Consequences of ceasing to be a member: A member who ceases to be a member:

- a) remains responsible to pay all their outstanding membership and other fees and levies to the Club, unless an exemption is offered by the Committee; and
- b) must return all the Club's property within one week of cessation; and
- c) ceases to be entitled to any rights of a member.

3.14 **Becoming a member again:** Any former member may apply for re-admission in the manner prescribed for new applications 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 process, the applicant may be re-admitted only by a resolution passed at a general meeting on the recommendation of the Committee.

3.15 **Membership fees:**

- a) The Committee will determine different levels of membership fees for different types of members, as well as the due date for payment of those fees.
- b) The Committee will collect and make payment of the Affiliation Levies for each financial member to the relevant Association and to Petanque New Zealand.
- c) Non-payment of fees and levies, one month or more after the due date, will result in the member being categorized as non-financial.
- d) Non-payment of fees and levies 3 months or more after the due date will result in the member's membership being ceased (refer paragraph 3.12 above).

4. **General meetings**

4.1 **Annual General Meeting ("AGM"):** An AGM must be held once a year at the time, date and place as the Committee decides, no later than 31 May in each year.

4.2 **Notice of AGM:** The members must be given at least 21 days' notice of the date of the AGM.

4.3 **Business of AGM:** The business of an Annual General Meeting shall be to:

- a) Confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting.
- b) Adopt the annual report on the operations and affairs of the Club.
- c) Adopt the Treasurer's report on the finances of the Club, and the annual financial statements.
- d) Consider any motions of which appropriate prior notice has been given.
- e) Consider any motions proposing to amend this Constitution that have been properly submitted for consideration.
- f) Elect the Officers and Committee members for the upcoming year; and
- g) Consider any general business.

The Committee must, at each AGM, present the following information:

- h) an annual report on the operation and affairs of the Club during the most recently completed accounting period; and
- i) the annual financial statements for that period, and
- j) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

4.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Secretary at least 15 days before the date of the AGM.

- 4.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed and voted upon, when necessary, at the AGM must be sent to all persons entitled to attend the AGM at least 10 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda. Other business may be discussed at the discretion of the Chair but not voted on.
- 4.6 **Calling of special general meeting (“SGM”):** The Committee may call a SGM at any time but must call a SGM if it receives a written request from at least 30% of members.
- 4.7 **Notice of SGM:** Members must be given at least 21 days’ notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to members.
- 4.8 **Business of SGM:** A SGM may only consider and deal with the business specified in the request for the SGM. Any such business considered to be a major transaction, including any motion proposing to amend this Constitution (a “Special Resolution”) will require agreement by a 75% majority of voters.
- 4.9 **Method of holding meetings:** General meetings are to be held at the registered office of the Club by members personally present. A written resolution in lieu of a general meeting is not permitted.
- 4.10 **Quorum:** No business may occur at any General Meeting unless a quorum is present. The quorum for a General Meeting is 25% of the members entitled to be present and to vote. The quorum must always be present during the General Meeting. A member casting a vote by proxy is not included in the members present under this clause.
- 4.11 **No quorum at general meetings:** If a quorum is not present within 30 minutes of the scheduled start time – if convened upon request of members, the meeting shall be dissolved. In any other case, the meeting is adjourned to a day, time and place set by the Chair. If no quorum is present at the further general meeting, the members present and entitled to vote 15 minutes after the scheduled start time of the further meeting are deemed to constitute a valid quorum.
- 4.12 **Control of General Meetings:** The person holding office as President shall Chair General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those persons the members present will elect a person to Chair the General Meeting. Any Chair may, with the consent of a simple majority of members present:
- a) adjourn a General Meeting from time to time. But no business shall be transacted at the adjourned meeting other than the business left unfinished from the adjourned meeting.
 - 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 Chair be removed from the General Meeting.
 - c) In the absence of a quorum or in the case of an emergency, adjourn the General meeting.
- 4.13 **Omissions and Irregularities:** The General Meeting and its business will not be invalidated if one or more members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or

omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all members and any other error in the organisation of the meeting if:

- a) the Chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
- b) a motion to proceed is put to the meeting and a majority, of two-thirds or more of votes cast, is obtained in favour of the motion to proceed.

- 4.14 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 4.15 **Voting:** Members who are entitled to vote may vote at General Meetings in person or by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Secretary before the commencement of the General Meeting. Every member of the Club, eligible to vote, shall be entitled to one vote. The Chair of the meeting shall, in the event of a deadlock, have a casting vote as well as a deliberative vote.
- 4.16 **Conduct of Voting:** Voting is conducted by voices, or a show of hands as determined by the Chair of the meeting, and the Secretary shall advise the meeting of the number of proxy votes received in each case for and against the resolution. All resolutions, other than special resolutions (see paragraph 4.8 above) shall be decided on a majority by a show of hands or by ballot if requested. A secret ballot may be called for and approved by the Chair or by 25% of members present.
- 4.17 **Attendance:** Members must sign a register of attendance at all General Meetings.
- 4.18 **Minutes:** Minutes must be kept of all General Meetings.
- 4.19 **Resolutions:** A resolution of members at a General Meeting is sufficient to pass a resolution, except as specified in this Constitution or otherwise required by the Act. Written resolutions may not be passed in lieu of a General Meeting.

5. **Committee**

- 5.1 **Functions and Powers:** From the end of each AGM until the end of the next, the Club shall be managed by, or under the direction or supervision of the Committee in accordance with the Act, any Regulations made under that Act, and this Constitution. The Committee must manage, direct or supervise the operation and affairs of the Club in accordance with this Constitution and has all the powers necessary for managing, and for directing and supervising the management of, the operation, and affairs of the Club.
- 5.2 **Sub-committees:** The Committee may appoint sub-committees consisting of such persons (whether or not members of the Club) and for such purposes as it thinks fit provided:
- a) no sub-committee shall have the power to co-opt additional members.
 - b) a sub-committee must not commit the Club to any financial expenditure without express authority from the Committee; and
 - c) a sub-committee must not further delegate any of its powers.
- 5.3 **Composition:** The Committee will consist of at least 6 Officers and no more than 10 Officers, including the President, the Secretary, and the Treasurer.

5.4 **Role of President:** The President will engage in activities agreed with the Committee which may include activities to promote the Club, good relations and communications between members, and the reputation and best interests of the Club, and to preside at Club events.

5.5 **Role of Secretary:** The Secretary will:

- a) attend to all correspondence and keep minutes of General Meetings and Committee meetings and ensure that any sub-committee keeps minutes; and
- b) receive proxy voting instructions as provided in the Constitution; and
- c) keep all records and generally perform all the secretarial work of the Club. With the written approval of the Committee these tasks may be varied or delegated but the Secretary remains responsible for their performance. And;
- d) act as a contact person under the Act (refer paragraph 1.4).

5.6 **Role of Treasurer:** The Treasurer will:

- a) receive all money paid to or received by the Club and pay all accounts approved by the Committee; and
- b) keep the Club's financial accounts, arrange for an annual financial statement to be prepared and submit appropriate financial statements at the AGM and undertake other tasks required by the Committee; and
- c) invest all funds of the Club in the manner directed by the Committee.

The Committee may delegate levels of payment to the Treasurer by written authority.

5.7 **Election of committee members:** Committee members must be paid up members and entitled to vote. They are elected as follows:

- a) The Committee must call for nominations for any Officer positions.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that he/she is not disqualified from being appointed or holding office as an Officer shall be received by the Club at least 5 days before the date of the AGM.
- c) The Committee must give notice of the nominations to all members prior to the AGM.
- d) At the AGM, if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.
- e) If there are insufficient nominations to fill vacant positions further nominations may be received from the floor at the AGM.
- f) If there are more nominees than required for any vacant position, the election is by secret ballot, unless otherwise decided by the Chair and approved by a resolution of members. If a secret ballot is held, two scrutineers must be appointed at the AGM to count the votes.
- g) In the election, those nominees who have the highest number of votes in their favour for each of the vacant positions are declared elected. If two or more nominees for a single position receive an equal number of votes, a further vote will be held between the tied nominees.
- h) All Officers shall be elected during AGMs however, if a vacancy in the position of any Officer occurs between AGMs, the Committee may appoint a person of their choice to fill that vacancy until the expiry of the term of the person they replace. or may leave the vacancy until the next AGM.

5.8 **Qualification:** Every nominee for a Committee position must, in writing:

- a) consent to that nomination; and

- b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution
- 5.9 **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:
 - a) A person who is an employee of, or independent contractor to, the Club.
 - b) A person who is disqualified from being elected or holding office under Section 47(3) of the Act or Section 36B of the Charities Act 2005.
 - c) A non-financial member.
 - d) A person who has been removed as a Committee member.
- 5.10 **Term of office:** The term of office for all Officers elected to the Committee shall be for one year. No Officer shall serve for more than 5 consecutive terms.
- 5.11 **Removal of committee member:** The Committee may, by resolution, remove any Committee member before the expiry of their term of office if:
 - a) the Officer has been absent for three [3] consecutive meetings without leave of absence from the Committee; or
 - b) the Officer has seriously breached duties under this Constitution or the Act; or
 - c) acted in a manner that is injurious to the character or interests of the Club; or
 - d) brought the Club into disrepute; or
 - e) the Officer has failed to disclose a conflict of interest; or
 - f) the Committee passes a vote of no confidence in the Officer.
- 5.12 **Committee member ceasing to hold office:** A person ceases to be a Committee member if:
 - a) The person dies.
 - b) Their term expires.
 - c) The person resigns by delivering a signed notice of resignation to the Committee.
 - d) The person is removed from Office under this Constitution. Or,
 - e) the person becomes disqualified from being a Committee Member.

Each Officer shall, within 5 days of submitting a resignation or ceasing to hold office, deliver to the Committee all property of the Club held by such former Officer.

6. **Committee meetings**

- 6.1 **Calling meetings:** Committee meetings may be called at any time by the President or by 3 Committee Members, but generally the Committee will meet monthly.
- 6.2 **Meeting procedure:** The Committee may regulate its own procedure in accordance with this Constitution, the Act and the law.
- 6.3 **Quorum:** The quorum for a Committee meeting is 50% of Committee Members.
- 6.4 **Chair:** The President will Chair the Committee meetings. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role.
- 6.5 **Voting:** Each Committee member has one vote. Voting by electronic means is permitted for any Committee member participating by audio, audio-visual or other electronic link. If there is an equality of votes, the Chair does not have a casting vote.

- 6.6 **Resolution in Writing:** A resolution in writing signed or consented to by email or other electronic means by all of the Committee members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee members.

7. **Committee Members' Duties**

- 7.1 **A Committee Member:** When exercising powers or performing duties:
- a) Must act in good faith and in what they believe to be the best interests of the Club.
 - b) Must exercise a power for a proper purpose.
 - c) Must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution.
 - d) When exercising powers or performing duties, 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, the nature of the Club, the nature of the decision, and their position and the nature of the responsibilities undertaken by them.
 - e) Must not agree to, or cause or allow, the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or the Club's creditors.
 - f) Must not agree to the Club incurring an obligation unless they believe at that time, on reasonable grounds, that the Club will be able to perform the obligation when it is required to do so.

8. **Interests**

- 8.1 **Compliance with the Act:** The Committee will observe the conflict-of-interest disclosure rules in the Act.
- 8.2 **Register of Interests:** The Committee must keep a register of interest disclosures made by Officers and/or any members of sub-committees.
- 8.3 **Duty to Disclose Interest:** An Officer who is an Interested Member in a matter relating to the Club 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, as soon as practicable after becoming aware of the interest and include it in the register of interests.
- 8.4 **Consequences of Being Interested:** An Officer who is interested in a matter:
- a) must not vote or take part in a decision of the Committee relating to the matter, unless all non-interested Committee members consent; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the matter, unless all non-interested Committee members consent; and
 - c) must not take part in any Committee discussion relating to the matter or be present at the time of the Committee decision, unless all non-interested Committee members consent; and
 - d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50% or more of Officers are prevented from voting on a matter because they are interested in that matter, a SGM must be called to consider and determine the matter, unless all non-interested Committee members agree otherwise.

9. Register of members

- 9.1 The Club shall keep an up-to-date Register of members. For each current member, the information contained in the Register of members shall be:
- a) their name; and
 - b) 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
 - c) whether the member is financial or unfinancial; and
 - d) Their contact details including a physical address and an electronic/email address; and
 - e) A telephone number.
- 9.2 Every current member shall promptly advise the Club of any change of the member's contact details.
- 9.3 The Club shall also keep a record of the former members of the Club. For each person who ceased to be a member within the previous 7 years, the Club will record the former member's name and date they ceased to be a member.

10. Access to information for members

- 10.1 A member may, at any time, make a written request to the Club for information held by the Club.
- 10.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 10.3 The Society must, within a reasonable time after receiving a request —
- a) provide the information; or
 - b) agree to provide the information within a specified period; or
 - c) agree to provide the information within a specified period if the member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information; or
 - d) refuse to provide the information, specifying the reasons for the refusal.
- 10.4 Without limiting the reasons for which the Club may refuse to provide the information, the Club 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 Club or 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 Club; or
 - d) the information is not relevant to the operation or affairs of the Club, 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 Club 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.
- 10.5 If the Society requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 days after receiving notification of the charge, the member informs the Club —
- a) that the member will pay the charge; or
 - b) that the member considers the charge to be unreasonable.
- 10.6 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 of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in Clause 2.
- 11.2 The Committee must ensure that there are kept at all times, accounting records that correctly record the transactions of the Club, allow the Club to produce financial statements that comply with the requirements of the Act and would enable the financial statements to be readily and properly audited (if required under any legislation or the Club's Constitution).
- 11.3 The Committee must establish and maintain a satisfactory system of control of the Club's accounting records.
- 11.4 The accounting records must be kept in a written form or a form or manner that is easily accessible and convertible into written form.
- 11.5 The accounting records must be kept for the current accounting period and the last 7 completed accounting periods of the Club.

12. **Amendments**

- 12.1 All amendments must be made in accordance with this Constitution. However, if an amendment is of minor effect or to correct errors or similar technical alterations then the Committee may follow the process in Section 31 of the Act.

13. **Bylaws**

The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to members. Any Bylaw must be consistent with the Club's purposes set out in Clause 2, the Act and any other laws. All Bylaws are binding on the Club and the members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

14. **Dispute or complaint resolution**

- 14.1 The procedures for dealing with disputes shall consist of the procedures set out in Schedule 2 of the Act.
- 14.2 Should it be considered necessary the Club may adopt additional procedures that are consistent with the procedures in Schedule 2 and with the rules of natural justice.

15. **Winding Up and Removal**

- 15.1 **Notice:** The Committee must give notice to all members of at least 20 Working Days of a proposed motion:
- a) to appoint a liquidator; or
 - b) to remove the Club from the Register of Incorporated Societies; or
 - c) for the distribution of the Club's surplus assets.

The notice must comply with Section 228(4) of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 15.2 **Surplus Assets:** If the Club is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any member, and if any property remains after the settlement of the Club's debts and liabilities, that property must be given or transferred to one or more registered New Zealand charitable sporting organisations, at least one of which functions in the Devonport area. However, in any special resolution under this rule, the Club may approve a different distribution to a different charitable organisation, so long as the Club complies with this Constitution and the Act in all other respects.

16. **Matters Not Provided For**

- 16.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.

17. **Definitions and Interpretation**

- 17.1 **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, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the members held once a year, convened under this Constitution.

Association means the incorporated body that is a member of Petanque New Zealand.

Bylaws means any bylaws, policies, regulations and codes of the Club made under this Constitution

Chairperson means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Club.

Committee means the Club's governing body.

Committee Member means a member of the Committee.

Constitution means the rules in this Constitution.

General Meeting means an AGM or SGM of the Club.

Interested Member 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.

Member means each person who for the time being is a member of the Club and includes all classes of members described in this Constitution.

Officer means a natural person who is a member of the Committee or occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club.

SGM or Special General Meeting means a meeting of the members, other than an AGM, called for a specific purpose or purposes.

Special resolution means any decision requiring approval by a majority of no less than 75% of voting members.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in the province where the Club is located.