



# **Rules**

**of the**

# **Upper Hutt Cosmopolitan Club Incorporated**

## **Index of Rules of the Upper Hutt Cosmopolitan Club Incorporated**

Rule	Subject	Page
1	Name	3
2	Registered Office	3
3	Interpretation	3
4	Objects	4
5	Constitution	4
6	Membership	5
7	Foundation Life Members	5
8	Life Members	5
9	Honorary Members	6
10	Members	6
11	Restricted Members	7
12	Termination of Membership	8
13	Fees and Subscriptions	8
14	Annual General Meeting	9
15	Special General Meeting	10
16	Conduct of General Meetings	10
17	Executive Committee	11
18	Executive Committee Duties and Powers	12
19	President and Vice President	13
20	Treasurer	14
21	Trustees	14
22	Club Manager	15
23	Staff	16
24	Auditors	17
25	Accounts	17
26	Investment of Funds	18
27	Acquisition of Credit	19
28	Sub Committees	19
29	Adjuncts	19
30	Sections	20
31	Authorised Customers	21
32	Conduct of Members	22
33	Appeals	23
34	Common Seal	24
35	Revision of Rules	24
36	Disputes	24
37	Celebration of Life (Funeral)	25
38	Dissolution	25

## 1 -- NAME

- (a) The name of the Club shall be the **UPPER HUTT COSMOPOLITAN CLUB INCORPORATED** hereinafter called the “*Club*.”

## 2 -- REGISTERED OFFICE

- (a) The Registered Office of the *Club* is at the Upper Hutt Cosmopolitan Club Incorporated 11 Logan St Upper Hutt, or at such other place, as the Executive Committee shall from time to time appoint.

## 3 -- INTERPRETATION

- (a) Interpretation in these Rules, unless the context otherwise requires, is as follows:

**Act** means: the Incorporated Societies Act 1908 which is the governing legislation applicable to these Rules.

**Adjunct** means: a group established by authority of the Executive Committee for the purpose of organizing and administering sporting, social, recreational or other interest activity for members of the *Club*.

**Affiliated Club** means: an affiliated club of Clubs New Zealand Incorporated and its amendments or such other similar local or overseas organizations as the Executive Committee may approve.

**Authorised Customer** means

1. A member of this *Club*
2. An invited guest(s) of a member of this *Club*

**Authorised Visitor** means

1. A member of another affiliated club as described in these rules
2. A guest(s) of a member of an affiliated club

**By-Laws** means: such regulations made by the Executive Committee in conformity to, and in extension to, the Rules of the *Club*.

**Club** means: the Upper Hutt Cosmopolitan Club Incorporated (the *Club*).

**Club Manager** means: the employee appointed by the Executive Committee to manage the *Club*.

**Executive or Executive Committee** means: a committee of the *Club's* governance body comprising the President, Vice-President, Treasurer, two (2) Trustees and eight (8) committee members, all of whom are elected by *Club* members.

**Financial Member** means: a member of the *Club* who is currently financial having paid their subscription. An honorary member is not a financial member.

**Financial Year** means: the period 1 September until 31 August for financial reporting purposes.

**Management** means: any employee of the *Club* who is authorised to carry out the management of the *Club*'s affairs with authority from the Executive Committee. The authority for the management of the *Club* has been delegated to the Club Manager by the Executive Committee. The Club Manager may sub-delegate that authority but remains accountable to the Executive Committee.

**Member(s)** means: person(s) who have been elected to membership of the *Club* in the manner and under conditions prescribed by these Rules and who have agreed in writing to comply with these rules. All members are financial members except for honorary members.

**Officer of the Club** means: an employee of the *Club* acting under authority by appointment or given in writing by the Executive Committee or the Club Manager.

**Returning Officer** means: a Trustee of the *Club* for *Club* ballots excluding adjunct domestic elections.

**Section** means: an organisation (other than an adjunct) whose members are also members of the *Club*.

**Subscription** means: annual subscription and any levy (levies) applicable.

#### 4 -- OBJECTS

- (a) The objects of the *Club* shall be to promote social intercourse, mutual helpfulness, mental and moral improvement and rational recreation; and to provide for those purposes, such social amenities, entertainment and improvements as the Executive Committee shall deem fit.
- (b) The *Club* does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member proprietor or shareholder.<sup>1</sup>

#### 5 -- CONSTITUTION

- (a) The *Club* is a society in the terms of the Incorporated Societies Act 1908 and its amendments, and is duly registered under that Act.
- (b) Financial members shall be entitled to rights and privileges as follows:
  - (i) to enter the *Club*'s *Main Bar (Sports Bar)* during such hours as may be defined by the Executive Committee, free of charge, (with the exception of New Year's Eve in any one year). Other areas of the club premises may incur a charge for various reasons from time to time;
  - (ii) to hold office in accordance with the Rules of the *Club*; and
  - (iii) to have an equal voice in all business of the *Club* by way of voting power.
- (c) This constitution prohibits a distribution of property in any form to a member, proprietor, or shareholder.<sup>2</sup>

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<sup>1</sup> Amended SGM 18/06/2019 Rule 4 (b) added

<sup>2</sup> Amended SGM 18/06/2019 Rule 5 (c) added

(d) PERSONAL BENEFIT

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 income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).<sup>3</sup>

**6 -- MEMBERSHIP**

- (a) Membership of the *Club* shall consist of five classes:
- (i) Members.
  - (ii) Honorary members.
  - (iii) Life members.
  - (iv) Foundation Life members.
  - (v) Restricted members
- (b) Membership shall be restricted to persons of at least the minimum age as may be authorised from time to time by the Sale & Supply of Alcohol Act 2012.
- (c) There shall be such number of members as may be determined by the Executive Committee.
- (d) The *Club* shall keep a register of members. The register will include the member's name, address and the date they became a member of the *Club*.

**7 -- FOUNDATION LIFE MEMBERS**

- (a) No addition may be made to the number of Foundation Life members as now recognised by the *Club*.
- (b) Foundation Life members shall not be liable to pay any subscription but shall be deemed to be financial members

**8 -- LIFE MEMBERS**

- (a) The *Club* at an Annual General Meeting, upon recommendation by the Executive Committee, may grant Life membership to any member for meritorious service rendered to or on behalf of the *Club*.
- (b) Notice of intention to recommend shall be posted on the *Club*'s notice board for fourteen (14) clear days prior to the Annual General Meeting.
- (c) The number of Life members shall not at any time exceed two (2) per cent of the total membership of the *Club*.
- (d) Life members shall not be liable to pay any subscriptions but shall be deemed to be financial members.

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<sup>3</sup> Amended SGM 18/06/2019 Rule 5 (d) added

## 9 -- HONORARY MEMBERS

- (a) The Executive Committee may from time to time elect a person to Honorary membership whom they deem worthy of the honour because of their position or work within the community.
- (b) Honorary members are not financial members but shall be encouraged to seek nomination as financial members.
- (c) Honorary members shall be entitled to the social privileges of the *Club*, but shall not be entitled to participate in any *Club* promotions, shall not earn loyalty points or birthday credits, and shall not have the right to vote at any meeting or election, or to stand as, nominate, or second a candidate in any election within the *Club*.

## 10 -- MEMBERS

- (a) Each candidate for membership shall be nominated in writing on the *Club's* prescribed nomination form by two (2) financial members of the *Club*, one of whom shall be an Executive Committee member or an Officer of the *Club* authorised by the Executive Committee.
- (b) Each candidate for admission shall complete the prescribed nomination form honestly which will empower the Executive Committee, or an Officer of the *Club*, to make enquiries necessary to verify the suitability of the candidate as a member of the *Club*. The nomination form shall include the first name(s), surname, date of birth, residential address and occupation of the candidate, and an undertaking that the candidate will abide by the Rules of the *Club*. The candidate shall tender the current entrance fee and subscription at the time of nomination, and agree that a photo be taken for identification purposes and for inclusion on the membership card. The names of candidates together with their photos shall be posted on the *Club's* notice board provided within the *Club's* premises for at least fourteen (14) clear days prior to submission for election.
- (c) Any member of the *Club* desiring to object to any displayed membership nomination shall do so by advising the Club Manager in writing and shall be prepared to substantiate any objection.
- (d) In general, each candidate must gain election to membership by receiving an affirmative vote of two thirds of the members of the Executive Committee present at a constituted Executive Committee meeting. All candidates shall be notified of the result by Management.
- (e) If any candidate be not accepted by the Executive Committee and a ballot for the election of that member is demanded by requisition signed by not less than five (5) members and delivered to the President within twenty-eight (28) days of the notification to the candidate of such rejection, then the President shall call a Special General Meeting, of the *Club* for the purpose of a ballot accordingly. Any candidate who receives affirmative votes totaling nine-tenths (90%) of the votes cast for and against such candidate shall be elected a member of the *Club* notwithstanding the rejection of such candidate by the Executive Committee.

- (f) Any candidate who fails to obtain membership as a result of Rule 10 (e) shall not be proposed again for membership for a period of five (5) years.
- (g) Membership shall date from the date of election of candidates and a copy of the Rules and evidence of membership shall be provided.
- (h) Candidates for membership shall have the rights and privileges of visitors until their application has been accepted or rejected by the Executive Committee or Special General Meeting as the case may be.
- (i) Financial members of other affiliated clubs wishing to join the *Club* shall not be required to pay an entrance fee, but shall be required to produce a transfer certificate from the club from which they are transferring and shall be granted the use of the *Club* as an affiliated club member during the period between transfer and final election.
- (j) No person shall be eligible for membership who is:
  - (1) a prohibited person under the Sale & Supply of Alcohol Act 2012, or such Acts as the Executive Committee may from time to time decide; or
  - (2) a person who has been expelled from the *Club* or section of the *Club* or any affiliated, associated or kindred club.

## **11 -- RESTRICTED MEMBERS**

- (a) Shall be entitled to entry to the *Club* during all times that the *Club* is open, on a Restricted membership basis with payment for such membership paid on a per diem basis.
- (b) May not hold office or exercise voting rights, nor have a voice in the affairs of the *Club*.
- (c) Are not eligible for benefits, admission or other privileges that are restricted to Full, Junior or Life Membership as determined by the Executive Committee.
- (d) Are not affiliated to or a party of any arrangements or associate arrangements held by the *Club* with any other organisation or clubs.
- (e) Must agree and abide by the rules of the *Club* in writing.
- (f) Must carry evidence of membership as issued and produce the same on request to any person authorised by the Executive Committee or Management to make such a request.
- (g) Are not entitled to reciprocal visiting rights.
- (h) May be subject to other restrictions as determined from time to time by the Executive Committee.

- (i) Each candidate for admission for Restricted membership shall complete the appropriate form of application and pay the per diem amount as determined the Executive Committee from time to time. Admission will be at the discretion of the Manager/President or their appointed representatives.
- (j) Are only eligible to apply for Restricted Membership three (3) times in any one (1) calendar year.
- (k) Nothing in Rule 10 Members shall apply to Restricted Members with the exception of Rule 10 (j).

## **12 -- TERMINATION OF MEMBERSHIP**

- (a) Any member may resign *Club* membership by letter addressed to the Club Manager to that effect, but no such resignation shall relieve any member from payment of any subscription or other monies due or payable by such member at the time of resignation.
- (b) Any member who is guilty of misconduct, or who commits an offence under the *Club's* Rules or Bylaws, is liable to expulsion on a majority decision of the Disciplinary Committee. The member shall have the right to appeal such decision in accordance with the *Club's* Rules.

## **13-- FEES AND SUBSCRIPTIONS**

- (a) There shall be an entrance fee which is set by the Executive Committee from time to time and an annual subscription of such amounts as may be set by the *Club's* members at an Annual or Special General Meeting from time to time. A member must have paid the subscription currently due in order to be financial.
- (b) After paying the initial entrance fee and the current subscription, members shall pay all subsequent annual subscriptions.
- (c) Each member's subscription will be due in the month of their birthday, and any member allowing this subscription to remain unpaid by the end of the calendar month following shall be deemed to be un-financial and incur any current penalty. Membership shall lapse if the relevant amount is still outstanding after two calendar months.
- (d) The *Club* shall accept subscriptions in advance. Should subscriptions be increased during the period in which they have been paid in advance, the member will not be liable for any such increase. Should the subscription be decreased the member shall be paid a refund for the amount paid in advance.
- (e) The Executive Committee shall have the right to reinstate as a member any person whose membership has lapsed through non-payment of subscription, on payment of such subscription, if the delay in payment can be justified to the satisfaction of the Executive Committee.



- (f) Any member becoming incapacitated through illness, accident, or distress, may, on notice given in writing to Management, have their subscription suspended for any length of time the Executive Committee may deem necessary.
- (g) Any member who may be absent for a prolonged period may, on notice given in writing to Management, have their subscription suspended by the Executive Committee for the period nominated by the member.
- (h) All members on payment of their annual subscription shall receive evidence of membership which must be produced when required while on the *Club's* premises or property, by an Officer of the *Club* or an Executive Committee member.
- (i) No member whose subscription is in arrears (whether notified in person or not) shall be entitled to take part in any meeting or election, nor hold any office in the *Club*, nor be elected, nor nominate, nor second any other member for office in the *Club*.
- (j) New members shall be required to tender the nomination fee on application and the balance of their subscription before final acceptance.

#### **14 -- ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting shall be held on the last Sunday of the month of November of each year.
- (b) The order of business at the Annual General Meeting shall be:
  - (i) apologies and obituaries;
  - (ii) minutes of the previous Annual and subsequent Special General Meetings, and matters arising;
  - (iii) President's report and matters arising;
  - (iv) Treasurer's report and audited financial statements, and matters arising;
  - (v) Club Manager's report, and matters arising;
  - (vi) election of auditor, if required;
  - (vii) introduction of nominees for Executive Committee;
  - (viii) notices of motion (of which prior notification has been given in accordance with Rule 16 (a)); and
  - (ix) General business.
- (c) At least fourteen (14) days' notice of such Annual General Meeting, including any notices of motion received, shall be given by email and by notice posted on the *Club's* notice board.
- (d) The *Club's* annual report and audited financial statements shall be made available to members no later than sixteen (16) clear days before such Annual General Meeting.

## 15 -- SPECIAL GENERAL MEETINGS

- (a) The President shall call a Special General Meeting of the *Club* as soon as practicable after receiving a resolution of the Executive Committee, or upon receiving a requisition in writing by fifty (50) members, convene a Special General Meeting.
- (b) Any such requisition shall specify the purpose of the meeting requisitioned and shall be signed by the members making same and shall be deposited with the Club Manager. If convened by requisition, the meeting shall be for the purpose specified in the requisition and for this purpose only.
- (c) Seven (7) clear days' notice of the place, the day and the hour of a Special General Meeting, and the purpose(s) for which it is to be held shall be posted on the *Club's* notice board and given either by an advertisement in a public newspaper circulating in the district, or sent by post, email, and placed on the *Club's* website.

## 16 -- CONDUCT OF GENERAL MEETINGS

- (a) Any member at an Annual General Meeting intending to move a motion bearing upon the general operation of the *Club* or regarding any other matter must, unless the motion can be founded on the *Club's* annual report, give notice of such motion by delivering a written copy of the motion to the Club Manager sixteen (16) clear days before that Annual General Meeting.
- (b) Only those motions meeting the requirements of Rule 16 (a) shall be binding on the *Club*, if adopted.
- (c) At a Special General Meeting only an adopted motion directly pertaining to the purpose(s) for which the meeting was called shall be binding on the *Club*.
- (d) The usual rules of debate shall be followed, each member speaking only once to each motion or amendment except the mover who may reply. The mover of any motion or substantial amendment shall be allowed five (5) minutes in which to introduce the proposition and ten (10) minutes for reply, or vice versa; any other speaker will be allowed five (5) minutes. A ruling from the Chair shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any subject is desired, any member may move that the meeting go into committee on that subject and such motion shall be immediately put and decided by a show of hands. In committee no member shall speak for more than five (5) minutes at a time. When in committee any member may move that the ordinary meeting shall be resumed and such motion shall be immediately put and decided by a show of hands.
- (e) Every member entitled to be present shall have one vote only on every question, except that, if required, the Chair shall have a casting vote. Voting shall be on voices in the first instance provided however, that the Chair may call, or shall, on the application of three members, for a show of hands. On a motion passed by a majority of those present the vote shall be taken by a secret ballot.
- (f) Any General Meeting may be adjourned to any time not exceeding fourteen (14) days thereafter. The new date shall be fixed by the Executive Committee who shall give at least three (3) clear days' notice of the meeting by advertisement, email and notice on the *Club's* notice board and website.

- (g) The quorum for any General Meeting of the *Club* shall be fifty (50) financial members. If there is not a quorum after thirty (30) minutes of the duly advertised time of the meeting then the meeting shall stand adjourned. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- (h) All motions, subject to Rules 16 (b) and 16 (c), adopted at a General Meeting of the *Club* shall be conclusive and binding on all members of the *Club*, whether they shall have been present at such meeting or not, provided that such General Meeting is held in conformity with the Rules of the *Club* for the time being in force.
- (i) Any motion adopted, subject to Rule 16 (b), and 16 (c), at a General Meeting of The *Club* shall (unless otherwise specified) become operative upon the passing of the motion.

### **17-- EXECUTIVE COMMITTEE**

- (a) The governance and control of the *Club* shall be conducted by an Executive Committee comprising:
  - (i) a President;
  - (ii) a Vice-President;
  - (iii) a Treasurer;
  - (iv) two (2) Trustees; and
  - (v) eight (8) Committee members.
- (b) Nominations for members of the Executive Committee except Trustees shall be made in writing on a form provided for the purpose and shall be deposited with the Club Manager at least Twenty Eight (28) clear days prior to the date of the Annual General Meeting. The nominee, proposer and seconder shall all, at the date of nomination, be financial members of the *Club* or the nomination shall be void. Nominations shall be displayed on the *Club's* notice board when they are received by the Club Manager.
- (c) The date of election of the Executive Committee shall be within ten (10) days after the date of the Annual General Meeting, and the election shall be by secret ballot.
- (d) Should the number of nominations for committee members be less than eight (8) all those nominated at the advertised close off time shall be deemed to be elected unopposed and further nominations for the balance shall be called for and close 16 days after the original election is held. The elections of those new nominations shall take place 21 days after those nominations were called. Should those numbers still not equate to the eight (8) the committee members at its own discretion may appoint person(s) to make up the number but in no case shall the Executive Committee have less than seven (7) members.
- (e) Any extraordinary vacancy on the Executive Committee shall be filled by selecting the next highest polling candidate in the previous annual elections.
- (f) The President shall hold office for twelve (12) months and shall be eligible for re-election, provided the term in office does not exceed three (3) consecutive years.
- (g) The Vice-President, Treasurer and Executive Committee members shall hold office for twelve (12) months and shall be eligible for re-election.

- (h) Notwithstanding Rule 17 (e) and Rule 17 (f), any member except a Trustee elected or appointed after the date of an annual election shall hold office only until the next annual election.
- (i) The President and Vice-President and Trustees shall have served in office on a previous Executive Committee of the *Club* for not less than the equivalent of two (2) full terms.
- (j) Every nominee for the office of Treasurer or Executive Committee member must have been a member of the *Club* for at least two (2) years immediately prior to nomination for office.
- (k) A member of the Executive Committee shall, ipso facto, vacate office if the member:
  - (i) is absent from three (3) consecutive meetings of the Executive Committee without leave of the Executive Committee;
  - (ii) resigns office by notice in writing to the Executive Committee;
  - (iii) by notice in writing from the Executive Committee is called upon to resign for reason of being found guilty of misconduct or an offence under these Rules, the member having not volunteered to resign; or
  - (iii) is adjudged as an un-discharged bankrupt.

#### **18 -- EXECUTIVE COMMITTEE DUTIES AND POWERS**

- (a) The Executive Committee shall meet on a day and at a time appointed by themselves, generally at least once in each month. The President shall have the right to call a special meeting of the Executive Committee where there is sufficient reason to do so.
- (b) The President is required to call a special meeting of the Executive Committee on receipt of a requisition signed by not less than two-thirds of the Executive Committee members. Such meeting must be held within seven (7) days of receipt of the requisition.
- (c) At all meetings of the Executive Committee, a quorum shall consist of five (5) Executive Committee members.
- (d) The Executive Committee shall have the power to make regulations not inconsistent with the *Club's* Rules for the management of its affairs as a committee and may appoint subcommittees (under Rule 27) for special purposes but no decision of any subcommittee, except for those of the Disciplinary Committee, shall be binding unless adopted by the Executive Committee.
- (e) The Executive Committee shall have the power to make By-Laws not inconsistent with the *Club's* Rules for any regulation of the management of the *Club* or any part of its business. All such By-Laws must be submitted to the next Annual General Meeting for approval and when approved shall be posted in a convenient place.
- (f) The President, in consultation with the Executive Committee, shall have the power to appoint, suspend or dismiss any salaried employee of the *Club*.

- (g) The members of the Executive Committee shall render the *Club's* staff every assistance in their duty to maintain order and prevent any infringement of the *Club's* Rules and By-Laws.
- (h) The Executive Committee shall at all times, entertain practical and useful suggestions from members for the improvement of the *Club*. Such suggestions must be made in writing or email through the Club Manager.
- (i) Any complaint in connection with the *Club* shall be made in writing to the Club Manager. The complaint shall be signed by the member or members making it. The Executive Committee shall enquire into and adjudicate on the complaint. Any member or members, having lodged a complaint, may withdraw the same. Despite such withdrawal, if the Executive Committee believes the complaint to have substance, they may still pursue an investigation.
- (i) The Executive Committee shall provide a suitable noticeboard in the *Club* for the posting of notices as required by the *Club's* Rules.

### **19 -- PRESIDENT AND VICE-PRESIDENT**

- (a) The President, or in the President's absence the Vice-President, shall preside at all meetings of the *Club*, the Executive Committee and its three standing subcommittees (Rule 27), except that each, in their authority, may appoint another member to the Chair. If both are absent, the meeting shall elect a member to the Chair. The Chair at any meeting shall have both a deliberate and a casting vote.
- (b) The President and Vice-President shall be *ex-officio* members without voting rights of all the *Club's* subcommittees and adjunct committees other than those they have been elected, appointed, co-opted or seconded to.
- (c) The Chair at all meetings of the *Club*, the Executive Committee and *Club* subcommittees may exercise the suspension power set down in Rule 32(m) should such action be necessary.
- (d) The President and Vice-President shall have the right of entry upon the *Club's* premises and properties at all times.
- (e) The President shall have control over all salaried employees of the *Club* subject to the approval of the Executive Committee.

## 20 -- TREASURER

- (a) The Treasurer of the *Club* should be suitably qualified for the position.
- (b) The duties of the Treasurer of the *Club* shall include:
  - (i) ensuring the preparation and audit of the *Club's* annual financial statements and forecast financial statements;
  - (ii) developing and ensuring the implementation of policies, procedures and internal controls as required for the financial management and financial integrity of the *Club*;
  - (iii) reporting monthly to the Finance, Audit and Risk Committee and the Executive Committee on financial results and trends or other matters which in the Treasurer's opinion should be raised;
  - (iv) ensuring that the *Club* complies with all relevant taxation legislation; and
  - (v) ensuring the preparation of the *Club's* long-term plans and annual business plans and budgets.

## 21 -- TRUSTEES

There shall be two (2) Trustees who shall be deemed to be members of the Executive Committee, Since the *Club* has changed to an Incorporated Society the Trustees are no longer subject to the Trustees Act 1956 but are appointed to serve as guardians or senior financial advisors to the President and Club Executive on matters generally related to the *Club* finance and like matters utilising individual mentorship capabilities and competence gained from previous *Club* and life experience.

They shall be permitted to vote only on matters pertaining to:

- (a)
  - (i) the investment of funds (Rule 26) of the *Club*;
  - (ii) the purchase or other acquisition of land and property;
  - (iii) the sale, disposal, exchange, mortgage or lease of land and property and
  - (iv) any other matters pertaining to the financial affairs and property of the *Club*
- (b) A Trustee may be one of the two signatories required for transactions on the *Club's* bank accounts.
- (c) A Trustee shall be the Returning Officer for Club Annual Elections and as required for Special Elections

- (d) Where a Trustee position becomes vacant through retirement, resignation, dismissal or death, the vacant position shall be filled within thirty (30) days from the announcement of the vacancy by the *Club* and notice to this effect posted the same day on the *Club's* notice board as well as emailed. The announcement and notice shall call for nominations for the vacant Trustee(s) position(s).
- (e) Nominations for Trustee shall be made in writing on a form prescribed for the purpose and shall be deposited with the Club Manager no later than fourteen (14) days from, and inclusive of, the day the vacancy was announced. The nominee, proposer and seconder shall, at the date of nomination, all be financial members of the *Club* or else the nomination shall be considered to be void. Nominations shall be displayed on the *Club's* notice board as they are received by the Club Manager.
- (i) If the number of nominations received is the same as the number of vacant Trustee positions required; the nominee(s) will be established as elected on the day after nominations are closed.
- (ii) Should there be more nominations than the number of vacant Trustee positions required, an election of Trustee(s) shall be held by vote of the members. The vote shall be conducted by the on line electronic method used for the other elections in the *Club* and any member who is unable to access that method shall be entitled to cast a vote on the form designed for such vote. The Returning Office for a Trustee election shall be the Trustee remaining in office, in consultation with the President.

## 22 -- CLUB MANAGER

- (a) The Club Manager shall be a salaried Officer of the *Club* appointed by the Executive Committee.
- (b) The Club Manager's responsibilities shall be the administration and overall operational management of the *Club*, reporting to the President or such person who is acting in that capacity.
- (c) The Club Manager's duties shall be defined by the Executive Committee, but shall include:
  - (i) ensuring that the facilities and services of the *Club* are available at all times to members and bona-fide visitors who have been approved by the Executive Committee;
  - (ii) the proper management of the *Club's* employees and use of the *Club's* buildings, plant, property and other assets;
  - (iii) arranging the taking of minutes at all Executive Committee, subcommittees, Annual General and Special General meetings;
  - (iv) conducting all correspondence and ensuring an accurate and up to date register of members is kept;
  - (v) receiving and promptly passing on any written or verbal communication from the *Club's* employees or members intended for the Executive Committee;

- (vi) ensuring that the *Club's* accounting records are properly and accurately kept in accordance with the *Club's* policies, procedures and controls;
  - (vii) ensuring the *Club's* compliance with relevant sections of the Sale & Supply of Alcohol Act 2012, and with all other relevant legislation and regulations:
  - (viii) ensuring the accurate recording and prompt deposit of all monies received by the *Club* into the authorized bank account(s) of the *Club*;
  - (ix) ensuring the accurate recording and prompt payment of all accounts and claims properly incurred by the *Club*;
  - (x) ensuring the Rules and Bylaws of the *Club* are observed; and
  - (xi) surrendering if required, all papers, books, documents, keys, cash, or other property of the *Club*, on demand, to the President.
- (d) The above duties and any authorities delegated by the Executive Committee may be sub-delegated by the Club Manager with the approval of the Executive Committee, but unless specifically exempted by the Executive Committee, the Club Manager shall remain accountable for the proper undertaking of those duties and the authorities.
- (e) The Club Manager shall not be a member of the Executive Committee or its subcommittees, except where specified in Rule 28 (a) (i), but shall be entitled to be present at and participate in Executive Committee and subcommittee meetings without having the right to vote. The Club Manager may participate in any discussion at a said meeting except that which concerns the office or person of the Club Manager.

### **23 -- STAFF**

- (a) Salaried employees of the *Club* may be appointed or dismissed only with the approval of the President or such person who is acting in that capacity.
- (b) Other employees of the *Club* shall be appointed by the Club Manager or other salaried employees as authorized by the Club Manager; these appointed employees may only be dismissed with the approval of the Club Manager.
- (c) An employee of the *Club* who is also a member of the *Club* and is dismissed from employment for serious misconduct warranting instant dismissal shall lose their right to membership of the *Club* and visitation rights.
- (d) Employees of the *Club* shall not be eligible to serve on the Executive Committee.



## 24 -- AUDITORS

- (a) The annual financial statements of the *Club* shall be audited by a chartered accountant not being a member or an employee of the *Club*, who shall be appointed at an Annual General Meeting, but the Executive Committee shall have a duty to fill any temporary vacancy in the office of Auditor.
- (b) An Auditor appointed for the preceding financial year shall be reappointed as Auditor for the current financial year at an Annual General Meeting unless:
  - (i) a motion has been passed at a General Meeting of the *Club* appointing another Auditor or providing expressly that the present Auditor shall not be reappointed; or
  - (ii) the Auditor has given to the *Club* notice in writing of their unwillingness to be reappointed; or
  - (iii) has ceased to act as Auditor of the *Club* by reason of ineligibility, incapacity or death.
- (c) The Auditor shall be paid such fees and disbursements as may be fixed from time to time by the Executive Committee.
- (d) The Executive Committee shall have the power to authorise the signing of a Letter of Engagement in relation to the appointment of the Auditor.

## 25 -- ACCOUNTS

- (a) The *Club* shall, in respect of each financial year, cause to be prepared financial statements in accordance with generally accepted accounting principles as soon as practicable after the end of the financial year.
- (b) The Treasurer shall:
  - (i) cause proper accounting records of the *Club* to be kept relating to its transactions, and its assets and liabilities to ensure that:
    - (1) the accounting records give a true and fair view of the state of affairs of the *Club* and correctly reflect its transactions;
    - (2) the financial position of the *Club* can be determined with reasonable accuracy at any time; and
    - (3) the accounts of the *Club* can be readily and properly audited.
  - (ii) establish and maintain a satisfactory system of internal control; and
  - (iii) take adequate measures for guarding against falsification of the accounting records and for facilitating the discovery of such falsification.

- (c) The books of account of the *Club* shall be kept at the office of the *Club* or other such place as the Executive Committee may determine, and shall be open at reasonable times to the inspection of financial members or any other person having a financial interest in the funds of the *Club*.
- (d) All monies received shall be deposited or transferred into bank accounts approved by the Executive Committee.
- (e) All payments shall be reported to the Finance Committee for confirmation at the meeting next following payment, and payment of all monies on behalf of the *Club* shall be made by one of either cheque, automatic payment, direct credit or electronic means. The Executive Committee shall approve the opening and closing of bank accounts in the name of the *Club*. The signatories of bank accounts operated by the *Club* shall be the Officer(s) of Management as approved in writing by the Executive Committee, and either the President, Vice-President, or Treasurer. In the absence of an Officer of Management, the President and either the Vice-President or Treasurer shall be a signatory. A Trustee, in accordance with Clause 21(b) may be, a Cheque Signatory.
- (f) At every Annual General Meeting of the *Club* the Executive Committee shall present an annual report which shall include the *Club's* audited annual financial statements.

## 26 -- INVESTMENT OF FUNDS

- (a) The Executive Committee or a majority of the members present and entitled to vote in a General Meeting, may from time to time invest the funds of the *Club*, or any part thereof, to any amount in any of the following ways:
  - (i) in any registered bank licensed to carry on business in New Zealand by the Reserve Bank; or
  - (ii) in any debentures, bonds or Treasury bills issued by or on behalf of or guaranteed by the Government of New Zealand under the authority of any Act; or
  - (iii) in the purchase of land or in the erection or alterations of offices or other buildings thereon; or
  - (iv) in the bonds, debentures, or other securities of any Local Authority issued and guaranteed by that Authority; or
  - (v) on a first mortgage of freehold lands in New Zealand (when any monies are invested under the provisions of this section on any mortgage or other security over land, the amount so invested shall not exceed two-thirds of the value of the security).

## 27 -- ACQUISITION OF CREDIT

- (a) The Executive Committee may acquire credit by bank overdraft, as necessary, to assist with the day to day business of the *Club*.
- (b) The Executive Committee may arrange finance for the acquisition, improvement, extension or alteration of land, buildings or facilities to further the objects of the *Club*.

## 28 -- SUBCOMMITTEES

- (a) There shall be three (3) standing subcommittees to assist the Executive Committee:
  - (i) The Finance, Audit & Risk Committee shall consist of: President, Vice President, Treasurer, Manager, Two Executive Committee Members and Two Trustees all of whom shall have voting rights. A quorum for a meeting shall be five (5).
  - (ii) an Emergency Committee, to consist of the President, Vice-President, Treasurer, one (1) Executive Committee member, and the Club Manager who shall have the power to act in any emergency that may arise. Details of and action taken in that emergency shall be discussed at the next Executive Committee meeting to establish procedure, if possible, for any similar occurrence. A quorum for a meeting shall be three (3).
  - (i) a Disciplinary Committee, to consist of any six (6) Executive Committee members, including a chairperson appointed by the President or the Vice President in the absence of the President, who shall have the power to suspend or expel a member found guilty of misconduct or an offence under these Rules. A quorum for a meeting shall be five (5).
- (b) The Executive Committee shall have the power to establish other subcommittees, and co-opt or second a member or members to any subcommittee. A member so co-opted or seconded shall have voting rights.

## 29 -- ADJUNCTS

- (a) Subject to the approval of the Executive Committee, *Club* members may establish adjuncts for the purpose of organizing and administering a sporting, social, recreational or other interest activity. Such adjuncts shall be bound by the Rules and By-Laws of the *Club*.
- (b) The objectives, committee structure, proposed fees and funding methods, and operating rules are to be submitted through the Club Manager to the Executive Committee for approval.
- (c) Proper books of account are to be kept by adjuncts which record all receipts and payments. Adjuncts are to have a financial year ending 31 August and are required to produce annual financial statements in a format prescribed by the Treasurer. The Executive Committee shall, if necessary, require the annual financial statements and books of account to be audited.

- (d) All monies received by adjuncts shall be paid into a current bank account of the *Club*, or a sub account of that bank account if appropriate.
- (e) All goods, articles and equipment purchased by, or acquired by an adjunct are assets of the *Club*.
- (f) Adjuncts shall:
  - (i) have an Annual General Meeting as soon as practicable after the end of the financial year;
  - (ii) present an annual report and annual financial statements at the adjunct's Annual General Meeting and provide a copy to the Club Manager;
  - (iii) present a list of elected adjunct committee members to the Club Manager after each respective annual election;
  - (iv) ensure that members of adjuncts are members of the *Club* and maintain a current membership listing;
  - (v) be responsible for their visitors' observance of the Rules and By-Laws of the *Club* while on the *Club's* premises; and
  - (vi) purchase all liquor and food that is consumed in the *Club* through the *Club's* facilities.
- (g) Fundraising by and sponsorship of adjuncts shall require approval by the Executive Committee.
- (h) Adjuncts may be entitled to an annual grant of an amount determined from time to time by the Executive Committee.
- (i) Adjuncts may be entitled to a travel grant from time to time on application through the Club Manager and approval of the Executive Committee.
- (j) An adjunct may admit as a member any person under the minimum age as determined from time to time by the Sale & Supply of Alcohol Act 2012 for the purposes of participating in the activities of the adjunct and representing the *Club* in those activities. The Executive shall determine the terms of such membership from time to time.

### **30 -- SECTIONS**

- (a) The Executive Committee shall have the power to consider and recommend to a General Meeting the establishment, and disestablishment, of sections.

### 31 -- AUTHORISED CUSTOMERS

- (a) The President, Vice-President and Officers of the *Club* shall have the power to issue a Special Honorary member card for a term not exceeding one (1) month, to any person visiting the district, such card to entitle the holder to the same privileges as an Honorary member only. The application for the Special Honorary member card must be made through a member of the *Club*. The President, Vice-President and Officers of the *Club* shall also have the power to grant these privileges of the *Club* to visiting teams or individuals engaged in competition with members of the *Club*.
- (b) Any member may invite a visitor(s) to the *Club*. The visitor(s) shall sign the visitors' book or equivalent provided by the Executive Committee, enter their name and address therein on each occasion and be issued with a visitor's pass or equivalent. A visitor is required to carry their visitor's pass with them at all times while on the *Club's* premises. The member accompanying a visitor shall also sign the visitors' book or equivalent and will at all times be responsible for the conduct of the visitor. A visitor from an affiliated club must produce their membership card at reception and when making a purchase.
- (c) No person can be so introduced:
  - (i) who has within the previous twelve (12) months been rejected for membership by the Executive Committee, or five (5) years if rejected by the *Club* (Rule 10(f)), or who is a member serving a suspension; or
  - (ii) who is a prohibited person under the Sale & Supply of Alcohol Act 2012. or who has been expelled from any affiliated *club*; or
  - (iii) who has voluntary suspended themselves from the *Club*.
- (c) No visitor shall be sold or supplied liquor on the *Club's* premises unless the visitor is present on the invitation of a member and is in the company of a member. A visitor shall not remain after the member who has introduced them leaves the *Club's* premises.
- (d) An Authorised Visitor from an affiliated *club* must produce their card upon entering the *Club* and when making a purchase, guests of an Authorised Visitor must be signed in by the Authorised Visitor and may not remain after the Authorised Visitor has left the premises.
- (e) Guests of Authorised Customers (Members and Visitors from affiliated clubs) shall be bound by the Rules and By-Laws of the *Club*.
- (f) No visitor admitted under these Rules shall become a regular attendee or frequent visitor.
- (g) The Executive or Management may issue restricted visitors passes to the organisers of functions being held in the *Club*, limited to the duration of the function for the use of the participants in those activities. These visitors shall sign the visitor book and be issued with a visitor pass
- (h) Gaming machine pay-outs will only be made on the production of a current member's card or a visitor pass.

## 32 -- CONDUCT OF MEMBERS

- (a) Members are required to maintain a standard of behaviour while on the *Club's* premises, representing the *Club*, or on any other *Club* organised function, that is not detrimental to other members, does not contravene the laws of New Zealand, and ensures that membership of the *Club* is in no way brought into disrepute.
- (b) Members must carry their current financial *Club* membership card with them at all times when using the *Club's* premises. The card must be produced for identification on request by the Club Manager or an Officer of the *Club* or an Executive Committee member and handed over without debate if so requested.
- (c) Any member who either:
  - i. Sells raffles that have not been authorised by the *Club*; or
  - ii. Is found to be intoxicated or under the influence of non-prescriptive drugs; or
  - iii. Is found to use obscene language; or
  - iv. Conducts themselves in a disorderly manner; or
  - v. Refuses to vacate the *Club* premises when requested to do so by a person authorised by the *Club*; or
  - vi. Removes any article belonging to the *Club* or another member from the *Club's* premises; or
  - vii. Wilfully damages property belonging to the *club* or another members property while on the property of the *Club*; or
  - viii. Conducts or commits any other misdemeanour which is judged by the Executive Committee to bring the *Club* into disrepute; or
  - ix. Breaches the terms of hiring or rental of the *Club* property.

shall be liable to be suspended from all privileges attached to membership, or be expelled from the *Club*, or be subject to such other disciplinary action as determined by the Disciplinary Committee

- (d) A member of the *Club* knowingly introducing a disqualified person as a candidate for membership shall be liable to suspension and the Executive Committee shall have the right to declare void any nomination so obtained.
- (e) Any member who shall be convicted of any criminal offence, for which the offender is liable to imprisonment, may be liable to suspension or expulsion.
- (f) Any member against whom a prohibition order is made shall cease to be a member until the expiry or cancellation of the order.
- (g) No member shall canvas the *Club* with any subscription list or petition, or offer for sale, tickets or goods of any description without the consent of the Executive Committee or an Officer of the *Club*. Nothing herein contained shall apply to any requisition or petition to be presented to the Executive Committee.
- (h) No sectarian discussion shall be allowed on the *Club's* premises and any conversation or conduct that is likely to cause a breach of this rule, or disturb good order, shall be at once discontinued. Any member persisting in offending in such manner, after being cautioned by an Officer of the *Club* or an Executive Committee member, shall be liable to suspension.

- (i) Any person (including a *club* member) issued with a trespass notice by any licensed establishment shall not be permitted entry into the *club* at any time for the duration of the trespass order.
- (j) No member shall conduct themselves offensively to any other member or employee of the *Club*.
- (k) Ignorance of the *Club's* Rules and By-Laws cannot be accepted as a plea for the non-compliance with or infringement of any *Club* Rules or By-Laws.
- (l) Any member, if considering the conduct of any person(s) to be objectionable, shall be entitled to report the matter in writing to the Club Manager and be prepared to endorse the report to the Disciplinary Committee if necessary. The member shall receive written advice of the outcome of the report.
- (m) An Executive Committee member or an Officer of the *Club*, after making their identity, position and authority known, may caution any person(s) considered to be acting in a manner contrary to the *Club's* Rules or By-Laws including the continuance of good order, against such action; and/or summarily suspend any member(s) concerned from all *Club* privileges until a consideration of the matter by the Disciplinary Committee.
- (n) If any circumstances in the *Club's* activities should require consideration by the Disciplinary Committee, that Committee shall be convened within a reasonable time period after such circumstances by the Club Manager or President.
  - (i) Any member(s), whose alleged action(s) will be part of any consideration by the Disciplinary Committee, will receive written notice of the allegation(s) together with an invitation to address the Disciplinary Committee and/or to provide a written submission regarding such allegation(s) to the Disciplinary Committee. The member(s) shall receive written advice of the Disciplinary Committee's determination of the consideration.
  - (ii) Any penalty imposed by the Disciplinary Committee as part of its determination shall be effective from the time of the determination. In imposing the penalty, the Disciplinary Committee may give due regard to two (2) factors in any event of summary suspension:
    - (1) The privileges lost during the time of temporary suspension; and
    - (2) Any reluctance or refusal to promptly comply with the suspension directive.
  - (iii) A decision of the Disciplinary Committee is final and binding, except a member has a right of appeal in accordance with Rule 33.

### **33 -- APPEALS**

- (a) Any member being suspended or expelled and desiring to appeal must give notice in writing to the Club Manager within seven (7) days of the date of receiving notice of such suspension or expulsion stating the grounds for appealing.

- (b) Upon receipt of an appeal request the Club Manager or other Officer of the Club shall arrange the appointment of an Appeal Authority consisting of three (3) members who are considered to have a reasonable knowledge of the *Club's* Rules and By-Laws and its procedures and traditions, including membership privileges and responsibilities (such members being likely to be past Executive Committee members). A current Executive Committee member is not permitted to be a member of the Appeal Authority. The duty of the Appeal Authority shall be to hear and decide any appeal lodged by an affected member or members against any decision of the Disciplinary Committee entailing suspension or expulsion.
- (c) The Club Manager or other Office of the *Club* shall, within a reasonable time period, summon the members of the Appeal Authority who shall re-hear the case but shall not admit fresh evidence.
- (d) The decision of the Appeal Authority shall be final and binding.

### **34 – COMMON SEAL**

- (a) The *Club* shall have a common seal. The common seal shall be applied to legal documents and contracts that the Club enters into.
- (b) The seal shall be held at the registered office of the *Club*.
- (c) Any Two (2) of these officers of the club – President, Vice-President and Treasurer are authorised to apply the seal to such documents and contracts as necessary .

### **35 -- REVISION OF RULES**

- (a) Subject to the provisions of the Incorporated Societies Act 1908, the Rules of the *Club* may be altered, rescinded or added to by a motion adopted at any Annual or Special General Meeting. At least sixteen (16) days prior notice in writing shall be given of any such alteration, rescission or addition to the Rules by posting such notice on the *Club's* notice board and by email, and such notice shall detail the text of the proposed motion.
- (b) All questions relating to the interpretation of the *Club's* Rules or By-Laws, or any matter not provided for in these Rules, shall be decided by the Executive Committee.
- (c) No addition to or alterations of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/non-profit body status.<sup>4</sup>
- (d) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.<sup>5</sup>

### **36 -- DISPUTES**

- (a) Any dispute between a member, or person claiming through a member, or under these Rules or By-Laws, and the *Club* or any employee of the *Club* thereof, shall be decided by the Executive Committee and the decision so made shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court of

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<sup>4</sup> Amended SGM 18/06/2019 Rule 35 (c) added

<sup>5</sup> Amended SGM 18/06/2019 Rule 35 (d) added



### **37 – CELEBRATION OF LIFE (FUNERAL)**

- (a) Any Life Member, Foundation Life Member or member who has held Twenty Five (25) years continuous membership of *The Club* shall be entitled to a funeral service In the Function Room of *The Club* on any day of their choice between Monday and Friday free of charge. A fair period of time shall be allocated after the funeral service for a celebration of life, free of charge in an area designated by management.

### **38 -- DISSOLUTION**

- (a) The Club may be wound up in accordance with Section 24(1) of the Incorporated Societies Act 1908 and its amendments.
  - (b) In the event of winding up of *The Club* or dissolution by the Registrar, all net assets after payment of all costs, debts and liabilities shall be disposed of in accordance with the decision of the members' meeting deciding upon a dissolution, provided that no member of *The Club* at the dissolution shall personally be entitled to participate or benefit in any way in the distribution or such net assets.
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## BY LAWS OF THE UPPER HUTT COSMOPOLITAN CLUB INC AS OF 2016

The following By Laws have been adopted but do not form part of the rules and may be added to changed or deleted without reference to the registrar of Incorporated Societies.

These by laws are to be read in conjunction with the Club Rules and in Particular Rule 18 (e)

### ALCOHOL.

Only Alcohol purchased on the premises may be consumed therein, no alcohol is to be taken off the premises unless purchased through the off sales licence or otherwise approved by the Management or Executive.

### ANIMALS.

No animals are permitted on the premises without the permission of the management or Executive with the exception of Seeing Eye dogs or other approved medical purposed dogs accompanying a person.

### BUSINESS CARDS

No business cards or notices shall be posted on the Club premises, no person may use the Club address in any advertisement or conduct any business in the Club without the sanction of the Executive Committee.

### CHILDREN IN THE CLUB

Children less than 12 years of age; are allowed in the Club until 9pm or if they are attending a show or private function or dining with their family.

Youths 13-17 years: 10 pm again with the same provisos as for all children however youth of this age are permitted to use the Club's sporting facilities if under the supervision of a parent or guardian.

Persons under the age of 18 years old are not permitted in the Gaming Room, TAB Area, Smoking Area or any room where gambling games are in progress.

Any complaints about this issue must be referred to the Duty Manager in the first instance.

### COURTESY VANS

The Club courtesy vans are to be treated as being part of the Club premises for the purposes of the Club Rules and these By Laws.

### DRESS CODE

The following are unacceptable at all times

**Footwear:** Gumboots, Heavy Hobnailed or work boots, bare feet,

**Clothing:** Swim wear, bare tops, overalls, singlets, T Shirts with unacceptable messages on them, **Hats or Caps** (except for religious or cultural grounds, health reasons, or as part of entertainment arranged by the Club.

Clothing should be neat and tidy and modest at all times.

Members are expected to maintain an appropriate level of personal hygiene.

### **Prohibited after 7pm on any night**

Football socks, Football shorts

### FOOD.

Only food purchased on the premises may be consumed therein unless authorised by the Management or Executive.

No food is to be consumed in the Snooker room nor in the pool Table area members are deemed to have full knowledge of any rules either the Snooker or pool adjuncts have in place regarding game etiquette and other matters.

#### GENERAL

Any member removing any article or articles from the Club's premises without authority or willfully damaging any of the Club's property shall render themselves liable to expulsion or suspension of any length imposed by the Disciplinary Committee plus restitution for any damage or theft occurring  
Drunkenness, swearing, obscene language and other disorderly conduct shall not be tolerated on the Club premises and members persisting may after being cautioned by an Officer, Executive Member or a Duty Manager shall render themselves liable to suspension.

#### RAFFLES

Only raffles authorised by the Management or Executive are permitted on the premises.

#### SMOKING

Smoking is confined to the designated area(s), smoking is strictly prohibited in any area marked with a no-smoking sign.

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