

RUAHINE WHITE WATER CLUB CONSTITUTION

OPERATIVE PROVISIONS

1 Adoption of this Constitution

- 1.1 The Ruahine White Water Club was Incorporated as a Society in Ashhurst on 23 February 1976.
- 1.2 This constitution was adopted by way of amendment on [Date] to replace the Society's previous Constitution.

2 Definitions

- 2.1 In this constitution:
- (a) **Act** means the Incorporated Societies Act 2022 from the date of its commencement but pending that date means the Incorporated Societies Act 1908 and any regulations made under those statutes.
 - (b) **Annual general meeting** has the meaning given in cl 24.
 - (c) **Arm's-length terms** means terms between the Society and an officer or a member in relation to a transaction that:
 - (i) would be reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or
 - (ii) are less favourable to the officer or member than the terms referred to in cl 2.1(c)(i); and
 - (iii) do not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society.
 - (d) **Committee** means the officers of the Society acting as a board in accordance with this constitution.
 - (e) **General** meeting means either an annual general meeting or a special general meeting, as the case may be.
 - (f) **Member** means an individual or entity that has become a member of the Society, paid any subscriptions due and whose membership has not been terminated, in accordance with this constitution.
 - (g) **Notice** means any notice sent by post, courier or email to the most recent physical, postal or email address of the intended recipient that is known to the sender of the notice or, in the case of notices to the Society, to the Society's registered office.
 - (h) **Objects** means the objects of the Society provided for in cl 4 of this constitution.

- (i) **Officer** means an officer of the Society appointed pursuant to cl 11 of this constitution.

3 Name

3.1 The name of the Society is Ruahine White Water Club.

4 Objects

4.1 Subject to cl 4.2, the objects of the Society are:

- (a) To maintain and foster interest in all aspects of canoeing within Ashhurst and the surrounding regions.
- (b) To support and assist its Members to develop canoeing skills and knowledge.
- (c) To encourage participation, education and promotion of canoeing within the Ashhurst and surrounding regions.
- (d) To affiliate and co-operate with Whitewater NZ Incorporated and other organisations in order to further the objects in (a) to (c).

4.2 Notwithstanding cl 4.1:

- (a) the Objects cannot include furthering or attaining any objects outside New Zealand; and
- (b) no member of the Society may derive any personal pecuniary gain from membership of the Society.

5 Powers

5.1 Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter any transaction required to further or promote the Objects including, without limitation, to:

- (a) Enforce this constitution;
- (b) make regulations or policies to advance the attainment of any of the Objects;
- (c) do any act or thing incidental or conducive to the attainment of the Objects;
- (d) Determine, implement an enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties;
- (e) Consider and settle disputes between Members;
- (f) use such of its funds to pay the costs and expenses of furthering or carrying out the Objects;
- (g) employ one or more individuals on such terms approved by the Committee (subject to cl 5.4);

- (h) purchase, lease, hire or otherwise acquire, exchange and sell, lease or otherwise dispose of property, rights or privileges; and
 - (i) invest in any investment in which a trustee might invest (subject to Trusts Act 2019, s 30).
- 5.2 Notwithstanding cl 5.1, the Society cannot borrow or raise money (or provide any security to borrow or raised money) unless the incurring of the debt is approved by an ordinary resolution at a general meeting.
- 5.3 Regardless of any other provision in this constitution, the Society must not do any thing:
- (a) other than to further the Objects; or
 - (b) for the personal or individual financial gain of any member (except as provided for in cl 5.4).
- 5.4 The Society may provide financial benefits to a member or officer, or any associated person but only on arm's length terms and any payments made in respect of such transactions must be limited to:
- (a) a fair and reasonable reward for services performed;
 - (b) reimbursement of expenses properly incurred;
 - (c) usual professional, business or trade charges; and/or
 - (d) interest at no more than current commercial rates.

6 Membership

- 6.1 The classes of membership and the method by which members are admitted to different classes of membership are:
- (a) Individual member: An **Individual Member** is an individual or incorporated or unincorporated body admitted to membership under cl 7 and who or which has not ceased to be a member under any other clause.
 - (b) Family member: A **Family Member** is an individual admitted to membership under cl 7 and who or which has not ceased to be a member under any other clause who or which has no voting rights.
 - (c) Life member: A **Life Member** is a person honoured for meritorious services to the Society after recommendation by the Committee and election as a life member by resolution of a general meeting passed by a two-thirds majority of those present and voting. A Life Member has all the rights and privileges of an Individual Member and is subject to all the duties of an Individual Member except those of paying subscriptions and levies.
 - (d) Honorary member: An **Honorary Member** is a person honoured for services to the Society or an associated field elected as an Honorary Member by resolution of a general meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

- 6.2 Every member must advise the Secretary and/or Treasurer of any change of the member's address.
- 6.3 The Secretary and/or Treasurer must keep a register of members recording:
- (a) the name of each member;
 - (b) the last known contact details of each member;
 - (c) the date on which each person became a member; and
 - (d) all other information prescribed by the Act (if any).
- 6.4 The Secretary and/or Treasurer must update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 6.5 All members (including members of the Committee) must promote the interests and the objects of the Society and must do nothing to bring the Society into disrepute.
- 6.6 Copies of this constitution must be provided (at cost) to any member on request.

7 Admission of members

- 7.1 Applicants for membership as Individual Members or Family Members, must complete the application form provided by the Committee and supply such information as may be required by the Committee.
- 7.2 Membership application forms must provide a mechanism for the applicant for membership to confirm their consent to become a member of the Society, which may include:
- (a) a requirement for the applicant to sign the application form; or
 - (b) a requirement for the applicant to confirm by electronic means their consent to become a member of the Society.

- 7.3 Membership applications must be approved by the Committee.
- 7.4 Membership applications for individuals under the age of 13 years must be under the Family Membership and associated with a caregiver application.
- 7.5 The Committee has discretion whether or not to admit a membership applicant to membership and must advise the applicant of its decision within a reasonable time of the application being provided to the Secretary and/or Treasurer.

8 Subscriptions and levies

- 8.1 The annual subscription payable for different classes of membership for the following financial year will be set by the Committee and published on the Society website.
- 8.2 Any member failing to pay the annual subscription (or any instalment acceptable to the Committee) or any levy within one calendar month of the due date will have their membership suspended and (without being released from the obligation of payment) will have no membership rights and will not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Committee may determine, the member's membership will end and the member must cease to hold themselves out as a member of the Society, and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee.

9 Cessation of membership

- 9.1 Any member may resign from that member's class of membership by notice to the Secretary and the following terms will then apply:
- (a) the resignation will take effect from the date of the resignation notice;
 - (b) the member resigning remains liable to pay all subscriptions, levies and any other fees to the end of that financial year;
 - (c) the resigning member must cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee, from the date of their resignation.
- 9.2 The Committee may give a member notice terminating that member's membership if that member:
- (a) ceases to be qualified to be a member; or
 - (b) is convicted of a category 3 or 4 offence under the Criminal Procedure Act 2011 or an offence for which a convicted person may be imprisoned;
 - (c) is removed as a member by the Committee pursuant to the provisions of this constitution.
- 9.3 When a member's membership is terminated under cl 9.2:
- (a) the termination will take effect from the date specified in the termination notice;

- (b) the member remains liable to pay all subscriptions, levies and any other fees to the end of that financial year; and
- (c) the member must cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee from the date of the termination notice.

10 Re-admission of former members

- 10.1 Any former member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Committee.
- 10.2 However, if a former member's membership was terminated under cl 9.2 the applicant must not be re-admitted by the Committee without the prior approval of a general meeting.

11 The Committee

- 11.1 The Committee has all the powers necessary for managing, directing and supervising the management, operation and affairs of the Society, subject to the terms of this constitution.
- 11.2 The Committee shall consist of the following officers:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer; and
 - (e) Not less than six and not more than twelve other Committee members.
- 11.3 The officers must be elected annually as follows:
 - (a) nominations for Committee positions will be made at the annual general meeting.
 - (b) voting shall generally be conducted by voices or show of hands as determined by the chairperson of the meeting unless a secret ballot is called for by three or more members present.
 - (c) in the event of any vote being tied the tie must be resolved by the other members of the incoming Committee.

- 11.4 To qualify for appointment as an officer, a nominee must satisfy the qualifications for appointment as an officer of a Society in Incorporated Societies Act 2022, s 47.
- 11.5 All officers must be members of the Society or representatives of bodies corporate that are members of the Society except the Secretary and the Treasurer.
- 11.6 The Secretary and the Treasurer do not need to be members and may be the same person.
- 11.7 The Committee must include at least three officers and the majority of the Committee must be either members of the Society or representatives of body corporates that are members of the Society.
- 11.8 If, between annual general meetings, a vacancy arises in the position of President, Vice-President, Secretary or Treasurer or if the Committee fails to meet the requirements of cl 11.7 that vacancy or those vacancies must be filled by the Committee.
- 11.9 The officers appointed at each annual general meeting (or appointed subsequently pursuant to cl 11.8):
- (a) will hold office until the end of the first annual general meeting after their appointment; but
 - (b) they may seek re-appointment at that annual general meeting; provided that
 - (c) no officer may serve more than five consecutive terms as an officer.
- 11.10 Any officer may be removed as an officer by a resolution of a general meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

12 President and Vice-President

The Committee is responsible for generally overseeing and directing the affairs and business of the Society, under the leadership of the **President** (and, in the absence of the President, the **Vice-President**).

13 Secretary

- 13.1 The Secretary must record the minutes of all general meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was

duly called and will be deemed to be a true and correct record of what occurred at that meeting.

13.2 The Secretary must hold the Society's records, documents, and books.

13.3 The Secretary must deal with and answer correspondence and perform such other duties as directed by the Committee.

13.4 The Committee may in its discretion suspend or remove the Secretary from office.

13.5 Unless an alternative "contact person" is appointed by the Committee (for the purposes of the Incorporated Societies Act 2022), the Secretary will be the Society's "contact person".

14 Treasurer

14.1 The Treasurer must:

- (a) keep such books of account as may be necessary to provide a true record of the Society's financial position;
- (b) report on the Society's financial position to each Committee meeting; and
- (c) present an annual statement of accounts (income and expenditure account and balance sheet) to the annual general meeting.

15 Finances

15.1 The Committee must maintain bank accounts in the name of the Society. All withdrawals and payments must be approved by the Committee and two Society signatories (Administrator and Administrator/Authorisor) must approve the banking transactions.

15.2 All money received on account of the Society must be banked within five working days of receipt.

15.3 All accounts paid or for payment must be submitted to the Treasurer who must then present the accounts to the Committee for approval of payment.

15.4 The Society's financial year commence on 1 June of each year and end on 31 May in the following year.

15.5 The Treasurer will present the annual accounts for approval at the annual general meeting each year.

15.6 The annual general meeting each year **may** appoint an auditor to audit or review the annual accounts of the Society and provide a certificate of correctness of the same. Any such auditor/reviewer must be a member of Chartered Accountants Australia and

New Zealand and not a member of the Society, and if any such auditor is unable to act the Committee must appoint a replacement auditor.

16 Officer ceasing to hold office

- 16.1 A person ceases to be an officer if the person:
- (a) resigns in accordance with cl 16.2; or
 - (b) is removed from office in accordance with cl 11.10; or
 - (c) becomes disqualified from being an officer under Incorporated Societies Act 2022, s 47(3); or
 - (d) dies; or
 - (e) otherwise vacates office in accordance with this constitution.
- 16.2 An officer may resign by giving notice of resignation to the Secretary and/or the President and the notice of resignation will take effect when it is received by the Secretary and/or the President or at any later time specified in the notice.
- 16.3 Each officer must, within one calendar month of submitting a resignation or ceasing to hold office, deliver to that officer's successor or the Secretary all books, papers and other property of the Society possessed by such former officer requested by the Committee.
- 16.4 Despite vacating office as an officer, a person who has held office as an officer remains liable for acts and omissions and decisions made while that person was an officer.

17 Management by the Committee and subcommittees

- 17.1 From the end of each annual general meeting until the end of the next, the Society must be administered, managed and controlled by the Committee.
- 17.2 Subject to this constitution and the resolution of any general meeting, the Committee may exercise all the Society's powers, other than those required by statute or by this constitution to be exercised by the Society in general meeting.
- 17.3 The Committee must meet at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary.
- 17.4 All Committee meetings must be chaired by the President, or in the President's absence by the Vice-President, or in the absence of both of them by another officer

elected for the purpose by the meeting, and any such chairperson has a deliberative and casting vote.

17.5 The Committee may co-opt any person to the Committee for a specific purpose, or for a limited period, or generally until the next annual general meeting.

17.6 The quorum for Committee meetings is at least half the number of the officers.

17.7 Only officers elected or appointed under cl 11 who are present in person or by telephone or video link may be counted in the quorum and entitled to vote at a meeting of the Committee.

17.8 The Committee may act by:

- (a) a written resolution (which may be in physical or electronic form; or
- (b) a resolution approved verbally in the course of a meeting, telephone conference call or video conference;

approved by not less than two-thirds of the officers or members of the subcommittee (as the case may be).

17.9 The Committee from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society's activities, but no such regulations, bylaws and policies can be inconsistent with this constitution or the Act. This constitution, and such regulations, bylaws and policies, must be available at all reasonable times for inspection by members, and copies must be provided (at cost, if required by the Committee) to any member on request.

17.10 Other than as prescribed by the Act or this constitution, the Committee may regulate its proceedings as it thinks fit.

17.11 Members of the Committee are entitled to be reimbursed by the society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Committee.

17.12 Subject to the Act, this constitution and the resolutions of general meetings, the decisions of the Committee on the interpretation of this constitution and all matters

dealt with by the Committee in accordance with this constitution shall be final and binding on all members.

17.13 The Committee may employ any person or company to administer or manage the affairs of the Society.

18 Indemnity for Committee

18.1 No officer will be liable for the acts or defaults of any other officer or any loss occasioned by those acts or defaults, unless occasioned by their dishonesty, wilful misconduct or gross negligence.

18.2 The officers must be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their dishonesty, wilful misconduct or gross negligence.

19 Registered office

19.1 The registered office of the Society must be at such place as the Committee from time to time determines.

20 Execution of documents

20.1 The common seal of the Society must be retained by the Secretary.

20.2 Documents must be executed for the Society under a resolution of the Committee:

- (a) by affixing the common seal witnessed by the President or Vice-President and countersigned by another officer; or
- (b) where the document is not required by statute to be executed under common seal, by the President or Vice-President and another officer signing on behalf of the Society.

21 Amending the constitution

21.1 This constitution may be amended or replaced by resolution of any general meeting passed by a two-thirds majority of those members present and entitled to vote, provided that no amendment may be made which would:

- (a) alter the exclusively charitable nature or tax-exempt status of the Society; or
- (b) disqualify the Society from maintaining its registration as a Society under the Act.

21.2 Any proposed motion to amend or replace this constitution must be signed by at least two members and given in writing to the Secretary at least fourteen clear days before the general meeting at which the motion is to be considered, accompanied by a written explanation of the reasons for the proposal.

21.3 At least seven clear days before the general meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to

members of the proposed motion, of the reasons for the proposal and of any recommendations from the Committee in respect of that notice.

21.4 Subject to cl 21.1, the Committee may amend this constitution if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations.

21.5 An amendment made pursuant to cl 21.4 is only valid if the Committee sends notice of the amendment to every member of the Society stating:

- (a) the text of the amendment; and
- (b) the right of the member to object to the amendment; and

the Committee receives no objection from any member within 20 working days after the date on which the notice was sent.

22 Dispute Resolution

22.1 If any dispute arises between:

- (a) two or more members; or
- (b) one or more officers and the Society; or
- (c) one or more members or officers and the Society; and

the dispute relates to an allegation that:

- (d) a member or an officer has engaged in misconduct; or
- (e) a member or an officer has breached, or is likely to breach, a duty under this constitution or the Act;
- (f) the Society has breached, or is likely to breach, a duty under this constitution or the Act;
- (g) a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged;

then any party involved with the dispute may make a complaint to the committee and the procedures contained in the Incorporated Societies Act 2022, sch 2, cls 2 to 8 (inclusive) shall be deemed to be included in this constitution and shall apply to the resolution of the dispute.

22.2 The Committee shall be responsible for managing the dispute resolution process provided that:

- (a) If the complaint relates to one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making;

- (b) If the complaint is made by one or more officers, that officer or those officers must be excluded from the Committee's management of the dispute resolution process and decision making; and
- (c) If the Committee is unable to proceed because it will not have a quorum of officers to conduct the dispute resolution process as a consequence of cl 22.2(a), the Committee must appoint an individual who is not a member to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in cl 22.1, the Committee or the independent person appointed pursuant to cl 22.2(b), (the **decision maker**) may:

- (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (e) In the case of a complaint against a member, suspend the member's membership for a defined period or terminate the member's membership; or
- (f) In the case of a complaint against an officer, remove the officer from their role as an officer (and, if the officer is also a member, the penalties in cl 22.2(e) could also be applied).

23 General meetings

23.1 The Society's annual general meeting must be held

- (a) not later than 6 months after the balance date of the society; and
- (b) not later than 15 months after the previous annual general meeting.

23.2 Special general meetings may be called by the Committee or by written requisition to the Secretary signed by not less than a quarter of the Individual, Family and Life Members.

23.3 At least seven clear days before any general meeting, the Secretary must post to all members notice of the business to be conducted at the meeting.

23.4 Any irregularity in the manner of calling a general meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such members agree to the waiver but in any event the failure for

any reason of any member to receive notice of a general meeting does not invalidate the meeting or its proceedings.

23.5 General meetings may be attended by all members of whatever class of membership, but only Individual, Family and Life Members are entitled to vote.

23.6 An Individual, Family or Life Member is entitled to vote by written proxy in favour of another member present at the meeting, but no other proxy voting is permitted.

23.7 The quorum for general meetings is 25% of members entitled to vote pursuant to cl 23.6 present in person, by electronic means or by proxy.

23.8 All general meetings must be chaired by the President or, in the President's absence, by the Vice-President or, in the absence of both of them, by some other officer elected for the purpose by the members at the general meeting, and any such chairperson has a deliberative and casting vote.

23.9 Voting at general meetings must be exercised as follows:

- (a) voting must be by voices, by show of hands or, on demand of the chairperson or of any member present, by secret ballot, and on each case each member entitled to vote is entitled to one vote;
- (b) unless otherwise required by this constitution, all questions must be determined by a simple majority of those present and entitled to vote;
- (c) to determine any issue already lawfully before a general meeting (including any election or amendment to this constitution) the meeting may resolve to hold a postal ballot in accordance with the following process:
 - (i) only members with voting rights may vote in any postal ballot;
 - (ii) the resolution to hold a postal ballot must set a closing date and time for ballots to be received by the Secretary, but the closing date must be no earlier than a fortnight after the date ballot papers are sent out to members (excluding the date of posting);
 - (iii) in respect of any motion to amend this constitution by postal ballot, the motion must be accompanied by reasons and recommendations from the Committee, and such motion must be passed by a two-thirds majority of those voting;
 - (iv) voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery or email or other electronic means;
 - (v) the Secretary must declare the result of the postal ballot; and
 - (vi) the result of any postal ballot will be as effective and binding on members as a resolution passed at a general meeting.

- 23.10A resolution passed by the required majority at any general meeting or by postal ballot binds all members, irrespective of whether they were present at the general meeting where the resolution was adopted or whether they voted.
- 23.11 The Secretary must keep minutes of each general meeting. If the Secretary is not present at a general meeting, the President must appoint another officer to keep minutes of the meeting.

24 Annual general meeting

- 24.1 The notice (**Notice**) for an annual general meeting can be by any such means as the Committee may determine.
- 24.2 The business of the annual general meeting is:
- (a) approving the minutes of the previous general meeting;
 - (b) approving the financial statements;
 - (c) election of officers;
 - (d) voting on subscription amount changes for the next financial year (if any);
 - (e) voting on any motions; and
 - (f) general business.
- 24.3 Any member wishing to give notice of any motion for consideration at the annual general meeting must forward written notice of the motion to the Secretary not less than fourteen clear days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to members in respect of those notices.

25 Winding up

- 25.1 The Society may be put into liquidation if the Society, at a general meeting of its members, passes a resolution appointing a liquidator and nominating a not-for-profit entity with purposes similar to the Objects to receive the Society's surplus assets, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 25.2 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to the not-for-profit entity selected by the members pursuant to cl 25.1.