

Southland Motorcycle Club Incorporated

The Society

1.0 Name

- 1.1 The name of the society is Southland Motorcycle Club Incorporated ("the Society" or "the Club").
- 1.2 The Society is constituted by resolution dated 30 September 1927.

2.0 Registered Office

- 2.1 The Registered Office of the Society is 29 Pit Road, Otatara, Invercargill.

3.0 Purposes of Society

- 3.1 The purposes of the Society are to:

- 3.1.a To promote a social club composed in whole or in part of motorcycle riders and others interested in motorcycling.
- 3.1.b From time to time, to organise and conduct events for members and associates. These events may be of a competitive or a social nature and will be consistent with these rules and those of any national controlling body including statute law. These events may have prizes and / or prize money awarded.
- 3.1.b.i To facilitate organising events, the committee may appoint an event organising committee. *(An example of this is the Burt Munro Challenge Committee).*
 - 3.1.b.i.a Any such event organising committee will report to the Club via the Monthly General Meetings as well as the Annual General Meeting.
 - 3.1.b.i.b Such a committee may operate a separate bank account. There will be at least three and not more than five event committee members at any time who will have the authority to operate this bank account. These signatories will be approved by the club management committee.
- 3.1.c To co-operate with other motorcycle clubs and motoring organisations in New Zealand or elsewhere, in the furtherance of all matters consistent with this Club and to foster and encourage a spirit of co-operation and understanding between all such organisations and the public in general.
(An example of this would be the Southern Series Moto-X event).
- 3.1.d Generally, to maintain a social club devoted to motorcycling.
- 3.1.e For the furtherance of the above objects, the following provisions shall apply:
 - 3.1.e.i The Club shall be essentially a member's club.
 - 3.1.e.ii The Club shall be conducted independently of any personal interests.

3.1.e.iii -No member shall receive any profit or emolument from the Club other than: as a salary, or an honorarium to any officer of this Club, or for services rendered or goods supplied at the request of the Club committee.

3.1.f The Club may have suitable headquarters or rooms in Invercargill or elsewhere for the use of its members.

3.1.g The Club may appoint representatives in any parts of Southland or elsewhere with powers and duties as defined by the Club committee.

3.1.h The Club may purchase, take on lease, or otherwise acquire upon such terms as it may think fit, any real and personal property and any rights and privileges either necessary or convenient for the purpose of the Club and may erect, maintain, improve or alter any buildings, premises, erections or works as it may.

3.1.i The Club may borrow or raise money upon mortgage of any real or personal property of the Club, or upon debentures, bonds or other obligations or securities of the Club or otherwise.

3.1.j The Club may invest and deal with the funds of the Club upon such securities and in such a manner and upon such items and conditions as the Club may think fit.

3.1.k The Club may sell, lease, exchange, mortgage or otherwise deal with all or any of the real and personal property of the Club.

3.1.l The Club may make grants or subsidies in favour of deserving objects whether the same are similar to the objects of the Club, or not.

3.1.m The Club may delegate a portion of the work of the Club and pay a portion of the income of the Club to any body formed for the advancement of any branch of motorcycling and may appoint representatives on any such body.

3.1.n The Club by resolution of the committee, may affiliate or amalgamate with any kindred club, association or union having as one of its objects the advancement or control of motorcycling in New Zealand or elsewhere and the committee shall have the power to terminate or sever such affiliations or amalgamation and adopt such other course relative thereto as it may think fit.

3.1.o Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

Society Membership

4.0 Types of Members

4.1 Membership may comprise different classes of membership as decided by the Society and may include:

4.1.a General Members: these members may be defined as:

4.1.a.i Senior Members (Seventeen years of age and over, at the time of membership application) Shall have full voting rights and may be considered for election as an officer or committee member.

4.1.a.ii Junior Members (Up to Seventeen years of age, at the time of membership application) Shall have no voting rights and will not be considered for election as an officer or committee member, as per Incorporated Societies Act 2016

One parent or legal guardian of a junior member as above, may have speaking rights at society meetings, including Annual and Special General Meetings. This person will have no voting rights unless they hold a current senior society membership.

4.1.a.iii Day Members shall have no voting rights and be ineligible for election as an officer or as a committee member. This form of membership is for someone wishing to compete on a 'Day License' as issued by Motorcycling New Zealand or similar national bodies.

4.1.a.iv Social Members shall have no voting rights and be ineligible for election as an officer or as a committee member.

4.1.b Honorary Members:

These members are elected by the committee for a length of time as the committee thinks appropriate. Such members are exempted from payment of subscriptions and shall not be entitled to vote at any meeting of the Club but may hold office in the Club.

4.1.c Life Members: A member may be granted life membership upon a successful motion at the Club Annual General Meeting. Life Members are exempted from payment of subscriptions and are entitled to vote and hold office or be a committee member in the Club.

4.2 Members have the rights and responsibilities set out in these Rules.

4.3 Annual subscription fees shall be set at the Annual General Meeting and shall cover the period following the current period. The subscription period is the same as the fiscal year as per rule (17.1).

4.4 Subscription fees discounts and concessions: subscriptions may be,

4.4.a Adjusted to give a family / group concession, and or,

4.4.b Reduced for a member(s) who applies to join part way through the year.

4.4.c This rule will be voted upon at each Annual General Meeting. This vote will be to:

4.4.c.i Decide if the rule is brought into force and if so,

4.4.c.ii To determine from when, reduced subscription fees will be charged and,

4.4.c.iii To set the percentage or value of reduction given.

4.5 Members rights including voting rights, expire at the end of the financial year for which subscription fees have been paid.

4.6 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

5.0 Admission of Members

5.1 To become a member, a person ("the Applicant") must:

- 5.1.a** Complete the written prescribed Annual Membership Application Form, or complete the online form as is to be found on the society website, or apply via an approved 3rd party platform (for example, the Sporty App) and
 - 5.1.b** Supply any other information the Committee reasonably requires, and
 - 5.1.c** Pay the applicable subscription fee.
- 5.2** The Committee (or a person appointed by the committee to enlist members) shall have complete discretion when it decides whether to allow the Applicant to become a Member. The Committee shall advise the Applicant if the membership application is rejected.

6.0 The Register of Members

- 6.1** The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 6.2** If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.
- 6.3** Each Member shall provide such other details as the Committee reasonably requires.

7.0 Cessation of Membership

- 7.1** Any Member may resign by giving written notice to the Secretary.
- 7.2** Membership may be terminated in the following way:
 - 7.2.a** If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - 7.2.a.i** Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
 - 7.2.a.ii** State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - 7.2.a.iii** State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - 7.2.a.iv** State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
 - 7.2.b** Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

- 7.2.c** If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 31 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 7.2.d** When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- 7.2.e** The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

MANAGEMENT OF THE SOCIETY

8.0 Managing Committee

8.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

8.1.a Office Bearers:

- 8.1.a.i** The Chair/President,
- 8.1.a.ii** The Vice President,
- 8.1.a.iii** The Immediate Past President, if applicable, as per rule (8.6),
- 8.1.a.iv** The Secretary,
- 8.1.a.v** The Treasurer,
- 8.1.a.vi** The Club Captain and

8.1.b Such other Members as the Society shall decide, up to a maximum of twelve, and may include:

- 8.1.b.i** Road Race representative
- 8.1.b.ii** Junior Road Race Representative
- 8.1.b.iii** Motor-X Representative
- 8.1.b.iv** Junior & Mini Motor-X Representative
- 8.1.b.v** Cross County Representative
- 8.1.b.vi** Speedway Representative
- 8.1.b.vii** ATV Representative

8.2 Only Members of the Society may be Committee Members and must comply with rule (4.1).

8.3 The Committee may co-opt additional members to assist them with the operations of the society.

8.4 There shall be a minimum of four Committee Members, in addition to the President, Vice President Secretary and Treasurer.

8.5 A quorum of six members is required for any meeting of the society.

8.6 The person who retires from the position of President at any annual general meeting shall, if willing to act, be automatically appointed to the position of Immediate Past President and

shall be a member of the Club committee until the following annual general meeting when the office of Immediate Past President shall lapse until the next retiring President becomes eligible for such office.

9.0 Appointment of Office Bearers and Committee Members

9.1 At a Society Annual General Meeting, the Members may decide by majority vote:

- 9.1.a** Who shall be the Office Bearers i.e., Chair/President, Vice President, Secretary, Treasurer and Club Captain,
- 9.1.b** Who shall be the other committee members.

10.0 Cessation of Committee Membership

10.1 Persons cease to be Committee Members when:

- 10.1.a** They resign by giving written notice to the Committee.
- 10.1.b** They are removed by majority vote of the Society at a Society Meeting.
- 10.1.c** Their Term expires, that is, when their replacement is elected at the subsequent Annual or Special General Meeting.
- 10.1.d** Their death or other significant health event.

10.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

11.0 Nomination of Committee Members

11.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. However, should insufficient nominations be received, nominations may be accepted from the floor at the meeting in question. All retiring members of the Committee shall be eligible for re-election

11.2 The President must be selected from members of the outgoing committee or have served as President within the past five years or served on the committee within the past five years. In the event that no such nominations are received, open nominations will be accepted.

11.3 If the position of any Office Bearer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

11.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

11.5 If any Office Bearer and / or Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

12.0 Role of the Committee

12.1.a Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- 12.1.a.i** Administer, manage, and control the Society,
- 12.1.a.ii** Carry out the purposes of the Society, and Use Money or Other Assets to do that,
- 12.1.a.iii** Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings,
- 12.1.a.iv** Set accounting policies in line with generally accepted accounting practice,
- 12.1.a.v** Delegate responsibility and co-opt members where necessary,
- 12.1.a.vi** Ensure that all Members follow the Rules,
- 12.1.a.vii** Decide the times and dates for Meetings, and set the agenda for Meetings,
- 12.1.a.viii** Decide the procedures for dealing with complaints,
- 12.1.a.ix** Make regulations / bylaws.

12.1.b The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

12.1.c All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

12.2 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

12.3 In the event of a 'Force Majeure' occurring, the committee shall act in good faith for what is best for the society. An example of this; the Covid-19 lockdown that was announced 40 minutes before the 2021 AGM was to commence.

13.0 Roles of Committee Members

13.1.a The Chair/President is responsible for:

- 13.1.a.i** Ensuring that the Rules are followed,
- 13.1.a.ii** Convening Meetings and establishing whether or not a quorum is present,
- 13.1.a.iii** Chairing Meetings, deciding who may speak and when,
- 13.1.a.iv** Overseeing the operation of the Society,
- 13.1.a.v** Providing a report on the operations of the Society at each Annual General Meeting.

13.1.b The Secretary is responsible for:

- 13.1.b.i** Recording the minutes of Meetings,
- 13.1.b.ii** Keeping the Register of Members,
- 13.1.b.iii** Holding the Society's records, documents, and books except those required for the Treasurer's function,
- 13.1.b.iv** Receiving and replying to correspondence as required by the Committee,

13.1.b.v Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting,

13.1.b.vi Advising the Registrar of Incorporated Societies of any rule changes,

13.1.c The Treasurer is responsible for:

13.1.c.i Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained,

13.1.c.ii Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 18.0),

13.1.c.iii Providing a financial report at each Annual General Meeting,

13.1.c.iv Providing financial information to the Committee as the Committee determines.

13.1.d The Club Captain is responsible for:

13.1.d.i Acting as intermediary between any aggrieved parties in an attempt, to affect a mutually respectful agreement.

13.1.d.ii To act as committee spokesperson should the committee wish to communicate an informal message to a member in order to pre-empt an escalation of a matter.

13.2 Committee Meetings (Monthly General Meetings)

13.2.a Committee meetings may be held in person or via video or telephone conference, or other formats as the Committee may decide.

13.2.b No Committee Meeting may be held unless a quorum is present. (Refer rule 8.5).

13.2.c The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting.

13.2.d Decisions of the Committee shall be by majority vote.

13.2.e The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.

13.2.f Only Committee Members present at a Committee Meeting may vote at that Committee Meeting. There will be no voting by proxy.

13.2.g The Chair/President or his nominee shall adjourn the meeting if necessary. (Refer to 'Conduct of Meetings Section').

14.0 Branches i.e. Oreti Park Speedway

14.1 The Society may establish Branches at any place or places it may think fit within or beyond the district of Southland under such name or names as may be determined by the committee. Establishment of such a branch may only proceed following a successful majority vote at a Society Annual General Meeting.

14.2 Such a branch may choose to be independently incorporated.

14.3 The affairs of the Branch shall be conducted by a Branch committee.

- 14.4** The Branch committee will receive subscriptions from Branch members and transmit to the Society committee an affiliation fee as agreed from time to time by the Society committee and the Branch committee.
- 14.5** Subject to the foregoing provisions, the Branch committee shall have the entire control of the funds and property of the Branch and the management of its affairs and shall be responsible for the debts and other obligations of the Branch.
- 14.6** The branch committee may create and enact rules as necessary for the running of the branch so long as such rules are not in contradiction to the aims of the society.
- 14.7** The members of each Branch shall be entitled to all the rights and privilege of members of the Society including the right to vote on all matters except the election of officers or committee members.
- 14.8** Rule (4) will apply to members of the branch however rule (4.1.a) (*definition of memberships, i.e., maximum age of juniors*) age may be modified to suit the branch requirements.
- 14.9** Rule (4.4) (*reduction in subs for a part year period*) may or may not be enacted as the branch committee sees fit.
- 14.10** In the event of the Branch being wound up, Branch assets would be transmitted to the Society.
- 14.11** Composition and Election of a Branch Committee
- 14.11.a** The Branch Committee shall be elected by branch members at the branch AGM and is to consist of at least:
- 14.11.a.i** President
 - 14.11.a.ii** Vice President
 - 14.11.a.iii** Secretary
 - 14.11.a.iv** Treasurer
 - 14.11.a.v** Plus such other members of committee as the branch requires.

Money and other assets of the society

15.0 Use of Money and Other Assets

- 15.1** The Society may only Use Money and Other Assets if:
- 15.1.a** It is for a purpose of the Society.
 - 15.1.b** It is not for the sole personal or individual benefit of any Member; and
 - 15.1.c** That Use has been approved by either the Committee or by majority vote of the Society.
- 15.2** As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:
- 15.2.a** Receiving reimbursement of actual and reasonable expenses incurred, or
 - 15.2.b** Entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

15.3 The society shall operate a bank account that requires the authority of two committee members who have been appointed at the annual general meeting. There will be at least three and not more than five members at any time who will have the authority to operate this bank account. The President and Treasurer will be two of these appointed members.

15.3.a Any branch will operate a separate bank account and abide by the above rules, (15.1 and 15.2).

16.0 Additional Powers

16.1 The Society may:

16.1.a Employ people for the purposes of the Society,

16.1.b Exercise any power a trustee might exercise,

16.1.c Invest in any investment that a trustee might invest in,

16.1.d Borrow money and provide security for that, if authorised by Majority vote at any Society Meeting.

17.0 Financial Year

17.1 The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year. This may be amended by a majority vote at the Annual General Meeting if deemed necessary by the committee. The subscription period for members shall be concurrent with the financial year.

17.2 Any Branch that is established may operate a different financial year if necessary. i.e. Oreti Park Speedway may choose to synchronize their financial year with Speedway NZ Inc.

18.0 Assurance on the Financial Statements

18.1 An audit may be undertaken at the discretion of the committee. However, an audit can be requested by a successful majority vote at either, an Annual General Meeting or a Special General Meeting.

18.2 Should an audit be required, the Committee shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of 'Chartered Accountants Australia and New Zealand', and must not be a member of the Committee, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement. The Committee is responsible to provide the auditor with:

18.2.a Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.

18.2.b Additional information that the auditor may request from the Committee for the purpose of the audit; and

18.2.c Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

Conduct of meetings

19.0 Society Meetings

- 19.1** A Society Meeting is either an Annual General Meeting or a Special General Meeting or a monthly general meeting.
- 19.2** The Annual General Meeting shall be held once every year no later than two months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 19.3** Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 19.4** The Secretary shall:
- 19.4.a** Give all Members either:
 - 19.4.a.i** At least 14 days Written Notice of the business to be conducted and call for members to submit any 'Members Motions' and seek nominations for Officials, at the Special General or Annual General Meeting, and / or
 - 19.4.a.ii** Publish a Notice of the business to be conducted and call for members to submit any 'Members Motions' and seek nominations for Officials, at the Special General or Annual General Meeting, at least once, prior to the meeting, in any newspaper circulating in Invercargill, and / or
 - 19.4.a.iii** Post a Notice of the business to be conducted and call for members to submit any 'Members Motions' and seek nominations for Officials, at the Special General or Annual General Meeting on the Club's current website and / or social media platform.
 - 19.4.a.iv** The above rules (19.4.a.i & ii & iii) do not apply for regular society monthly meetings.
 - 19.4.b** Additionally, the Secretary will provide, where appropriate:
 - 19.4.b.i** A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee.
 - 19.4.b.ii** A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
 - 19.4.b.iii** Notice of any motions and the Committee's recommendations about those motions.
 - 19.4.b.iv** If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 19.5** All Members may attend and those who are eligible, may vote at society Meetings.
- 19.6** All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

- 19.7** On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:
- 19.7.a** Voices,
 - 19.7.b** Show of hands; or
 - 19.7.c** Secret ballot.
 - 19.7.d** However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, the Chair will ask for a show of hands that will enact a secret ballot upon the majority voting in favour of such. If a secret ballot result is tied, the Chair/President will have a casting, that is, second vote.
 - 19.7.e** Should a secret ballot need to be conducted, three scrutineers shall be elected from members present, by majority vote.
- 19.8** The business of an Annual General Meeting shall be:
- 19.8.a** Receiving any minutes of the previous Society's Meeting(s).
 - 19.8.b** The Chair/President's report on the business of the Society.
 - 19.8.c** The Treasurer's report on the finances of the Society, and the Annual Financial Statements.
 - 19.8.d** Various reports from other committee members / officers.
 - 19.8.e** Election of Committee Members.
 - 19.8.f** Appointment of club auditor, if required.
 - 19.8.g** Setting of annual subscription fees for the year following the current year.
 - 19.8.h** Setting of Branch affiliation fees,
 - 19.8.i** Appointment of bank account signatories.
 - 19.8.j** Motions to be considered.
 - 19.8.k** Late General Business, will be accepted at the discretion of the Chair.
- 19.9** The Chair/President or his nominee shall adjourn the meeting if necessary.
- 19.9.a** If within half an hour after the time appointed for a meeting, a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting, a quorum is not present, the meeting shall be dissolved without further adjournments.
 - 19.9.b** The Chair/President may, with the consent of those present at a Society Meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

20.0 Motions at Society Meetings

- 20.1** Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice or an email to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information").
- 20.2** The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

- 20.3** The Chair may take motions from the floor at the chair's discretion.

Common seal

21.0 Common seal

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

Altering the rules

22.0 Altering the Rules

- 22.1** The Society may alter or replace these Rules at an Annual or Special General Meeting by a resolution passed by a two-thirds majority of those Members present and eligible to vote.
- 22.2** No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals.
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.
- 22.3** Any proposed motion to amend or replace these Rules shall be given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal, if provided by the nominator.
- 22.4** At least 14 days before the Annual or Special General Meeting at which any Rule change is to be considered, the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and if desired, any recommendations the Committee has.
- 22.5** When a Rule change is approved by a Special or Annual General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

23.0 Bylaws to govern the Society

- 23.1** The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up

24.0 Winding up

24.1 If the Society is wound up:

24.1.a The Society's debts, costs and liabilities shall be paid.

24.1.b Surplus Money and Other Assets of the Society may be disposed of:

24.1.b.i By resolution; or

24.1.b.ii According to the provisions in the Incorporated Societies Act 1908; but:

24.1.c No distribution may be made to any Member. Refer to Rule 22.2.

24.1.d The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act] some other organisation or body within Southland New Zealand, having similar objectives to the Club.

Definitions

25.0 Definitions and Miscellaneous matters

25.1 In these Rules:

25.1.a "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

25.1.b "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.

25.1.c "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

25.1.d "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

25.1.e "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

25.1.f It is assumed that:

25.1.f.i Where a masculine is used, the feminine is included.

25.1.f.ii Where the singular is used, plural forms of the noun are also inferred.

25.1.f.iii Headings are a matter of reference and not a part of the rules.

25.1.g Matters not covered in these rules shall be decided upon by the Committee.

Certified as true and correct by the undersigned:

Vice President: _____



William Moffat

28 August 2023

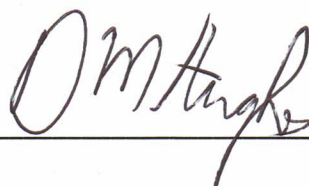
Secretary: _____



Vanessa Adcock

28 August 2023

Treasurer: _____



DM (Joe) Hughes

28 August 2023