



CONSTITUTION

OF

The Wanganui Cosmopolitan Club (Incorporated)

Incorporating the Wanganui Returned and Services Association
(Incorporated) and
The Wanganui Cosmopolitan Club (Incorporated)



The Wanganui Cosmopolitan Club (Inc) Rules
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CONSTITUTION

Adopted on the 2nd day of December 2018 setting forth the Rules of The Wanganui Cosmopolitan Club
Incorporated.

NAME

1. The registered name of the Club shall be THE WANGANUI COSMOPOLITAN CLUB (INCORPORATED). Herein after referred to as 'the Club'. The trading name of the Club shall be Club Metro working under the Charter of The Wanganui Cosmopolitan Club, as agreed in a signed Memorandum of Understanding Agreement between the Wanganui Returned and Services Association Inc and The Wanganui Cosmopolitan Club Inc dated 23 August 2018.

REGISTERED OFFICE

2. The registered office of the Club shall be 13 Ridgway Street, Wanganui, or at such other place as may be fixed by the Management Board, herein after referred to as "the Board".

DESCRIPTION

3. The Club is a Society in terms of Section 4 of the Incorporated Societies Act 1908 and its amendments registered under the Act.

The Club is (a) non-sectarian and (b) non-party political in that it does not, except by the submission of questions and the publication of the answers thereto, influence or seek to influence the views of its members regarding any candidate for public office or any political or municipal party.

INTERPRETATION

4. In these rules:
 - I. The term "financial member" shall mean any Member of the Club whose current subscriptions or dues are paid in accordance with these rules.
 - II. The term "Board" shall mean the Management Board as set out in rule 22
 - III. Where not otherwise qualified the term "Committee" shall mean the Social & Events Committee as set out in rule 26
 - IV. Words denoting the masculine gender shall be deemed to include the feminine gender.
 - V. Words denoting the singular shall also be deemed to include the plural.
 - VI. The term Real Estate shall mean all land and buildings owned by the Club.

OBJECTS

5. The objects for which the Club is established are:
 - I. To conduct, administer and maintain a Charter Club for its members and for such persons as are authorised from time to time in accordance with the term of any chartered granted to the Club.

- II. To provide amenities and cultural activities and promote sports and generally provide an atmosphere where the members may meet and enjoy fellowship with one another.

OBLIGATION OF MEMBERS

6. Every Club member shall be bound by the Constitution, Regulations and By-Laws of the Club

PECUNIARY GAIN

7.
 - I. No member shall derive any pecuniary gain from the operations or property of the Club, except as permitted by section 5 of the Incorporated Societies Act 1908. Exceptions include:
 - i. any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Club;
 - ii. the Club may pay reasonable remuneration to any Officer or servant of the Club (whether a member or not) in return for services actually rendered to the Club;
 - iii. any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Club;
 - iv. any member may retain any remuneration properly payable to that member by any company or undertaking with which the Club may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Club.
 - II. The Board, in determining all reimbursements, remuneration and charges payable in the terms of this clause, shall ensure that the restrictions imposed by the following clause 8 are strictly observed.

RESTRICTIONS ON BENEFITS TO AND INFLUENCE BY INTERESTED PERSONS

8.
 - I. Notwithstanding anything contained or implied in these Rules, any person who is:
 - (i) an Officer, Secretary or member of the Club; or
 - (ii) a shareholder or director of any company carrying on any business of the Club; or
 - (iii) an associated person (as defined by the Income Tax Act 2004) of any such Officer, Secretary, member, settlor, trustee, shareholder or director.

Shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.
 - II. A person who in the course of and as part of the carrying on of his or her business of a

professional public practice shall not, by reason only of his or her rendering professional services to the Club—or to any company by which any business of the Club is carried on, be in breach of the terms of this rule.

POWERS

9. For the due attainment of its objects the Club shall have the following powers:
- I. To affiliate with or accept affiliation from any society, body or association having similar objects, or to join, or cooperate with, or subscribe to or accept subscriptions from the funds of any such society, body or association for the purpose of better attaining or otherwise furthering the objects and interests of the Club.
 - II. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may deem necessary or convenient for the purpose of any of the objects.
 - III. To invest any moneys not required for immediate use in such Government or Local Body securities or on bank deposit as it may be deemed advisable with power from time to time to vary investments for others of a like nature, and to lease or hire or enjoy the benefit of any property presently occupied whether real or personal of any kind or nature whatsoever which may be conveniently used in connection with the objects of the Club.
 - IV. To construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage, carry on and control any buildings, or works which may seem to the Club likely to advance the Club's interests directly or indirectly.
 - V. To sell, lease, exchange, bail, grant licenses in respect of or otherwise deal with or dispose of the Club's undertakings or any part thereof, or any property or interest in any property rights, concessions or privileges belonging to the Club either together or in portions upon such terms as the Club may think fit.
 - VI. To establish, maintain and conduct licensed clubs and other clubs or similar institutions.
 - VII. To sponsor the formation of other sections, adjuncts or groups of interest
 - VIII. To initiate, carry out and enforce disciplinary procedures as detailed in Rules 14 and 15.
 - IX. To do such other things as in the opinion of the Club may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
 - X. The Board shall be required to call a special meeting if there is a proposal to acquire, or dispose of, any Land or Buildings.

MEMBERSHIP

- 10.
- I. At the date of adoption of this Constitution the membership of the Club shall consist of the following categories:

- Ordinary Members
- Life Members
- Junior Members
- Introductory Members

II. Financial members shall be entitled to rights and privileges as follows:

- (a) To enter the Club premises during such hours as may be defined by the Board and circulated from time to time.
- (b) To hold office in accordance with the Rules of the Club.
- (c) To have an equal voice in all business of the Club by way of voting power, except in the case of Restricted Members as set out in rule 11(iii) & 11(iv) who shall not have the right of a vote at any meeting or election or hold any office.

III. All RSA members automatically become a member of the Club. All Club members are eligible to be members of the RSA upon payment of the additional capitation fee and providing the requirements of RSA membership are met.

ADMISSION OF MEMBERS

11.

I. Ordinary Members

- i. Any person of good repute wishing to enroll for Membership shall complete the Nomination form provided for the purpose. The nomination form shall include the first names, surname, date of birth, residential address and occupation of the candidate and an undertaking that the applicant will abide by the Rules of the Club. The candidate shall deposit, at the time of nomination, such sum as may be directed by the Committee. The names of candidates shall be posted on the Club's notice board for fourteen (14) clear days prior to the election. Any objection lodged during the period of posting shall be considered by the Committee. Election shall be by email ballot and recorded at the first Committee meeting held after the expiration of the said fourteen (14) days.
- ii. The decision of the Committee shall be final.
- iii. In the event of membership being refused all monies paid by the applicant by way of application fee and subscription shall be refunded to the applicant.
- iv. Any new applicant not accepted for membership will be declined visiting rights as a reciprocal visitor or guest of another member.

II. Life Members

- i. The Club in Annual General Meeting, upon recommendation by the Committee, may grant life membership to any member for meritorious service rendered to or on behalf of the Club.

- ii. 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. The number of life members shall not at any time exceed two (2) per cent of the total membership of the Club.
- iii. A Life Member shall be deemed to be a financial member of the Club for all purposes without being required to pay an annual subscription.

III. **Junior Members**

- i. Notwithstanding any other rules, the following rules set out provisions applying specifically to Junior Members. For the avoidance of doubt, where there is any conflict or ambiguity between these rules and any other rule in the Constitution, then these rules relating to Junior Members shall prevail. Subject to the provision contained in these rules, all rules shall apply to Junior Members in the same way as they do to Ordinary Members.
- ii. Males and females aged between twelve (12) years and the Legal Purchasing Age may apply to become Junior Members of the Club in accordance with the procedure for Ordinary Membership set out in Rule 12(I). They must be nominated, in the first instance, by a parent or guardian who is a full Member of this Club
- iii. On reaching the Legal Purchasing Age, Junior Members are eligible to apply for Ordinary Membership.
- iv. Members shall automatically lose their Junior Membership status:
 - (i) three months after reaching the Legal Purchasing Age; or
 - (ii) upon admission as an Ordinary Member, whichever is earlier.
- v. A Junior Member's rights are restricted by the following:
 - (i) No voting or speaking rights at any General Meeting.
 - (ii) No right to hold office or be a member of Social & Events Committee.
 - (iii) No right to nominate any applicant for membership.
 - (iv) No right to participate in any alcohol promotions, accept alcohol as a prize in any club activity, purchase alcohol or accept alcohol from any member except their parent or legal guardian.
 - (v) No access to restricted areas of the Club or supervised areas of the Club unless accompanied by their parent or legal guardian.
- vi. A Junior Member may have the right of admission to an Affiliated Club with which the Club has reciprocal rights (it is essential to check with each club first to ensure they allow Junior Members into their club – especially if a Junior Member is wishing to enter a Clubs New Zealand Sports Tournament).

- vii. A Junior Member only has the right to invite one person as a guest on any one day to the Club, who is not a member but who is over the age of 15 years,
- viii. All Junior Members must join at least one Club Adjunct.

IV. **Introductory Members**

- i. Males and females of at least the Legal Purchasing Age may apply to become Introductory Members of the club in accordance with the following rules;
 - (i) Each candidate for introductory membership shall complete the applicable application form.
 - (ii) The candidate shall deposit, at the time of application, a subscription of such sum as may be directed by the Board.
 - (iii) Introductory membership shall be valid for a period of one month from the day of joining.
 - (iv) Introductory members shall automatically lose their Introductory Membership status;
 - 11.IV.i.iv.1. At the conclusion of the one month period from the date of joining; or
 - 11.IV.i.iv.2. Upon admission as an ordinary member, whichever is earlier.
 - (v) Introductory Membership cannot be extended and is not renewable.
 - (vi) Introductory members must carry evidence of membership as issued and produce the same on request to any person authorised by the Committee or Management to make such request.
 - (vii) Introductory Member's rights are restricted to the following;
 - 11.IV.i.vii.1. No voting rights at any General Meeting.
 - 11.IV.i.vii.2. No right to hold office or be a member of the Social & Events Committee.
 - 11.IV.i.vii.3. No right to participate in membership draws.
 - 11.IV.i.vii.4. No right to join any Club Adjuncts
 - 11.IV.i.vii.5. No right to nominate any applicant for membership.
 - 11.IV.i.vii.6. Is not entitled to reciprocal visiting rights.
 - 11.IV.i.vii.7. May invite and accompany one guest to the club per visit.
 - 11.IV.i.vii.8. May be subject to other restrictions as determined from time to time by the Board.

- ii. Subject to the foregoing, Introductory Members may access and enjoy the facilities of the club during times that the club is open.
- iii. The Committee reserve the right to revoke Introductory Membership at any time if the introductory member is found to have provided false information, or is deemed to have breached the club's constitution.

TERMINATION OF MEMBERSHIP

12.

I. By Resignation

Any member may resign their membership by letter addressed to the secretary of the Club to that effect and by paying all subscriptions to and owing at the date of such letter of resignation.

II. By Expulsion

- i. Any member who misconducts themselves or commits an offence under these Rules render themselves liable to expulsion on the majority decision of the Committee. A member shall have the right to appear at and be heard at any meeting considering a complaint against him or her.

III. Non-Payment of Subscriptions

- i. In the event of any member failing to pay his subscription within 30 days of the due date, he shall be sent a notice requiring him to pay his subscription within one month after the date of the notice.
- ii. Subject thereto and failing payment of the subscription and any arrears within the said period of one month the member's name shall be struck off the list of members and he shall cease to be a member, provided that the Social & Events Committee may at any time reinstate such member upon such terms as the Board in the exercise of its discretion may decide.

DISCIPLINARY ACTION

13. The Committee shall have power to call on any member for an explanation of any charge of misconduct, within the provisions of these Rules, laid against that member by any member or for any other sufficient cause. All discussions and decisions shall be recorded for future reference.

- I. On receipt of a complaint (or complaints) of misconduct against any member, the Committee shall (unless it considers such complaint to be vexatious, or frivolous, or totally without foundation):
 - (i) notify the member in writing of the complaint, and give that member such particulars of the complaint as are available;
 - (ii) give the member a reasonable opportunity to provide an initial response or explanation in relation to the complaint, in writing or orally;
 - (iii) having completed steps (i) and (ii) above, the Committee shall make a decision:

- as to whether the matter is vexatious, frivolous, or without foundation, and if not, that it should proceed to a formal hearing;
- as to whether the matter is so serious that, if the complaint is proved, expulsion is a possible outcome, or
- as to whether the matter is not so serious as to warrant expulsion but may warrant suspension, and
- as to whether an interim suspension of the member is appropriate.

II. Expulsion

- (1) Where the Committee considers that the matter should proceed to a hearing, and that expulsion is a possible outcome if the complaint is proved, the Committee shall:
 - (i) convene a formal hearing of the Committee to hear and consider the complaint;
 - (ii) provide the member with reasonable notice, in writing, of the time and place of such hearing. Such notification shall clearly state the purpose of the hearing, and shall include:
 - details of the complaint;
 - copies of any relevant documents or correspondence;
 - notification of the fact that expulsion is a possible outcome.
- (2) In convening and conducting the hearing, the Committee shall follow the rules of natural justice, which require that the member be given a full and fair opportunity to present his or her response to the complaint. If the member wishes to be represented at the hearing by a lawyer, the Board shall fully consider such request, and make a ruling as to whether legal representation shall be permitted.
- (3) If, following the hearing, the Committee considers that the complaint has been proven (on the balance of probabilities), the Committee shall:
 - (i) advise the member of its finding as to the complaint;
 - (ii) give the member the opportunity to make representations as to penalty or outcome;
 - (iii) after steps (i) and (ii) have been completed, deliver its decision as to whether the member is expelled or suspended (or neither).
 - (iv) if expulsion is ordered, the member shall forthwith surrender his or her membership card to the Secretary/Manager
- (4) For clarity, it is recorded that:
 - (i) the Committee has the power to either expel or suspend, and in cases it deems appropriate, to impose an interim suspension prior to the hearing;
 - (ii) the Committee is not obliged to impose suspension or expulsion, even if it finds the complaint(s) to have been proved.

III. Suspension of Membership

Where the Committee has received a complaint, but does not (in terms of rule 14.1(iii) above) consider the matter so serious that expulsion is a possible outcome:

- (i) the Committee may (but is not obliged to) delegate its powers in relation to the hearing of the complaint to a Disciplinary Committee [which may be a standing Disciplinary Committee, or a Disciplinary Committee which the Social & Events Committee may appoint in relation to any specific complaint(s)];
- (ii) if so appointed, the Disciplinary Committee shall consist of a minimum of three and a maximum of five members of the Club (and not necessarily members of the Social & Events Committee), and
- (iii) the Disciplinary Committee shall follow all of the procedural steps required of the Social & Events Committee as if acting under rule 14(II), but shall not have the power to impose expulsion.
- (iv) whether the matter is heard by the Social & Events Committee, or by a Disciplinary Committee, either Committee shall have the power to suspend the member for a period not exceeding twenty-four months.

The member shall not be obliged to surrender his or her membership card during any such period of suspension.

APPEALS AGAINST SUSPENSION OR EXPULSION

14.

- I. A member expelled, or suspended for more than one month shall have the right to appeal the decision to a tribunal of not less than three, nor more than five persons to be appointed by the Committee
 - (i) Members of the tribunal shall be members of the Club but not of the Committee and should if possible, include at least one member of the legal profession, who is a member of the Club.
 - (ii) Written Notice of Appeal shall be given to the Committee of the Club within one month after the date of the decision expelling or suspending such member.
- II. The Tribunal shall have wide discretion to determine the procedure which it will follow. In particular:
 - (i) it may decide to completely rehear the evidence in the matter; or
 - (ii) it may decide the matter on the basis only of the record of the hearing of the Social & Events Committee or its appointed Disciplinary Committee. Should no record be available then the evidence shall be reheard.
 - (iii) it may agree to hear, or consider, evidence in addition to that put forward at the Disciplinary hearing, in whatever form it deems fit.
- III. The tribunal may dismiss or allow the appeal or vary the decision.
- IV. The decision of the tribunal shall be final.

PATRON

15. At any Annual General Meeting the members may, on the recommendation of the Committee, elect a Patron of the Club

ANNUAL GENERAL MEETINGS

16.

- (i) An Annual General Meeting of the Club shall be held not more than ten weeks following the end of financial year in each year at such time and place as shall be fixed by the Board and the date shall be advertised at least 28 days in advance by insertion at least once in a newspaper circulating in the area of the Club.
- (ii) At least 14 days' notice of such meeting stating the the nature of the business to be brought before the meeting, as per the agenda, shall be given to members either by post, by electronic means or by advertisement inserted at least once in a newspaper circulating in the area of the Club.
- (iii) At the Annual General Meeting the first business shall be the discussion and adoption of the Annual Report and Balance Sheet. Having been moved and seconded, any member may without notice ask any question or move any resolution relative to the Report or Balance Sheet
- (iv) Any member intending to move a resolution bearing upon the management of the Club during the past financial year or regarding any other matter must unless the resolution can be founded on the Report or Balance Sheet give notice of his motion by handing same to the secretary at least twenty-one (21) clear days before the meeting

EXTRAORDINARY GENERAL MEETINGS

17.

- (i) All General Meetings other than the Annual General Meetings shall be Extraordinary General Meetings. The Board may, whenever it thinks fit, or shall upon a requisition in writing by 50 members, convene an Extraordinary General Meeting.
- (ii) Any such requisition shall specify the objects of the meeting requisitioned, shall be signed by the members of the Club making the same, and shall be deposited with the Secretary/Manager of the Club. The meeting must be convened for the purpose specified in the requisition and if convened otherwise than by the Committee, for this purpose only. Should the Committee, 14 days after the receipt of such a requisition fail to convene an Extraordinary General Meeting, to be held within 21 days from the receipt of such a requisition, a majority of those submitting the requisition, may themselves convene a meeting to be held not later than three calendar months after the date of the requisition.
- (iii) Seven days' notice specifying the place, the day and hour of any Extraordinary General Meeting and the purpose for which it is to be held shall be given either by an advertisement in a newspaper circulation in the area of the Club or by notice sent by post, or electronic

means, to each member.

QUORUM

18.

- (i) The quorum for any meeting of the Board shall be four (4) members.
- (ii) The quorum for any meeting of the Social & Events Committee shall be five (5) members.
- (iii) The quorum for any General meeting of the Club shall be thirty (30) members.
- (iv) No business shall be transacted at any meeting unless a quorum of members is present.
- (v) If within half an hour from the time appointed for any meeting a quorum is not present at the meeting it shall stand adjourned to the same day in the next week at the same time and place and the members present at the adjourned meeting may transact any business as if they constituted a full quorum.

METHOD OF VOTING

19.

- (i) At any General Meeting and Extraordinary General Meeting of members every financial member shall be entitled to be present and to vote.
- (ii) Every question submitted to any General Meeting of the Club or to any meeting of the Committee shall be decided in the first instance on the voices or by a show of hands. Every member present shall be entitled to record one vote and no more upon every question. In the case of an equality of votes the Chairman shall, whether upon a vote being taken by a show of hands or by a ballot as hereinafter provided for, have a second or casting vote.
- (iii) Unless a ballot is demanded by the Chairman or by at least three members present, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.
- (iv) If a ballot is demanded it shall be taken in such a manner and at such a time as the Chairman of the meeting may direct and the result of the ballot shall be deemed to be a resolution of the meeting at which the ballot was demanded.
- (v) A demand for a ballot may be withdrawn. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.
- (vi) Votes shall be given personally and not by proxy.

ELECTION OF THE MANAGEMENT BOARD AND SOCIAL & EVENTS COMMITTEE

20. Nominations for Management Board and Social and Events Committee shall be called for by the Secretary Manager at least 42 days prior to the date of the Annual General Meeting and the final date for receipt of nominations shall be the final date set aside for the receipt of Notices of Motion.

Each of the candidates for the election to the position of:

- (i) Management Board (six members) shall ideally be financial members and shall be proposed and seconded by financial members on the form to be provided.
- (ii) If there are insufficient people to fill all positions on the Board resulting from the elections then the Club can advertise externally for Board members. These may not necessarily be financial members of the Club.
- (iii) Social and Events Committee President, Vice President and members of the Social and Events Committee (six members), shall be financial members and shall be proposed and seconded by financial members on the form to be provided.
- (iv) Votes shall be given personally and not by proxy.

Immediately, after nominations have closed the Secretary shall, if a ballot is required, prepare ballot papers bearing the surnames and forenames of each candidate in alphabetical order. The ballot papers shall also contain details of the number of vacancies to be filled and the method of voting. No other information is to appear on the ballot paper.

The Management Board, Social and Events President, Vice-President and members of the Committee shall, if

An election is necessary under these Rules, be elected by ballot by financial members to be held on the Friday and Saturday of the week prior to the day of the Annual General Meeting.

Such scrutineers as may be necessary shall be appointed by the Management Board to count votes and report on the results of the poll at the Annual General Meeting.

No ballot paper shall be valid which is:

- a. From a suspended member, non-financial member, or a member who returns two or more ballot papers.
- b. Signed by a member voting on a form which is mutilated or defaced.

In the event of there being an equality of votes for any vacancy the Chairman shall determine the result by lot among the candidates concerned.

The box containing the ballot papers shall be kept in safe custody by the Secretary Manager and shall not be opened until such time as the scrutineers attend to count the ballots.

ADJOURNMENTS OF MEETINGS

21.

The Chairman of any meeting may with the consent of that 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.

MANAGEMENT BOARD

22.

- (i) In the interests of ensuring continuity following the amalgamation, six of the eight person Working Together Committee will become the first Management Board. Three members will be appointed by the Wanganui Cosmopolitan Club and three members will be appointed by RSA . Thereafter, annual elections will be held.
- (ii) At the end of the first year, 2 will stand down by ballot or be available for re-election, with two more standing down or standing for re-election in the second third and fourth years in a continuing process designed to ensure continuity of planning and implementation but also providing for changed membership and fresh ideas.
- (iii) The Management Board will be responsible for setting and administering policy and strategic planning, business and risk management, business development and managing the assets of the club. The Management Board may co-opt other people with relevant experience as Board members until the next AGM.
- (iv) The position of Chairperson shall be decided by the Board.
- (v) Any person standing for election to the Board shall, at the time of his or her nomination, disclose the existence of any criminal conviction for serious offence, in his or her past. "Serious" shall include, but is not necessarily limited to, any conviction for fraud, theft, assault, sexual offence, or any offence involving illegal drugs, drinking and driving or driving while disqualified, but shall not include traffic infringement matters, or offences which do not carry a possible term of imprisonment.

POWERS OF THE MANAGEMENT BOARD

23.

- (i) The Management Board will be responsible for setting and administering policy and strategic planning, business and risk management, business development and managing the assets of the club. The Management Board may co-opt other people with relevant experience as Board members until the next AGM.
- (ii) The Board shall also appoint such other staff as are deemed necessary for the efficient management of the Club.
- (iii) The Management Board Chairman shall preside at all AGM and EGM meetings of the club and the Management board. In his absence the meeting shall elect a chairman.
- (iv) The Board may delegate such of its powers as it deems fit.

MEETINGS OF THE MANAGEMENT BOARD

24.

- (i) The Board shall meet at least once per calendar month at such place and time as shall be determined.
- (ii) The Chairman or any three members of the Board may at any time convene a meeting of the Board upon giving three days' notice to the members of the Board.

VACANCY IN OFFICE

25.

- (i) Any member of the Board shall vacate his office:
 - a. if the Member is absent from three consecutive meetings without leave of the Board.
 - b. if the Member becomes bankrupt or becomes of unsound mind.
 - c. If the member is convicted of any offence which would have precluded him from nomination under rule 22 (v).
 - d. if by notice in writing to the Secretary he resigns his office.
- (ii) Any vacancies on the Board may be filled by appointment by the Board and the appointee shall hold office until the conclusion of the next Annual General Meeting of the Club.

SOCIAL & EVENTS COMMITTEE

26.

- (i) The day to day operations of the Club will be managed by a Committee being:

1 President

1 Vice President

Secretary/Manager (ex officio)

A maximum of 6 members of the through a nomination process prior to the Annual General Meeting of the club, and shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election from year to year.

The chairman of any meeting shall have a deliberate and a casting vote.

- (ii) The Social and Events Committee President and Vice President shall be elected through a nomination process prior to the Annual General Meeting of the Club, and shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election from year to year.
If there are insufficient people to fill all positions on the Social and Events Committee resulting from the nominations process nominations will be accepted at the AGM

SOCIAL & EVENTS PRESIDENT AND VICE PRESIDENT

27.

The President shall preside at all meetings of the Social and Events Committee. In his absence the vice president shall preside and failing both the meeting shall elect a chairman.
The president and vice president shall be ex-officio members of all sub committees.
The president and vice president shall have the right of entry upon the club premises or buildings at any time.
The president, vice president, committee or chairman of any meeting of the club and of the Committee shall have the power to peremptorily suspend a member from the privileges of the Club who, after having been duly warned, persists in creating a disturbance at any meeting or entertainment.

SECRETARY/MANAGER

28.

The Club shall appoint a secretary/manager whose duties shall be to attend to the accounting and clerical duties of the Club; to take minutes of Committee and General Meetings and generally to conform to such regulations as shall from time to time be made by the Committee. His or her salary and remuneration shall be determined by the Management Board. Nothing in this rule shall preclude the engaging of outside professional services in the performance of any of the above duties or from combining the office of secretary with that of manager.

The Secretary/Manager shall be responsible for the day to day maintenance, cleanliness and service of the Club; the engagement and dismissal of such employees as may be essential to provide adequate and sufficient maintenance of the assets and control of the Club and such other duties as are conducive to his office as described in the official Job Description.

SUBSCRIPTIONS

29.

- (i) The annual subscription for Members shall be such sum or sums as may be determined by the members in General Meeting from time to time.
- (ii) Introductory Membership may be issued for one month, at such sum as shall from time to time be determined by members in Annual General Meeting.
- (iii) Subscriptions shall be due and payable on the first day of each financial year of the Club.
- (iv) In the case of a newly elected member the Board shall determine the subscription to be paid for the balance of the financial year.
- (v) The Board at its discretion shall have power to remit subscriptions in whole or in part for any member.
- (vi) The Board at its discretion shall have full power to remit arrears of subscriptions.
- (vii) No person who from any cause whatsoever ceases to be a member shall have any claim upon the Club for a refund of the whole or any part of any subscription paid by the member to the Club.
- (viii) Only financial members shall be entitled to the privileges of membership.

ACCOUNTS

30. The financial year of the Club shall begin on the first day of July in each year and shall expire on the 30th of June the following year.

- (i) The Board shall ensure that true accounts are kept:
 - (i) of all sums of money received and expended by the Club and of the matters in respect of which such receipts and expenditure takes place.
 - (ii) of all assets, credits and liabilities of the Club including all mortgages, charges and securities of any description affecting any property of the Club.
- (ii) At least once in each year the accounts of the Club shall be audited.

- (iii) The books of account shall be kept at the office of the Club or at any such other place as the Board may determine and they shall be open to the inspection of members of the Club at such reasonable times and places as shall be determined by the Board. All monies received after being entered in the books of the Club as being received shall be forthwith paid into a bank to be appointed by the Board.
- (iv) All accounts shall be reported to the Board for confirmation of all routine payments and for authorisation of all other payments.
- (v) Payments of all monies shall be made by cheque or electronic banking authorised by any two of the following: The Management Board Chairman, Treasurer or Secretary/Manager. If electronic banking is used the Secretary/Manager shall load and authorise the payments which will then require final approval and payment activation by either the Management Board Chairman or Treasurer. Provided that nothing in this rule shall apply to payments under a petty cash imprest system operated pursuant to a resolution of the Board.
- (vi) At every Annual General Meeting the Board shall present an Annual Report and an audited Balance Sheet and an Income and Expenditure Account made up to a date not more than four months before that meeting from the time the last preceding Balance Sheets were prepared and in the case of the first Balance Sheet from the date of the Incorporation of the Club. Every such report shall be accompanied by a report from the Board on the state of the Club.
- (vii) The Club shall duly file the returns required by the Incorporated Societies Act 1908 or by such other statutory provisions for the time being in force and shall comply with all the requirements of such statutes and any regulations thereunder.

AUDITOR

- 31.** An Auditor who shall be a member of the New Zealand Society of Accountants and who shall not hold any other office in the Club shall be appointed at each Annual General Meeting of the Club.

The Auditor shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion.

The retiring Auditor shall be eligible for re-election. In the case of any vacancy during the year the Board shall appoint an Auditor.

BORROWING MONEY

- 32.**
- (i) The Board shall have power, only if authorised by a resolution passed by a two thirds majority of those present at any General Meeting of the Club, to borrow or raise money and secure payment of the same or to secure the payment of any money owing by the Club or the satisfaction or performance of any obligation or liability incurred or undertaken by the Club in such manner as the Club shall by resolution as aforesaid determine and in particular by mortgage or charge or lien upon the whole or any part of the Club's property (whether present or future) provided however that the authority of a General Meeting will not be required for the borrowing of amounts not exceeding at any one time the sum of \$50,000.

- (ii) The Board may purchase, redeem or pay off any such security or securities.

ALTERATION OF RULES

33.

- (i) The Rules of the Club may be altered, added to or rescinded at any General Meeting of the Club by Notice of Motion in accordance with Rule 17.
- (ii) No addition to or alteration or rescission of the following Rules of the Club shall be made unless such addition, alteration or rescission is consistent with the charitable purposes of the Club and unless such addition, alteration or rescission is first approved by the Inland Revenue Department.

Rule 5 (“OBJECTIVES”)

Rule 7(i) (“PECUNIARY GAIN”)

Rule 8 (“RESTRICTIONS ON BENEFITS TO AND INFLUENCE BY INTERESTED PERSONS”)

Rule 31(II) (“ALTERATION OF RULES”)

Rule 36 (“DISSOLUTION”)

- (iii) At least 14 days’ notice of any proposed amendment to the Rules of the Club shall be given to the members either by posting the same to each member or by at least one insertion in a newspaper circulating in the area of the Club. The notice so given shall contain a copy of, or state briefly, the nature of the Notice of Motion to be moved at the General Meeting so called.
- (iv) The Club shall register any alteration of or addition to these rules as required by any statutory provisions for the time being in force.

MINUTES

- 34.** The Board shall ensure Minutes of all meetings to be duly recorded in the manner provided for that purpose.

CHANGES OF ADDRESS

- 35.** Every member shall communicate to the Secretary/Manager any change of address and all notices posted to the last notified address shall be valid and deemed to have been given two working days following the day of posting.

SALE OF CLUB REAL ESTATE

- 36.** Subject to the provisions of Rule 36 of these Rules the Club may dispose of its Real Estate, in part or in total, by way of gift, sale or transfer by a resolution in favour of such gift, sale or transfer of not less than two thirds (2/3) of valid votes returned at either:

- (i) a general meeting or extraordinary general meeting of which at least 42 days’ notice be given specifying that the place, date, time and nature of the business be brought before the

meeting shall be given in the manner provided for General Meetings of the Club.

- (ii) a Postal Ballot of financial members admitted under Rules 12(i) or 12(ii). The closing date for the receipt of ballot papers at the registered office of the Club shall not be less than thirty (30) or more than sixty (60) days after the date on which the ballot papers were dispatched to members.

The result of the Ballot shall be notified to members either at a General Meeting called for the purpose or by way of a notice inserted in a newspaper circulating in the area of the Club

LICENCE REGULATIONS AND RECIPROCAL VISITING RIGHTS

37.

- (i) The Club will comply with all national and local authority law, regulations and rules as they apply to the operation of the Club including without limitation those that relate to use of the Club's premises, the sale and supply of alcohol, the provision of hospitality services and gambling
- (ii) The Board may make By-laws for the use of the Club's premises, the sale and supply of alcohol, the provision of hospitality services and gambling.

BY-LAWS

38.

The members present at a General Meeting shall have power to make Regulations and By-Laws dealing with all matters within the jurisdiction of the Club and not provided for in these Rules.

Such Regulations or By-Laws shall not be inconsistent or repugnant to the provisions of the Incorporated Societies Act, 1908, and its amendments or of these Rules.

DISOLUTION

- 39.** The Club may be voluntarily dissolved as provided by Sec.24 of the Incorporated Societies Act, 1908, as amended, in due settlement of all just debts and the affairs of the Club, all surplus moneys and assets shall be handed over to some charitable institution to be determined upon at the next meeting.

GUESTS AND VISITORS

40.

- i. The Club, under its Licence, must ensure that alcohol is only sold or supplied to Members, Authorised Customers or Authorised Visitors for consumption on the Club's premises.
- ii. Any member may invite any person as an Authorised Customer (hereon referred to as a guest) to the Club in accordance with the following;
 - (a) By entering Club premises, a guest agrees to abide by these Rules.
 - (b) All guests shall enter their name and address in the Club's signing in register each time they visit the Club.

- (c) The Member accompanying a guest shall also sign the Club's signing in register and will at all times be responsible for the conduct of the guest.
 - (d) No guests shall be sold or supplied alcohol on Club premises unless the guest is present on the invitation of a Member and is in the company of the Member and the alcohol is supplied for consumption on the premises.
- iii. Authorised Visitor (hereon referred to as a visitor) who is a member of an affiliated club visiting the Club:
- (a) Is deemed to agree to abide by these Rules;
 - (b) Has the same rights as Members to be sold or supplied alcohol on Club premises, provided he/she has produced sufficient evidence to an officer of the Club or member of its staff that he/she is a member of an affiliated club. No person, whether a member of an affiliated Club or otherwise, may become a regular or frequent visitor.

OFFENCES

41.

- i. Any member who has been convicted of any criminal offence after election to the Club shall immediately be liable for suspension from the Club but can be re-elected after a period of (12) months from the date of his expulsion.
- ii. Any member against whom a prohibition order is made shall ipso facto cease to be a member and cannot be re-elected until after a lapse of two (2) years from the date of expiry or cancellation of the order.
- iii. The Committee may by resolution suspend or expel any member who shall have been convicted of any criminal offence for which the offender is liable to a fine.
- iv. When it shall come to the knowledge of the Secretary/Manager that a member has been convicted of an offence or that a prohibition order has been made against a member it shall be the duty of such official to report the fact to the Committee at or before their next meeting.

CLAIMS TO CLUB PROPERTY

- 42.** No expelled or retiring or forfeiting members shall have any claim upon the Committee or the Club either collectively or individually or to any property of the Club.

GENERAL

- 43.** All matters provided for in these rules shall, at all times, be dealt with in accordance with the following "guiding principles".
- i. That it be accepted that the Club is established primarily for the benefit and convenience of its members
 - ii. That the admission of non-members should at all times be subordinate to the comfort, well-being and satisfaction of the Club's members
 - iii. That the admission of visitors shall always be regarded as a privilege of the members, granted to enable them to dispense periodic hospitality to their casual guests and not as a means of

- augmenting the revenue of the club
- iv. That at all times the provisions of the Club's charter as laid down by the Liquor Licensing Authority are to be maintained and upheld

INDEMNITY

44. The Board, other Officers and Employees of the Club shall be indemnified by the Club against any personal liability incurred in or by reason of the discharge of their duties, except for liability arising by reason of:
- i. their own fraudulent act or acts;
 - ii. their own recklessness; or
 - iii. their own gross negligence or dereliction of duty.

SEAL

45. The Club shall have a Common Seal which shall be kept in the custody and the control of the Secretary or the Club's solicitor.

Any document to be executed by the Club shall be available for inspection by every Member of the Club at all reasonable times and shall be executed with the following attestation pursuant to a resolution of the Committee:

The Common Seal of The Wanganui Cosmopolitan Club (Incorporated) was hereunto affixed by the Secretary in the presence of two (2) members of the Committee.	
Names:	Signatures:
_____	_____
Secretary	
_____	_____
Member	
_____	_____
Member	

FIRST SCHEDULE - STANDING ORDERS FOR THE CONDUCT OF GENERAL MEETINGS OF THE CLUB

1. Members will assemble at the time and place appointed. The Management Board Chairman shall preside at all meetings. In his absence, the meeting shall appoint a member to be the Chairman.
2. The Secretary/Manager will take the necessary steps to see that none but financial members and Honorary Life Members of the Club are present.
3. Full Minutes of all proceedings of the meeting shall be kept by the Secretary/Manager or his appointee.

Business of Meeting:

4. The business shall be as advertised and the order in which items of business are taken shall be as determined by the Chairman or by resolution of the members present.

Notices of Motion:

5.
 - (a) Motions must be fairly written and signed by the members proposing such motions. A motion moved and seconded shall be withdrawn only by leave of the meeting.
 - (b) Any notice of motion not seconded may not be further debated, but shall forthwith lapse and no entry thereof shall be made in the Minutes.
 - (c) The terms of a motion may be altered by the proposer with the approval of the seconder, and such amended motion shall be fairly written and delivered to the Chairman.

Superseding Motion:

6. A motion may be superseded:
 - (a) By the adjournment of a meeting, either on the motion of a member "That this meeting do now adjourn," or on notice being taken, and it appearing, that a quorum is not present.
 - (b) By a motion being carried "That the meeting proceed to the next business."
 - (c) By an amendment.

Conduct of Debate:

7. Every member shall obey the orders and ruling of the Chairman. If any member refuses to obey any such order or ruling, such member may thereupon, by resolution of the meeting, be held guilty of contempt, and such member may be suspended at the discretion of the meeting.

Time Limit of Speeches:

8. The proposer of a motion shall be allowed ten minutes in which to address the meeting, and his seconder five minutes. All other members shall have five minutes. The proposer shall be entitled to a reply of five minutes.

Members:

9. Financial members may attend all General Meetings of the Club and shall have the right to speak and vote on all matters.

Management Board and Social & Events Committee Meetings

Any Management Board member or Social & Events Committee member who releases information discussed at meetings that is discussed "in committee" is liable to face severe disciplinary action including the possibility of dismissal from the Board or Committee after full investigation by a disciplinary committee appointed in accordance with rule 14 (c). That disciplinary committee shall make recommendations to a subsequent Board or Committee meeting for their action.

SECOND SCHEDULE - CLUB BY-LAWS

1. Under Rule 38 the Committee may make By-Laws (not inconsistent with the Incorporated Societies Act and not inconsistent with the Sale of Liquor Act) for the regulation and management of the Club or any part of its business.

These By-Laws do not form part of the Rules and may be added to, changed or deleted by the members of the Club without reference to the Registrar of Incorporated Societies or to the Licensing Control Commission.

2. No member shall give any gratuity to any employee of the Club.
3. Any member removing a book, newspaper or any article or articles which are the property of the Club from the premises without the consent of the Committee or willfully breaking, tearing or injuring any property of the Club and refusing to replace or make good the same shall render themselves liable to suspension.
4. Any member convicted of bookmaking or any indictable offence or committing an offence within or without the Club likely to prejudice the Club' charter shall ipso facto cease to be a member of the Club
5. Any member being intoxicated so as to be a nuisance in the Club's premises may immediately be suspended by the Duty Manager or by any Officer of the Club. Any such suspension must forthwith be reported in writing to the Secretary/Manager giving the reasons therefore and a meeting of the Committee shall be called with all reasonable speed.
6. Drunkenness, swearing, obscene language and other disorderly conduct shall not be permitted in the Club's premises, and any member persisting in offending may, after being cautioned by the Duty Manager or by an Officer of the Club, render themselves liable for suspension.
7. Suspension by a Committee-man or an officer of the Club shall mean total exclusion from the Club's premises from the time of committal of the offence until such time as the matter had been dealt with by the Committee which may either cancel the suspension or confirm it for a determined period of time. The member shall in all cases be given the right to appear before the Committee.
8. Any disciplinary action taken will be entered in the minutes of the Committee meeting together with the name of the member complained of.
9. No raffles shall be allowed on the premises of goods exhibited for that purpose except with the authority of the Committee
10. No gambling or gaming shall be permitted in the club except for:
 - (i) Betting using the TAB machines provided in the TAB area
 - (ii) Gaming in the gaming lounge on the machines provided by the Club and according to the Department of Internal Affairs rules
 - (iii) Such other betting or gaming which may from time to time be approved by the Board and which is not inconsistent with any rule of law.

11. No business cards or notices shall be posted or hung on the premises without the sanction of the Committee or Secretary/Manager, nor shall any member give the address of the Club in an advertisement or conduct any business in the Club or use the Club address for business purposes.
12. Members of the Committee shall at all times render every assistance to the officers and staff of the Club to maintain order and to prevent infringement of the Rules, Regulations by By-Laws or the terms of any charter which may from time to time be granted. The Rules, Regulation and By-Laws shall apply equally to each and every member of the Club.