

**Waitemata Clay Target Club Inc
(223285)
("the Club")**

NOTICE OF SPECIAL RESOLUTION

IT IS RESOLVED this 27th day of February 2025, as a special resolution of the Executive Committee of the Club, that:

1. The Executive Committee recommends and proposes that the Club adopts a new Constitution to replace the Club's existing Constitution in order to comply with the new Incorporated Societies Act 2022;
2. The Executive Committee recommends and proposes that the Club reregister under the new Incorporated Societies Act 2022;
3. The Secretary place resolutions on the agenda for the next AGM proposing that:
 - (i) The attached Constitution be approved as the Constitution of the Club in substitution for the existing Constitution; and
 - (ii) The Club reregisters under the new Incorporated Societies Act 2022.



Allan Campbell



Ian Hovenden

For the Executive Committee of the Club

(See next page for Explanatory Notes on the proposed new Constitution)

Explanatory Notes (500 word limit):

- (a) The Incorporated Societies Act 2022 ("the new Act") makes important changes to incorporated societies' law in New Zealand and replaces the outdated Incorporated Societies Act 1908. Incorporated Societies will continue to be subject to the 1908 Act until they reregister as a society under the new Act. A society must reregister before April 2026 otherwise it will cease to be an incorporated society.
- (b) The new Act is intended to modernise and strengthen the governance framework for incorporated societies. The new Act introduced numerous changes to the existing laws, and a more corporate approach to the administration of incorporated societies.
- (c) The Executive Committee proposes to replace the current Constitution because the current Constitution does not comply with the new Act, and must be updated to enable the Club to reregister.
- (d) Changes made to the Constitution include:
 - (i) Objects and powers of the Club, specifically to allow the Club to effect and pay for insurance to cover the risks associated with running the Club;
 - (ii) Obtaining consent from members to be nominated to become an officer of the Club;
 - (iii) Grounds for officer removal;
 - (iv) New duties for officers including:
 - Duty to act in good faith and in the best interests of the Club;
 - Duty to exercise the care and diligence that reasonable person would in the circumstances; and
 - Other duties.
 - (v) The requirement that Annual General Meetings are held within 15 months after the previous AGM;
 - (vi) Allowing resolutions in lieu of meetings;
 - (vii) Disclosure of interests for officers and consequences for being interested;
 - (viii) Procedures for dispute resolution;
 - (ix) Procedures for members to access information about the Club;
 - (x) Minor and technical amendments to the Constitution;
 - (xi) Various other changes.
- (e) The proposed changes outlined above have been made to the Constitution in order to comply with the new Act and to enable the Club to reregister.

