

Waitemata Clay Target Club Incorporated

**CONSTITUTION
February 2025**

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1. NAME

The name of the organisation shall be:

Waitemata Clay Target Club Incorporated

(the "Club").

2. DEFINITIONS, REFERENCES & INTERPRETATION

2.1. Use of Capital Letters:

Defined words and expressions are indicated in this Constitution by capital letters for convenience only. The absence of initial capital letters shall not imply that the word or expression is used with a different meaning from that given by its definition.

2.2. Defined Terms:

In this Constitution, unless the context otherwise requires, any references to:

'acceptance'	means acceptance of a prospective member's application to join the Club by the Executive Committee on such terms and into such membership class as the Executive Committee shall in its discretion decide;
'Act'	means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it;
'agreement'	means any instrument, contract, deed, licence, franchise, or any legally enforceable arrangement, undertaking or understanding, (in each case whether or not in writing and whether express or implied);
'Appointed Officer'	means any Officer who is not elected but who holds an office which is filled at the direction of the Executive Committee and who is charged with responsibility to the Executive Committee to manage or conduct part of the affairs of the Club. The title and role of any Appointed Officer shall be defined in the Constitution;
'ballot'	means unless otherwise provided in this Constitution or any Regulation the voting of all members at a general meeting whether in person or by delivery of a ballot paper by in person or by post to the Secretary for the Secretary to put before the meeting for counting;
'costs'	includes all legal, valuation, inspection and other costs, charges, disbursements, expenses, outgoings, fees, losses, liabilities and other similar amounts (including all legal fees on a solicitor to client basis) and any duties, GST, or similar tax payable on such costs; Such costs may also arise by being incurred in, or of and incidental to, the negotiation, preparation, execution, delivery, completion, registration, administration, performance and enforcement of an agreement and all other ancillary agreements and documents and any variation, modification or amendment of it and the exercise or enforcement of rights under an agreement or document between the Club and its members or other parties;
'the Executive Committee'	means the executive committee of the Club as described in clause 5.2.;

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"days"	in respect of the service of notices means the whole number of days from the sending of the notice and shall include all days of the week and statutory holidays;
'Dispute'	has the meaning described in section 38 of the Incorporated Societies Act 2022;
'document'	includes any agreement in writing and any deed, certificate, notice, instrument or document of any kind;
'dollars'	or '\$' or sums of money are (except as expressly provided) references to sums of money denominated in the lawful currency of New Zealand;
'Elected Officers'	means any Officer who is elected to office, or who holds an office which is filled at the direction of the Executive Committee pending the next Annual General Meeting of members. The title and role of any Elected Officer shall be defined in the Constitution;
'fees'	has the same meaning as subscriptions;
'guarantee'	includes any guarantee, indemnity, performance bond, letter of credit or other assurance and any other like obligation of any person to pay, purchase or provide funds (called 'the method of payment') on behalf of others (called 'the principals'). The term 'the method of payment' includes the advance of money, the purchase or subscription of shares or other securities, the purchase of assets or services, or otherwise for payment of the obligation or to indemnify against the consequences of default of the principals. The term 'the principals' includes the guarantor as a joint tenant, shareholder or holder of a like interest as a principal or having an interest in the principal. The terms ' <u>guarantor</u> ' and ' <u>guaranteed</u> ' shall be construed accordingly;
'Honorary Officer'	means any Officer who is not elected but who holds an office which is filled at the direction of the Executive Committee and who is charged with responsibility to the Executive Committee to provide professional advice or services. The Honorary Officer shall not be obliged to accept responsibility for the affairs of the Club beyond those imposed in the discharge of that Honorary Officer's professional duty. The title and role of any Honorary Officer shall be defined in the Constitution;
'Office holding'	means the right of members to stand for election or accept being co-opted on to the Executive Committee;
'Officer'	means a person having a defined role pursuant to this Constitution as a member of the Executive Committee or having a defined administrative or advisory role with the Club and shall include Appointed, Elected, and Honorary Officers;
'Ordinary Resolution'	means a resolution of members passed by a simple majority of members attending or voting by proxy at a meeting of members;
'Participation'	means in the context of member rights the right of a member to participate in the activities and proceedings of the Club, or serve as a member of any Sub-Committee;
'person'	includes any natural person, company, corporation, firm, partnership, joint venture, society, club, organisation or other group or association of persons (whether incorporated or not), trust, state or agency of state, statutory or regulatory body, local authority, government or governmental or semi-governmental body or agency (in each case whether or not having separate legal personality);
'Regulation'	shall mean, unless the context otherwise clearly requires a different meaning, any written direction of the Executive Committee regulating its relationship with members or the relationship between members or standards of conduct of members the subject of which are within the powers of the Executive Committee contained in this Constitution;

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'rights'	means in the context of members a members defined rights as set out in the Constitution and otherwise at law;
'Speaking'	means with respect to the rights of members the right to speak at meetings of members within standing orders as set out in Regulations;
'Special Resolution'	means a resolution of members passed by 75% of members attending or voting by proxy at a meeting of members;
'subscriptions'	means membership fees payable in such amounts and on such terms as shall be from time to time determined by the Executive Committee;
'Sub-Committee'	means a sub-committee as described in clause 5.7.;
'Voting'	means with respect to the rights of members the right of members to vote at any meeting of members for candidates for the Executive Committee by ballot, proxies or vote in person;
'Working Day'	means any day of the week other than: (a) Saturday or Sunday; (b) A public holiday; or (c) Any day in the period commencing with 23 December in any year and ending with 6 January in the following year. A Working Day shall be deemed to commence at 9.00am and to terminate at 5.00pm.

2.3. Accounting Terms:

Unless otherwise expressly defined in the Constitution, expressions or descriptions used in the Constitution concerning accounting or reporting functions shall, where not prescribed by law, bear the meanings ascribed to those expressions according to the Financial Reporting Standards and otherwise in accordance with the generally accepted accounting principles as applied in New Zealand and where applicable as defined in Statements of Standard Accounting Practice issued by Chartered Accountants Australia and New Zealand (CAANZ) and in force at the date of the Constitution or brought into force thereafter.

2.4. General interpretation:

In the Constitution unless the context otherwise requires:

- (a) Words (including words defined in the Constitution) denoting the singular number only shall include the plural and vice versa;
- (b) Words denoting any gender shall include all other genders;
- (c) Any period shall (unless the contrary is expressly stated) include the whole of the day on which the period commences and the whole of the day on which it expires. Any times or dates are references to times and dates in New Zealand;
- (d) Any reference to legislation, statute, regulation, ruling, code, rules or ordinance includes reference to any modification, substitute for, consolidation or re-enactment of it and any regulation, order in committee or other instrument from time to time made or issued there under;
- (e) A document or agreement between the Club and any other party includes such document or agreement as modified, varied, supplemented, novated, replaced or substituted from time to time; and

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- (f) References to recitals, clauses, subclauses, schedules or annexures in the Constitution are references to the recitals, clauses, subclauses, schedules and annexures of the Constitution.

2.5. **Headings etc.:**

Headings, marginal notes and the table of contents are included for convenience only and shall not affect the interpretation of the Constitution.

3. OBJECTS

3.1. **Main Object**

The main object of the Club is to promote, foster, facilitate and develop all aspects of domestic and international interest in the sport of clay target shooting (the "Main Object").

3.2. **Other Objects**

In addition to the Main Object, the Club also has the following Objects (to the extent that such Objects are incidental or conducive (directly or indirectly) to the attainment of the Main Object):

- (a) To organise, regulate and control Club, inter-club and inter-provincial clay target shooting competitions, events and programs;
- (b) To support, protect, represent and promote the interests of members in clay target shooting activities;
- (c) To establish and regulate codes of behaviour applicable to members and Club visitors, including making, altering, rescinding and enforcing rules of clay target shooting;
- (d) To acquire, construct, maintain, develop and provide premises and facilities, including club rooms, equipment and other conveniences, for the use of the Club, its members and visitors;
- (e) To rent out (or otherwise make available) the Club's premises, grounds and carparks to members and non-members for events;
- (f) To organise paid group shooting events for non-members, including enabling use of the Club's premises, grounds and facilities for these events;
- (g) To purchase, take upon lease, hire or otherwise acquire real and personal property, rights and privileges which the Club may think advantageous to support the activities of the Club, and to sell, manage, maintain, insure, convey, transfer, assign, grant easements, mortgage, given in exchange, lease, let hire or otherwise dispose of the same;
- (h) To purchase or otherwise acquire all or any part of the property, assets and liabilities of any one of more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Club or with which the Club is authorised to amalgamate or generally for any purpose designed to assist the club in achieving its objects;

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- (i) To raise and receive money by subscriptions, sponsorships, donations, fees, levies, entry or usage charges, government funding, loans, community funding or otherwise, to grant rights and privileges to subscribers, sponsors and promoters, and to use all such monies for purposes which the Executive Committee consider to be advantageous to the Club, subject to this Constitution;
- (j) To hire, employ and dismiss employees and to pay to them or other persons in return for services rendered to the Club, salaries, wages, honoraria, fees or other remuneration;
- (k) To enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;
- (l) To invest the funds of the Club upon such securities and in such manner as is authorised by the Constitution;
- (m) To provide guarantees or other securities for any operation of any activity that is carried out by any third party to fulfil the objects of the Club;
- (n) To enter into business either on its own account or in partnership to provide any of the Club's services to the public;
- (o) To establish, maintain, sponsor, assist and/or have an interest in corporate or other entities to carry on and conduct all or any part of the Club's affairs and to utilise, manage, maintain and/or own any of the assets of or held on behalf of the Club;
- (p) To subscribe to or affiliate with other national and international bodies of such clay target shooting disciplines with similar objects as the Club deems necessary from time to time;
- (q) To publish newsletters, journals and general communicative material;
- (r) To establish a body of literature, data and other resources including publishing the same whether electronically or otherwise in relation to the Club and the sport of clay target shooting;
- (s) To put on social and informative events for members and the public to assist in fulfilling the objects of the Club;
- (t) To represent the interests of members and the sport of clay target shooting in any planning, application, proceeding or other process or exercise of right under the Resource Management Act 1991 or other legislation, or any parliamentary, legislative, legal or planning process that might affect the Club and its activities;
- (u) To arrange insurance cover, including by way of public liability and indemnity insurance, for all risks associated with the Club's operation;
- (v) To maintain a secretariat if required to assist in the management of the Club;
- (w) To make, alter, rescind and enforce regulations to advance the attainment of any of the above objects; and
- (x) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4 . MEMBERSHIP

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4.1. Register of Members

All members shall be on the register of members of the Club.

The Secretary, or such other Officer as the Executive Committee may direct, shall keep an up-to-date register of all members of the Club listing their names, addresses, classes of membership, dates of admission and any other information required by this Constitution or prescribed by the Act.

4.2. Access to register

Membership of the Club as recorded in the register shall be available to all members for review by application to the Secretary, subject to the provisions of the Privacy Act 2020 and as Regulations may prescribe.

4.3. Classes of membership

There shall be five classes of membership:

4.3.1. Full Member (Voting Members)

A person who at the time of joining the Club is not registered with the New Zealand Clay Target Association ("NZCTA") as a member of any other clay target shooting club.

Rights: Speaking, Participation, Voting and Office holding
Subscription: Pay Fees

4.3.2. Associate Member

A person who at the time of joining the Club is already registered with the NZCTA as a member of any other clay target shooting club, but who wishes to use the facilities of the Club.

Rights: Speaking and Participation
Subscription: Pay Fees

4.3.3. Social Member

A person who does not participate in clay target shooting, but who may use the Club's clubrooms and facilities. A Social Member is not entitled to use the Club's shooting facilities.

Rights: Speaking and Participation
Subscription: Pay Fees

4.3.4. Junior Member

A Full Member, Associate Member or Social Member of the Club who is under 18 years of age.

Rights: Speaking and Participation
Subscription: Pay Fees

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4.3.5. Life Member

Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the Club. Any person may be nominated for life membership of the Club, and such nomination must be made to the Executive Committee in writing, setting out the grounds for the nomination.

The Executive Committee shall consider any life membership nomination(s) at the next Executive Committee meeting. The Executive Committee shall then recommend all life membership nominees approved at an Executive Committee Meeting for life membership at the next Annual General Meeting.

Written notification of the recommendation of any person for life membership must be given to the Secretary at least 21 days before the Annual General Meeting.

Life membership shall be granted to such nominees approved by an ordinary resolution passed at the Annual General Meeting.

A life member shall be entitled to attend at all general meetings of the Club, and shall have such privileges as may be decided upon from time to time by the Executive Committee.

The present life members of the Club shall continue to hold life membership.

Rights:	same rights as a Full Member
Subscription:	No Fees payable

4.4. Application for Membership

Any person desiring to become a member of the Club shall apply in the following manner:

- (a) By written application submitted to the Secretary. The form of the application shall be as approved by the Executive Committee from time to time.
- (b) Each proposal must be signed by a proposer and a seconder who are Voting Members of the Club.
- (c) The Executive Committee shall consider valid applications and may grant or decline the application in its absolute discretion.
- (d) Any person applying for membership shall elect at the time of application one of the four classes of membership set out in 4.3.1 – 4.3.4 above.

4.5. Rights of members

The rights and privileges of each member shall be personal and shall not be transferable to others and shall only be exercisable after payment of all fees that are due by that member.

Membership does not confer on any member any right, title, or interest (legal or equitable) in the property of the Club.

4.6. Privileges

To the extent that such matters are not set out in the Constitution, the members' privileges, advantages, obligations, qualifications, methods and terms of election, admission, resignation, suspension, expulsion, and disqualification, shall be decided by the Executive Committee and may be prescribed in Regulations.

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4.7. Executive Committee the final arbiter

The Executive Committee shall have an unfettered discretion whether to accept or refuse an application for membership. While the Executive Committee may delegate its power to accept membership applications, in doing so the Executive Committee shall not be determined to have abrogated its right to decide conclusively whether a candidate shall or shall not be admitted to membership or the class of membership to be offered.

4.8. Membership Subscriptions

The Executive Committee shall determine:

- (a) The fees for annual membership subscription payable by members;
- (b) The Club's joining fee for new members;
- (c) Any fees or other levies payable by members at competitions, events and activities held by or under the auspices of the Club;
- (d) The due date for such fees; and
- (e) The manner of payment for such fees.

The fees for membership subscriptions shall apply from the date of acceptance by the Executive Committee of the member's application for membership, up to the end of the Club's financial year. Full membership subscription fees are payable at a rate of 1/12th per calendar month (or part calendar month) for this period.

Membership renewal is, unless otherwise provided for by the Executive Committee, for a full year.

Subscriptions shall not vary between members within a class of membership.

4.9. Provision of Services

Members may be rostered in and/or required to provide reasonable services around the Club and its premises without payment.

4.10. Cessation of membership

4.10.1. Resignation

A member of any class may resign from the Club by notice in writing to the Secretary.

A resignation is effective from the date of the next Executive Committee meeting after notice is given to the Secretary.

The member shall be liable to pay all subscriptions and levies due for the then current renewal period before the member gives such notice to the Secretary.

4.10.2. Striking Off – Non-payment of Fees

Any member:

- (i) Whose membership subscription is in arrears; or
- (ii) Who is indebted to the Club for any sum from the previous financial year,

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at 28 February shall automatically have their membership struck off by the Executive Committee (and if that member is a Full Member, shall have no voting rights at the Annual General Meeting or any Special General Meeting) unless the Executive Committee grants dispensation (e.g. due to prolonged and serious illness), which may be granted at the Executive Committee's sole discretion.

Any member struck-off the register of members (for any reason) shall be liable to pay:

- (a) All subscriptions, fees, levies or other sums that shall have fallen due prior to being struck off; and
- (b) The Club's joining fee for new members, if the member wishes to resume Club membership (provided however that if a member is struck off under this rule but rejoins as a member and pays all sums due under (a) no later than 30 April in the same year, the joining fee for new members shall be waived).

4.10.3. Expulsion

If the Executive Committee considers that any member has prejudiced the achievement of the objects of the Club, or has engaged in any conduct injurious to the Club or its interests, or has gained entry to the Club by misrepresentation or false statements, the Executive Committee shall have power, after due enquiry, to expel such member by resolution approved by two-thirds of the Executive Committee members present and eligible to vote at the next Executive Committee Meeting, provided however that if the alleged ground(s) for expulsion constitutes a Dispute then the Executive Committee shall ensure that the Dispute is investigated and determined in accordance with clause 12. of this Constitution. Such expulsion shall be communicated to the member in question in writing.

4.11. Reinstatement

Any member who has resigned, been struck off or been expelled may reapply for membership through the normal process. However, if a former Member's membership was terminated pursuant to clause 14.1.1., the applicant may be re-admitted only by resolution approved by two-thirds of the Executive Committee members.

5. STRUCTURE AND GOVERNMENT

5.1. Structure

There shall be:

1. The Executive Committee of the Club;
2. A Patron;
3. A Secretary; and
4. A Treasurer.

There may be:

1. Sub-Committees;
2. An Honorary Solicitor;

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3. An Honorary Auditor; and/or
4. A Secretariat.

5.2. The Executive Committee

The Club shall be governed by an Executive Committee, membership of which shall consist of at least 5 members and will include;

- (i) **The President;**
- (ii) **Two Vice Presidents;**
- (iii) **Up to 9 elected Executive Committee Members;**
- (iv) **The Immediate Past President (ex officio)(non-voting); and**
- (v) **The Appointed Officers of the Club.**

5.2.1. Powers and Authority

The Executive Committee shall be responsible for directing the affairs of the Club and shall (in furtherance of the Objects) have various powers and authorities including, but not limited to, the following:

- (i) To decide in what form and manner monies are to be brought into the Club including, in the Executive Committee's discretion, through:
 - (a) levying any charges or fees on members, to be raised by subscriptions;
 - (b) enrolment and competition fees, provided that such fees shall only differ as between classes of membership;
 - (c) accepting capital advances from members such as loans, debentures or donations;
 - (d) accepting donations, sponsorship or loans from third parties;
 - (e) renting, leasing or hiring any real or personal property of the Club;
 - (f) sales of goods and services including lectures, seminars, conferences and similar activities; and/or
 - (g) Any other activity by which the objects of the Club are furthered.
- (ii) To control, invest and dispose of the Club's monies in whatever manner the Executive Committee may decide, including the power to:
 - (a) borrow and/or raise money on the Club's behalf in a manner that ensures the Club has monies to conduct the necessary business and activities of the Club, subject to limitations imposed by statute or by this Constitution;
 - (b) secure repayment of monies by the issue of debentures, by mortgages or by charges upon the whole or part of property or assets of the Club, and to purchase, redeem or pay off such securities;
 - (c) invest surplus monies;

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- (d) make disbursements from any property or fund of the Club, if in the opinion of the Executive Committee, it will further the objects of the Club;
 - (e) pay the current salaries, wages, honorariums, and other disbursements of the Club;
 - (f) pay instalments of purchase money, rent or hire charges, or maintenance costs on any real and personal property of the Club;
 - (g) effect and pay for insurance to cover all risks associated with the Club's operation, including (to the extent permitted by the Act) insurance cover for Executive Committee Members;
 - (h) Allocate and pay monies to operate the Secretariat; and/or
 - (i) Pay any legal, auditing and other professional fees and costs incurred by the Club.
- (iii) To acquire any real or personal property in whatever manner the Executive Committee may determine, including to:
- (a) purchase, lease, exchange or hire such property (or any corresponding rights and privileges in connection with such property), and manage or develop the same;
 - (b) construct, alter, improve or demolish the Club's buildings and/or premises, provided a clear right to do so exists; and/or
 - (c) purchase any goods, chattels or equipment needed to further the objects of the Club.
- (iv) To dispose of the Club's property in such manner that ensures it best satisfies the objects of the Club, including:
- (a) trading, exchanging or otherwise using the property in barter;
 - (b) abandoning property where such property constitutes a burden; and/or
 - (c) selling by private tender or auction, with or without reserve.
- (v) To enter into agreement with any member, provided that any transactions between the Club and its members shall be chargeable at arms-length market rates.
- (vi) To deal with and regulate (through Regulations) any matter not provided for in this Constitution.

The Executive Committee has the ability to delegate any of its powers as it thinks fit.

5.3. Nominations for Executive Committee

Only Full Members may nominate candidates for the Executive Committee, and only persons who are:

- (a) Full Members or Life Members at the end of the Club's prior financial year; and
- (b) A current full member of NZCTA,

may be nominated as candidates for the Executive Committee. Nominations shall be in accordance with the procedures set out in this Constitution or in Regulations.

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All nominations for the Executive Committee must be notified to the Secretary in writing no less than twenty-one (21) days before the Annual General Meeting, and shall set out both the nominator and seconder of that nomination.

When a member is nominated to become an Officer of the Club they must give written consent to become an Elected Officer and certify in writing that they have not been disqualified from holding office as an Officer of the Club under the Act. Written consent and certification documents shall be retained in the Club's records.

In the event of insufficient nominations being lodged with the Secretary, nominations will be received from the floor at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.

In the event that insufficient nominations are received, the Executive Committee may co-opt additional members onto the Executive Committee, provided that the co-opted members must satisfy the requirements of this clause 5.3. and the number of Executive Committee members does not exceed the number of members specified in clause 5.2.

5.4. Election Rules and Subordinate Regulations

The election of the Executive Committee shall be carried out in accordance with this Constitution and in subordinate Regulations that the Executive Committee may choose to adopt to better implement the spirit and intent of this Constitution.

If there is no Executive Committee then the members shall meet in a general meeting and receive a report from the Secretary as to the membership and hold elections.

5.4.1. Election of Elected Officers

All Elected Officers shall be elected annually at the Annual General Meeting.

Voting for Elected Officers shall be anonymous, and may be by postal ballot or provision of proxies (which shall also be anonymous). All voting members shall register upon arrival at the Meeting (including any proxies held), and shall be provided with a ballot paper in approved form.

Votes at general meetings shall be decided on a simple majority with postal ballots or proxy votes being considered as part of the total vote. In the event of a tie, the outgoing President (or if the President is not in attendance, then the chairperson of the meeting) shall have a casting vote.

Each Full Member may cast votes for a President, two (2) Vice-Presidents, and up to nine (9) Executive Committee members.

Should any office become vacant in between Annual General Meetings, the Executive Committee shall appoint the unsuccessful candidate recording the highest number of votes for that office at the previous Annual General Meeting. If that candidate is no longer willing to take such office, the Executive Committee may (without obligation) appoint a member to fill the vacancy until the following Annual General Meeting.

5.4.2. Removal of Elected Officers

Voting members may at any general meeting of the Club, by ordinary resolution, remove any one or more of the Elected Officers.

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Any resolution that proposes removal of specific Elected Officers shall name those Elected Officers proposed to be removed in the proposed resolution.

Notice of any motion to remove any Elected Officer shall be an item of business on the notice of meeting and may not be raised under general business.

In the event that all of the Elected Officers are removed the voting members at the general meeting shall, as its next order of business, conduct elections for the positions of Elected Officers.

5.5. Patron

The Patron of the Club shall be appointed from time to time by the Executive Committee, shall hold office for a period of three years, and shall be eligible for reappointment.

The Patron need not be a member of the Club.

5.6. Appointed Advisors

The Executive Committee may appoint advisors to look after such matters as admissions, public relations, education and other programmes.

Advisors have no authority to decide policy. Their role is to develop policy, make recommendations to the Executive Committee, and to implement policy of, and undertake projects for, the Executive Committee.

5.7. Sub-Committees

The Executive Committee may appoint Sub-Committees to deal with specific projects such as a particular activity (e.g. Club hosting a specific event), a publication, or participation in proceedings under the Resource Management Act and the like.

Any member with participation rights is eligible for appointment to a Sub-Committee.

The authority of Sub-Committees shall be limited to terms of reference specified by the Executive Committee.

Sub-Committees shall act in accordance with the Constitution.

5.8. Secretariat

The Executive Committee may establish and maintain a Secretariat to carry out the operational functions of the Club and manage its compliance legal and administrative affairs in accordance with the directions of the Executive Committee.

6. OFFICERS AND STAFF

6.1. General

The control and conduct of the Club's formal, obligatory, and day-to-day business shall be assigned to the Elected and Appointed Officers as set down below and in the Constitution and Regulations.

6.2. Elected Officers

The Elected Officers of the Club shall be the Executive Committee as defined in clauses 5.2. (i) - (iii).

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All Elected Officers shall serve a one year term.

6.2.1. **President**

The President shall chair meetings of the Executive Committee and shall represent the Club in public affairs. The President may delegate the role of chair for any meetings of the Executive Committee.

6.2.2. **Vice President**

One of the Vice Presidents shall deputise for the President in the event the President's absence from any meeting of the Executive Committee or on any temporary incapacity of the President.

If both Vice Presidents wish to deputise for the President in the event the President's absence from any meeting of the Executive Committee or on any temporary incapacity, then a vote of the Executive Committee shall decide which Vice President shall deputise for the President.

If there is no Vice President available at the time of a vacancy in the office of President, for whatever reason, then the first order of business at the next Executive Committee Meeting shall be the election of a President and two Vice Presidents.

6.3. **Appointed Officers**

The Executive Committee may appoint a Secretary and/or a Treasurer who shall be among the Appointed Officers of the Club. As appointees of the Executive Committee, a Secretary or a Treasurer may only be removed by the Executive Committee. The Secretary and/or Treasurer may be elected members of the Executive Committee.

These Officers shall attend the Executive Committee meetings and shall have voting rights. The Secretary shall be responsible for any Secretariat that is established by the Club and shall be the person responsible for employment relations under the Employment Relations Act.

The Executive Committee may approve a stipend to be paid to the Secretary and Treasurer (if one is appointed) for his/her services.

The Secretary and the Treasurer shall not be the same person.

6.3.1. **Secretary – Duties and Responsibilities**

The Secretary may be a member of the Club.

The Secretary's responsibility shall be to create and maintain accurate records of the Club's membership, policies and proceedings.

If there is no Secretary, the Executive Committee shall be vested with the powers of the Secretary. If there is no Executive Committee, the most recent former President of the Club, being willing to act, shall be deemed to be the Secretary.

6.3.2. **Treasurer – Duties and Responsibilities**

The Treasurer is not required to be a member of the Club and may be on the staff of the Secretariat.

The Treasurer's responsibility (if one is appointed) shall be the accurate recording and management of the Club's financial affairs, which includes (without limitation):

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- (i) The preparation of the financial report for Executive Committee meetings;
- (ii) The preparation of budgets and updates;
- (iii) The payment of creditors;
- (iv) Ensuring the completion of year-end financial accounts and statutory reporting, including maintaining records of all income and expenditure and any other financial transactions necessary to enable to preparation of the balance sheet and statement of income and expenditure for the Club, to be submitted to the Annual General Meeting;
- (v) Keeping track of the authorities for any Officer to act as a signatory on any financial instrument of the Club, including any bank authority;
- (vi) Maintaining necessary statutory records relating to the financial transactions of the Club for such period as may be required by law; and
- (vii) Ensuring the proper preparation and filing of financial documents and returns required to comply with financial reporting and regulatory compliance (including wage and salary returns, GST, ACC, and reporting requirements for Incorporated Societies).

If there is no Treasurer, the Executive Committee shall be vested with the powers of the Treasurer. If there is no Executive Committee, the most recent former President of the Club, being willing to act, shall be deemed to be the Treasurer.

6.3.3. Officer grounds for removal

A person ceases to be an Officer of the Club if the person:

- (a) Resigns in writing;
- (b) Is removed from office in accordance with clause 5.4.2.;
- (c) Becomes disqualified from being an Officer under the Act; or
- (d) Dies.

6.4. Honorary Officers

Honorary Officers of the Club shall be:

6.4.1. Honorary Solicitor

The Executive Committee may appoint an Honorary Solicitor to advise on legal matters, and can approve a stipend to be paid to the Honorary Solicitor for his/her services.

6.4.2. Honorary Auditor

The Executive Committee may appoint an Honorary Auditor to audit the Club's annual accounts, and can approve a stipend to be paid to the Honorary Auditor for his/her services.

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6.4.3. Immediate Past President

The Immediate Past President may be an elected member of the Executive Committee.

6.5. Contracts with Officers

Provided it is in the category of permitted interests in accordance with section 24 of the Incorporated Societies Act 2022, no Officer or member of the Executive Committee shall be disqualified from office by contracting with the Club, provided that any interests are declared prior to contracting and payment for services are on arms-length terms.

7. OFFICER DUTIES

7.1. Duties owed to the Club

Officers' duties are owed to the Club rather than to the members.

7.2. Duty to Act in Good Faith and in Best Interests

An Officer when exercising powers or performing duties, must act in good faith and in what the Officer believes to be the best interests of the Club.

7.3. Powers to be Exercised for Proper Purpose

An Officer must exercise a power for a proper purpose.

7.4. Officers to Comply with Act and Constitution

An Officer must not act, or agree to the Club acting, in a manner that contravenes the Act, or this Constitution.

7.5. Officer's Duty of Care

An Officer when exercising powers or performing duties as an Officer, must exercise the care, diligence, and skill that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

- (a) The nature of the Club;
- (b) The nature of the decision; and
- (c) The position of the Officer and the responsibilities undertaken by them.

7.6. Duty Relating to Activities that Create a Substantial Risk of Loss to Creditors

An Officer must not cause or allow or agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors.

7.7. Duty in Relation to Obligations

An Officer must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

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7.8. Use of Information and Advice

An Officer of the Club, when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) An employee of the Club whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) A professional advisor or expert in relation to matters which the Officer believes on reasonable grounds to be within the person's professional or expert competence; and
- (c) Any other Officer or Sub-Committee of Officers upon which the Officer did not serve in relation to matters within the Officer's or Sub-Committee's designated authority.

8. MEETINGS

8.1. Executive Committee Meetings- Conduct, Quorum and Records

Executive Committee meetings are to be held from time to time as business demands, normally once every month. At least ten days' notice shall be given for any Executive Committee meeting, unless all Executive Committee Members agree to a reduced notice period.

At Executive Committee meetings, five (5) Executive Committee members shall form a quorum..

If any member of the Executive Committee is absent from three (3) consecutive Executive Committee meetings without leave from the Executive Committee, their seat may be declared vacant by the Executive Committee.

Any Executive Committee member ceasing to be a member of the Club shall immediately relinquish their position on the Executive Committee.

Meetings may be held in person, by telephone or audio conference, by video conference, or by a combination of these methods.

The Executive Committee may act by resolution approved by more than half of the Executive Committee members, through a written ballot conducted by email or mail.

Other than as prescribed by any applicable laws, by this Constitution or by Regulations, the Executive Committee shall regulate its own procedures as it thinks fit.

8.2. Procedure for Giving Notice of AGMs & SGMs

Notices for general meeting shall be given by the Secretary on instruction from the Executive Committee.

Not less than 14 days prior to the general meeting, the Secretary shall give a Notice of Meeting of a general meeting, stating (at the minimum):

- The date, time and place for the meeting;
- The proposed motion or remits;

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- If elections are to be held for any position of Elected Officer, a list of nominations for the Executive Committee;
- Where voting papers for items to be voted on by post, ballots or proxy voting forms may be collected; and
- The closing deadline for receipt of such forms.

The Secretary shall publish the notice on the Club's clubroom notice boards or on any other replacement notice board, on the Club's website, and shall send notice by email to the recipient's last known email address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members.

No notice is required to be given to members by individual notice.

8.3. Annual General Meeting

The Club shall hold an Annual General Meeting (AGM) open to all members within four months following the end of the Club's financial year and no later than 15 months after the previous AGM.

8.3.1. Business of the AGM

The business of every AGM shall be:

- i. Considering reports from the President;
- ii. Receiving the financial statements;
- iii. Receiving the Honorary Auditor's report (if available); and
- iv. Considering Notices of Motion and general business; and
- v. Electing Officers of the Club.

No motion to alter the Main Object of the Club, or to suspend or discontinue the Club's activities (or a substantial part of them, including a material alteration to the Club's operating hours), or to wind up or dissolve the Club, shall be considered at an AGM unless the motion was included in the Notice of Meeting sent in advance of the AGM.

8.3.2. Preliminary Notice of AGM

A preliminary notice of the proposed date and place of the AGM shall be given by the Secretary seeking Notices of Motion from members and nominations for Elected Officers at least 28 days before any AGM.

The Executive Committee shall consider all remits and nominations and settle on the proper form and content of the Notice of Meeting and then incorporate its determinations in the Notice of Meeting to be given in accordance with the provision of clause 8.2.

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8.4. Special General Meetings

A special general meeting (SGM), open to all members, may be called by the Executive Committee at any time, or shall be convened by the Secretary upon receipt of a requisition signed by not less than 15 Full Members or 30 per cent of Full Members (whichever is the lesser) setting out the objects of such a meeting.

8.4.1. Business of SGM

The business of an SGM shall be confined to the purposes stated in the notice of such a meeting. No general business can be conducted at an SGM.

8.4.2. Requisition of SGM

The SGM shall be called by the Executive Committee within 50 days of receiving a requisition, or at any time if called by the Executive Committee.

Not less than 14 days prior to the date of the SGM the Secretary shall give a Notice of Special General Meeting in the form as prescribed pursuant to the provisions of clause 8.2.

Special General Meetings may be held by ballot voting form in which case the Notice shall specify that the voting is to be by ballot voting form and that a quorum is not required.

Any resolution proposed at a SGM held by ballot voting form shall be passed by receipt of votes of members in favour of 50% of the members eligible to vote if it is an ordinary resolution and 75% of members eligible to vote if it is a Special Resolution.

8.5. General Meetings - Conduct, Quorum and Records

Meetings shall be conducted according to usual practice of meetings or if standing orders have been promulgated by the Executive Committee in Regulations, then in accordance with those Regulations.

The quorum for General Meetings shall be no less than 20 Full Members or 40% of Full Members (whichever is the lesser).

Where there is no Secretary and no Executive Committee to appoint a Secretary, meetings may be convened by the requisitioner of the meeting.

Minutes are the duty of the Secretary, and record keeping requirements (if any) shall be as specified in the Regulations.

8.6. Proxy Voting

Unless specified otherwise in the notice of meeting, proxy votes for any general meeting must be delivered to the Secretary no later than 24 hours before the meeting is scheduled to commence.

8.7. Resolution in lieu of meeting

A resolution in writing signed by not less than 75% of the members who would be entitled to vote on that resolution at a general meeting is as valid as if it had been passed at a general meeting of those members.

A member may give their approval by:

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- (a) Signing the resolutions; or
- (b) Giving their approval to resolution by email.

A resolution in writing in lieu of a meeting may consist of several documents (including letters, emails or other written means of communication) in similar form each approved by or on behalf of 1 or more of the members entitled to vote.

9. MONIES AND FINANCES

9.1. Financial year

The financial year of the Club shall be from the first day of January to the last day of December in the same calendar year unless otherwise resolved by the Executive Committee.

9.2. Monies as Club property

All monies, being property of the Club, shall be lodged to the credit of the Club or its duly convened Sub-Committee at an Executive Committee approved bank.

Donated monies or monies provided pursuant to an agreement to sponsor or otherwise accepted by the Club on trust or to be invested at the direction of the donor or pursuant to any Deed or Agreement for such special purposes shall be dealt with by the Club in accordance with the terms and obligations imposed on the Club on acceptance of the monies.

9.3. Inspection of books

Any member of the Club may inspect the books and accounts of the Club at the office of the Club at any reasonable time on making application to and receiving approval (which shall not be unreasonably withheld) from the Secretary or Treasurer.

9.4. Pecuniary gain

The Club does not have the purpose of making a profit for members and prohibits distribution of property in any form to members.

No member of the Club shall derive any pecuniary gain from the monies or the financial dealings of the Club, or from transactions involving the real or personal property of the Club, except as provided for in Section 24 of the Incorporated Societies Act 2022 and its amendments. Any such payments or transactions permitted by section 24 of the Act must be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).

10. PROPERTY

10.1. Records

The Club shall keep appropriate records of its property, including the acquisition and disposal of such property, and such records shall be open for inspection by members unless the Executive Committee with due and adequate reason determines that such inspection shall not be permitted.

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10.2. No rights to members

No member shall have any personal right or privilege to any of the Club's property of any nature except under terms determined by the Executive Committee.

11. SELF-INTERESTED TRANSACTIONS

11.1. Interests Register

An Officer, after becoming aware of the fact that they are interested in a transaction or proposed transaction with the Club, must disclose the details and nature of the interest to the Executive Committee and an interests register must be kept.

An Officer of the Club may inspect the interests register at any reasonable time.

If the Club becomes aware of an Officer's interest in a transaction that has already completed, which was not disclosed or entered on the interests register, the Club must notify the members as soon as becoming aware of the failure.

A transaction entered into by the Club in which an Officer of the Club is interested may be avoided by the Club at any time before the expiration of three months after the transaction is notified to the members, provided however that the Club cannot avoid the transaction if the Club receives fair value under it.

11.2. Consequences of being interested

An Officer of the Club who is interested in a transaction entered into, or to be entered into, by the Club:

- (a) Must not vote or take part in any decision of the Executive Committee related to the matter (unless all uninterested Elected Officers consent to the interested Officers participation);
- (b) Must not sign any document in relation to the matter (unless all uninterested Elected Officers consent to the interested Officers participation);
- (c) May take part in the discussion of the matter and be present during the decision on the matter (unless the Executive Committee decides otherwise); and
- (d) May be counted for the purposes of determining whether there is a quorum at any meeting where the transaction is considered.

If 50% or more of Elected Officers are prevented from voting due to being interested in a transaction, then a Special General Meeting must be called to determine the matter.

12. DISPUTE RESOLUTION

12.1. Raising a Dispute

A member or an Officer of the Club may make a complaint by giving the Executive Committee notice in writing that:

- (a) States that the member or Officer is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and

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- (b) Sets out the allegation to which the Dispute relates and (if applicable) to whom the allegation is against, which must contain sufficient details to inform the Club of all material information relating to the Dispute, and (if applicable) to enable the person to whom the Dispute relates to prepare a response.

The Club may make a complaint involving an allegation against a member or an Officer by giving to the member or Officer a notice in writing that:

- (a) States that the Club is raising a Dispute for resolution in accordance with the dispute resolution procedure set out in the Constitution; and
- (b) Sets out the allegation to which the Dispute relates, which must contain sufficient details to fairly advise the allegation and enable the member or Officer to prepare a response.

12.2. Right to be Heard

A member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the Club makes a complaint, the Club will have the right to be heard before the complaint is resolved or any outcome is determined, and one or more Officers may exercise that right on behalf of the Club.

If a member, an Officer or the Club makes a complaint, they must be given:

- (a) An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (b) Reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (c) The right to have their written statement or submissions (if any) considered by the decision-maker.

If a complaint is made against a member, an Officer or the Club, they will have the right to be heard before a complaint is resolved or any outcome is determined (one or more Officers may exercise the right on behalf of the Club).

If a member, an Officer or the Club is involved in a complaint alleging that they have:

- (a) Engaged in misconduct;
- (b) Breached, or is likely to breach, a duty under this Constitution, the Regulations or the Act; or
- (c) Damaged the rights or interests of a member or the rights or interests of members generally;

then they must be given:

- (i) Sufficient details and time to enable them to prepare a response to the complaint;
- (ii) An oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- (iii) Reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (iv) The right to have their written statement or submissions (if any) considered by the decision-maker.

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When investigating and determining any Dispute, the decision-maker shall have sole discretion to decide whether an oral hearing is required. If the decision-maker decides an oral hearing is required, the decision-maker has sole discretion to determine whether to hold that meeting in person, or by use of audio or audio-visual methods, or a combination of these methods.

12.3. Investigating a Dispute

The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with clause 12.1., ensure that the Dispute is investigated and determined.

The Club may refer a complaint to:

- (a) A Sub-Committee or an external person to investigate and report to the Executive Committee; or
- (b) A Sub-Committee, arbitral tribunal, or external person to investigate and make a decision.

The decision-maker may investigate and determine a Dispute by:

- (a) Holding an oral hearing;
- (b) Holding meetings with the complainant and respondent (and support persons); or
- (c) Requesting written submissions from the complainant and the respondent.

The decision-maker must have regard to the complainant and respondent's right to be heard as set out in clause 12.2.

The decision-maker may decide not to proceed further with a complaint if:

- (a) The complaint is trivial;
- (b) The complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) That a member or an Officer has engaged in material misconduct;
 - (ii) That a member, Officer, or the Club has materially breached, or is likely to breach, a duty of this Constitution, the Regulations or the Act;
 - (iii) That a member's rights or interests or members' rights or interest generally have been materially damaged;
- (c) The complaint appears to be without foundation or there is no apparent evidence to support it;
- (d) The person who makes the complaint has an insignificant interest in the matter;
- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
- (f) There has been an undue delay in making the complaint.

A member may not make a decision on, or participate as a decision-maker for a Dispute, if two or more Elected Officers, or two or more members of a Sub-Committee dealing with a Dispute, consider that there are reasonable grounds to believe that the person may not approach the complaint impartially, or without a predetermined view.

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12.4. Resolving Disputes

The decision-maker may:

- (a) Decide not to proceed further with a complaint;
- (b) Reprimand, suspend or expel the member or Officer (provided however that any expulsion of a member must be approved by the Executive Committee in the manner described in clause 4.10.3. of this Constitution); or
- (c) Make any decision which the decision-maker thinks appropriate in order to resolve the Dispute.

The decision of the decision-maker shall be made in the sole discretion of the decision-maker, and shall be final. The decision may be published in the Club's newsletter or other publication.

13. ACCESS TO INFORMATION

13.1. Request for Information

A member may at any time make a written request to the Club for information held by the Club.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Club must, within a reasonable time after receiving a request:

- (a) Provide the information;
- (b) Agree to provide the information within a specified period;
- (c) Agree to provide the information within a specified period if the member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information; or
- (d) Refuse to provide the information, specifying the reasons for the refusal.

If the Club requires the member to pay a charge for the information, the member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the member informs the Club—

- (a) That the member will pay the charge; or
- (b) That the member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

13.2. Refusing a Request

Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:

- (a) Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) The disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or any of its members;

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- (c) The disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club;
- (d) Withholding the information is necessary to maintain legal professional privilege;
- (e) The disclosure of the information would, or would be likely to, breach an enactment;
- (f) The burden to the Club in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information; or
- (g) The request for the information is frivolous or vexatious.

14. MISCELLANEOUS

14.1. Constitution & Regulations

Every member shall, on request to the Secretary, be provided by the Secretary with a copy of the Constitution of the Club and any Regulations in force at the time of request. That copy may be provided in electronic form.

Provision of the Constitution and Regulations of the Club shall be deemed to have been made by posting the relevant documents for free, public and non-restricted download from a web site.

14.1.1. Alteration or rescission of the Constitution

The Executive Committee or any member may, by notice of special resolution provided to the Secretary, require the Secretary to:

- (a) place a resolution proposing the alteration of, amendment to, or rescission of the Constitution on the agenda of business for the next AGM (if notice of the next AGM is not yet given to members); or
- (b) place the proposed resolution on the agenda of business for the next SGM (if notice of the next AGM is already given to members, and if an SGM for the purpose of considering the notice is validly called).

The notice of special resolution may be accompanied by explanatory notes describing the objective(s) and intention of the special resolution, provided that the explanatory notes shall not exceed 500 words.

The Secretary, on receiving a valid notice of special resolution, shall refer the special resolution to the Honorary Solicitor who shall, without delay, provide an opinion to the President on whether or not the subject matter of the proposed resolution can be lawfully passed by the general meeting.

The Honorary Solicitor may propose amendments or alternative wordings to give effect to the broad intentions as expressed in the notice and explanatory notes. That report shall be given in a Notice of Meeting to members prior to the general meeting.

A notice of motion proposing alteration of, amendment to, or rescission of the Constitution and Regulations, either in whole or in part, may only be considered at a general meeting, if:

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- (i) the motion clearly identifies each alteration of, or amendment to, or rescission of each provision of Constitution proposed to be changed;
- (ii) There are no changes to the Constitution's pecuniary gain clause (9.4.) or the winding up clause (14.6.), and no other changes are proposed which would allow personal pecuniary profits to be given to any members. The provisions and effect of this clause 14.1.1. shall not be removed from this Constitution and shall be included and implied into any replacement Constitution; and
- (iii) the Honorary Solicitor has provided an opinion to the President on the proposed change(s).

A special resolution altering, amending or rescinding the Constitution, either in whole or in part, shall only come into effect if:

- (a) it is adopted by Special Resolution at a general meeting; and
- (b) after being filed by the Secretary with the Registrar of Incorporated Societies, is then accepted by the Registrar of Incorporated Societies as being properly registerable at law. Any Special Resolution not accepted for registration shall be deemed to have been unlawfully approved and shall be null and void.

14.1.2. Minor or technical amendments of the Constitution

The Club may amend the Constitution if the amendment has no more than a minor effect, corrects errors or makes similar technical alterations.

The Executive Committee must ensure that written notice of the minor or technical amendment to the Constitution is sent to every member of the Club, which includes:

- (a) The text of the amendments; and
- (b) Member's rights to object to the amendment.

If no objection by a member is received by the Executive Committee or Secretary within 20 Working Days after the notice was sent, the Club may make the amendment.

However, if an objection is received from a member, the Club may not make the amendment.

14.1.3. Alteration or rescission by the Executive Committee of Regulations.

The Executive Committee may adopt, alter or rescind any Regulation at any meeting of the Full Executive Committee, provided that such change is necessary to better carry out its duties pursuant to this Constitution, to better conduct the affairs of the Club, or to better manage the activities of members in accordance with the objects.

Any member may, by notice of ordinary resolution to the Secretary before notice of the next general meeting is given to members, require the Secretary to place on the agenda of business for such next general meeting a notice of motion proposing alteration of, amendment to, or rescission of any Regulation and such notice of motion shall be put to the next general meeting of members.

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14.2. Common seal

The common seal of the Club shall be under the control of the Club's Secretary and shall not be affixed to any document except by order of the Executive Committee and in the presence of two members of the Executive Committee.

14.3. Registered office

The registered office of the Club shall be at the place determined by the Executive Committee and registered with the Registrar of Incorporated Societies.

14.4. Serving of notices

Any notice required to be given by this Constitution shall (unless otherwise set out in this Constitution) be in writing and given by either:

- (i) delivery to the person required to receive it;
- (ii) posted, in the case of notices by members to the Club or the Officers, to the registered office of the Club. Delivery shall be deemed to have occurred after 4 Working Days have elapsed from the date of posting;
- (iii) posted, in the case of notices to members to the member's last address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred after 4 Working Days have elapsed from the date of posting; or
- (iv) by email to the recipient's last known email address as recorded in the register of members or as given by the member to the Secretary to be recorded in the register of members. Delivery shall be deemed to have occurred on sending provided that no non-delivery notice is subsequently received.

Accidental omission to give notice of any meeting, or the non-receipt of such notice shall not invalidate the proceedings at any meeting.

14.5. Contracts by the Club

Any contracts entered into by the Club shall be in writing and must be approved by ordinary resolution of an Executive Committee meeting. The President is authorised to sign any approved contract or any class of contract on behalf of the Club.

14.6. Dissolution or winding up

The Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Secretary shall give notice to all members of a proposed motion to wind up the Club, or remove it from the Register of Incorporated Societies and of the general meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Executive Committee in respect to such notice of motion.

Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by a 75% majority of all members present and voting.

Waitemata Clay Target Club Incorporated

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Prior to the dissolution by the Registrar of Incorporated Societies or a resolution by the members to voluntarily wind up of the Club, the property, assets and monies shall, after provision for the discharge of all liabilities of the Club, be paid or transferred to one or more charitable societies or similar organisations for the promotion of the sport of clay target shooting in Auckland, no distribution shall be made to any member.

14.7. Contact Officer

The Club's Contact Officer must be:

- (a) At least 18 years of age; and
- (b) Ordinarily be resident in New Zealand;

and shall be the President, Secretary or Treasurer of the Club, as the Executive Committee determines.

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

14.8. Entrenched provisions of the Constitution

The following provisions of the Constitution may only be changed by Special Resolution of members at a general meeting:

- Section 5. Structure and Government
- Section 6. Officers and Staff