

UPPER HUTT ROLLER SKATING CLUB INCORPORATED

P O BOX 40 835, UPPER HUTT

CONSTITUTION

NAME

1. The name of the Club shall be “Upper Hutt Roller Skating Club Incorporated”.

OBJECTS

2. The Objects of the Club shall be:
 - (a) To promote the advancement in and encouragement of all branches of the sport of roller skating in Upper Hutt and the surrounding districts.
 - (b) To provide members with a suitable rink or floor, whether acquired by license, lease, purchase or goodwill, together with the necessary amenities incidental to the advancement and encouragement of skating.
 - (c) To purchase, hire or otherwise acquire any equipment necessary to improve skating conditions and to maintain and improve such acquisitions.
 - (d) To borrow or raise money by the issue of bonds or debentures or the giving of mortgages or charges against the whole or any part of the real or personal property of the Club.
 - (e) To invest any monies not required for immediate use in Government or Local Body securities or on bank deposit as may be deemed advisable with power from time to time to vary investments to others of like nature.
 - (f) To affiliate with any National Skating Associations or Societies with the view to furthering the sport of roller skating pursuant to these objects.
 - (g) To take such legal or other lawful proceedings as may be deemed necessary from time to time for the proper conduct of the affairs of the Club and for the fulfillment of these objects.
 - (h) Generally to do all such things whatsoever directly or indirectly which are incidental to or ancillary to these objects PROVIDED HOWEVER that the foregoing provisions shall not in any way limit the rights, powers or authorities conferred upon Incorporated Societies by the Incorporated Societies Act, 1908.

MEMBERS

3. The Club shall consist of the following classes of members.
- (a) **Life Members**: Any person may on the recommendation of the Committee and by a two-thirds majority of members present and entitled to vote at a general meeting of the Club be elected a Life Member of the Club. He shall thereafter be entitled to the full privileges of membership without payment of a subscription.
 - (b) **Senior Members**: These shall comprise those members sixteen years of age and over on the first day of June in each year having left secondary school who actively participate in the sport of roller skating as conducted by the Club. They shall be eligible to hold any office in the Club.
 - (c) **Junior Members**: These shall comprise those members under the age of sixteen years on the first day of June in each year or remaining at secondary school who actively participates in the sport of roller skating as conducted by the Club. They shall not be entitled to vote at any General Meeting of Members unless they have attained the age of 12 years on the first day of May. They shall not be eligible to hold any office in the Club, with the exception of Junior Representative (under clause 11(f)).
 - (d) **Social Members**: These shall comprise those members who do not actively participate in the sport of roller skating as conducted under the rules of the New Zealand Federation of Roller Skating. They shall be eligible to hold any office in the Club.
 - (e) **Appointed Members**: These shall comprise those representatives (not exceeding at any time more than two (2) in number) as shall be appointed to be representatives on the Club Committee by any local body or incorporated society from time to time nominated by the Club in general meeting. Such Appointees shall be entitled during the term of their appointment to the full privileges of membership without payment of a subscription.
 - (f) **Associate Members**: These shall comprise those members being financial members of a roller skating club and approved by a resolution of the Committee. These members shall pay such fees as shall be determined by the Committee and shall abide by any conditions laid down by the Committee from time to time. They shall not be entitled to hold any office in the Club.

ELECTION TO MEMBERSHIP

4. Every applicant for membership in any of the classes of membership set out in Rule 3 as above other than life membership shall make written application on the form prescribed from time to time by the Committee for such purpose. The Committee shall consider the application for at the next committee meeting after the receipt of the same by the Secretary. Upon an application being approved by resolution of the Committee passed by a majority of two-thirds of those members of the Committee present the applicant shall be deemed to be a member of the Club.

5. Each newly elected member shall within one (1) calendar month of the date of his election pay to the Treasurer his first year's subscription and on receipt of the same shall be furnished with a copy of this Constitution and shall be bound thereby. No newly elected member shall participate in any of the privileges of membership until his subscription has been so paid.
6. No applicant whose application has been rejected shall renew his application for membership within six (6) calendar months from the date of the Committee Meeting at which his previous application was rejected except with the consent of the Secretary given pursuant to a resolution of the Committee.

TERMINATION

7.
 - (a) **Resignation**: Any member wishing to resign from the Club shall give notice to the Secretary in writing. The Secretary shall thereupon remove his name from the roll of members. The names of all members shown on the membership roll at the date of the Annual General Meeting of Members shall render such members liable to the subscription for the ensuing year. No such resignation as aforesaid, nor any expulsion as mentioned in Sub-Clause (b) of this clause shall relieve or discharge any resigning or expelled member from the payment of any subscription or other monies due to the Club as at the date of his resignation or expulsion.
 - (b) **Expulsion**: If in the opinion of the Committee the conduct of a member is such as appears to endanger the character, good order or welfare of the Club or for any other reason it is desirable in the interests of the Club that any member thereof shall cease to be a member then the Committee may after giving such member an opportunity to be heard before the Committee request such member to resign. If such member fails to resign within seven (7) days after such request the Committee shall have the power to suspend or expel such member.

SUBSCRIPTION

8.
 - (a) The amount of the annual subscription shall be determined from time to time by the Annual General Meeting of members and shall be paid by each member by 30th June in the same year as the AGM is held. Any member failing to pay his subscription within the above period shall not be entitled to any of the privileges of membership until payment has been made except as provided by Clause 3 (a) or (e) above. A member whose subscription is due and unpaid shall not be entitled to vote at meetings.
 - (b) New members applying for membership between 1 January and 30 June shall pay fifty per cent (50%) of the annual subscription as determined under Sub-Clause 8 (a).
9. In addition to the annual subscription each member other than life members shall pay a nominal fee to be determined by the Committee from time to time for participation on each of the Club's skating days or evenings in which he takes part. Any such member who remains unfinancial after 31st July shall be charged

a non-member fee for each of the skating days and evenings in which he takes part. Any member who remains unfinancial after 31 August shall have his name removed from the Membership Roll.

10. The Committee shall have the power to fix from time to time a fee payable by non-members who skate at Club events.

OFFICERS

11. The Officers of the Club shall be:
 - (a) A President
 - (b) A Vice-President
 - (c) A Secretary
 - (d) A Treasurer
 - (e) Not more than six (6) Committee Members
 - (f) A Junior Representative.
12. The Committee of the Club shall consist of the Officers of the Club and any appointed members in terms of Sub-Clause 3 (e).
13. The Committee may from time to time form and dissolve Sub-committees which shall be chaired by a Committee member who shall report to the Committee. The Sub-committee may co-opt as many members, be they Club members or not, as required to assist with the duties of that Sub-committee.
14. The Officers shall be elected annually at the Annual General Meeting of Members. Notice of appointment of any appointed members of the Club by the local body or incorporated society entitled to make such an appointment in terms of Sub-clause 3 (e) hereof shall be given annually at the said Annual General Meeting.
15. The Committee shall have the power to fill casual vacancies occurring during the year except if the vacancy is that of appointed member in which case the organisation concerned shall be entitled to appoint another person to fill the vacancy.
16. The committee shall appoint an Auditor who shall be a member of the New Zealand Society of Accountants. He shall audit the accounts of the Club and is authorised to call for the production of all books, papers and documents relating to the affairs of the Club. The Auditor shall not be an Officer of the Club or a member of the Committee, but may be a member of the Club.

MEETINGS

17. Annual General Meeting of Members: The financial year of the Club shall end on the 31st of March in each year and the Annual General Meeting of Members shall be held not later than 31st May in the same year when the Audited Annual Accounts and the Annual Report shall be submitted to the members and the meeting shall deal with such other business as shall be deemed necessary. The election of officers shall take place as hereinbefore mentioned.

18. Special General Meeting of Members: These may be called on the resolution of the Committee or on receipt by the Secretary of a requisition signed by not less than twenty-five (25) financial members. The resolution of the Committee or the requisition of members shall state the business to be considered at such Special General Meeting of Members and no other business will be considered. The Secretary shall convene the Special Meeting within twenty-eight days of the date of the resolution of the Committee or the date of receipt by him of the requisition of members.
19. Committee Meetings: These will be called by the Secretary from time to time as the business of the Club demands on the instruction of the President.
20. Method of Calling Meetings: The Annual General Meeting and any Special Meeting of Members shall be called by a notice to members sent to their last known email address, and included in the Club newsletter and Website at least seven (7) days prior to the date of the meeting. A copy of such notice shall, within a similar time be placed on the Club's Notice Board. The accidental omission of notice to a member or the non-receipt of the notice shall not invalidate the proceedings of the meeting. Committee meetings shall be called and the committee members notified thereof by such means as the President for the time being may direct.
21. Quorum at Meetings: The Quorum at the Annual General Meeting of Members and at any Special General Meeting of Members shall be twenty (20) or fifty percent (50%) of members eligible to vote at such meetings, whichever is the lesser. The Quorum at Committee Meetings shall be a minimum of 50% of the members of the Committee

If a quorum is not present within 30 minutes after the time appointed for the Annual General Meeting of Members or any Special General Meeting of Members, the meeting is adjourned to the same day in the following week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 15 minutes after the time appointed for the meeting, the members present and eligible to vote at such meetings are a quorum.
22. Nominations: Nominations for election as Officers of the Club shall be on the form prescribed by the Committee for the purpose and must be in the hands of the Secretary not less than forty-eight (48) hours before the time appointed for the commencement of the Annual General Meeting of Members. Should insufficient nominations be received for the offices to be filled then the Chairman shall declare those nominated duly elected and shall call for further nominations from the floor of the meeting to fill the remaining vacancies. Retiring members shall be eligible for re-election. Any members may be nominated for election as an Officer of the Club and also for election as a Committee Member. Should the member be elected as an Officer then his nomination as a Committee Member is automatically withdrawn. Junior members shall not be eligible for nomination as Officers of the Club except for the position of Junior Representative as in Clause 11 (f).
23. Proceedings at Meetings: At the Annual General Meeting, at all Special Meetings and at all meetings of the Committee the President (or in his absence the Vice-President) shall preside but should both of these Officers be absent then the members present and entitled to vote shall elect a Chairman for the

meeting. The Chairman at all meetings whatsoever shall have a casting vote as well as a deliberate vote.

24. Voting: At the Annual General Meeting and all Special General Meetings each member (refer Junior Members Clause 3(c)) whose subscription is paid up to date shall have one (1) vote. Voting (except for the election of Officers and in the case of Special General Meeting called for consideration of the expulsion of a member as provided by Clause 7(b) above which shall be by ballot) shall be by a show of hands or by ballot on the request of any three members present and entitled to vote at such meeting. No member shall vote by proxy. At Committee meetings each member shall have one (1) vote. Voting shall be on the voices unless the Chairman shall require a show of hands. A ballot shall be taken on the request of three members or otherwise when required by the rules.

BANKERS

25. The Club funds shall be lodged in a Bank Account to be kept at such Bank as the Committee shall from time to time determine. All monies received shall be lodged by the Treasurer to the credit of the Club's Account. The Treasurer shall have the power to endorse cheques on behalf of the Club. All payments to be made by the Club shall be made by cheque drawn on the Club's account or paid by electronic payment methods that are available from the Club's Bank. All cheques or payments drawn on the Club's Account will be signed or authorised by any 2 of the President, Vice-President, Secretary or Treasurer. All accounts shall be passed by the Committee for payment prior to being paid or ratified at the immediately following meeting in the event that an urgent payment is required.

ALTERATION TO CONSTITUTION

26. No existing clause shall be altered or repealed nor shall any new clause be added without the consent of a two-thirds majority of the members present and entitled to vote at a General Meeting called for such purpose and unless at least seven (7) days notice of such proposed alteration, repeal or addition shall have been given.
- 26a. No addition to or alteration of the non profit aims, personal benefit provisions or the winding up clause shall be approved without the approval of the Inland Revenue Department. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

DISPOSITION OF FUNDS

27. The income, capital and assets of the Club shall be applied solely towards the promotion of the objects of the Club PROVIDED HOWEVER that the Committee may by resolution pay such honoraria as it shall deem expedient for services of any kind rendered to the Club and may by resolution reimburse expenses incurred by members or may financially contribute towards travelling and/or accommodation expenses of members representing the Club. No portion of the funds shall be transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Club.

- 27a. No member of the club or any person associated with a member shall participate in or materially influence any decision made by the club in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).
28. Funds raised for a specified purpose shall be paid into a separate account and shall not be used for the day-to-day running of the Club. This consolidated fund may only be drawn on by a resolution of the Committee passed by a two-thirds majority of those present and entitled to vote.

GENERAL

29. The Committee shall have power to give effect to and carry out the objects of the Club as set out in this constitution. It is authorised to frame regulations for the conduct of its own proceedings and may appoint and dismiss any servant of the Club. It shall have power to pay such servants such remuneration as it shall from time to time decide. It shall insure and keep insured to the full insurable value all insurable property of the Club. In general the Committee shall be solely responsible for the management of the Club's affairs.
30. Should any Officer of the Club fail to attend two (2) consecutive duly convened meetings of the Committee without furnishing to the President satisfactory reasons for his absence he shall forthwith cease to be a member of the Committee. The vacancy shall be filled as a casual vacancy in accordance with these rules.
31. The Secretary shall conduct all correspondence and shall retain copies thereof and all documents pertaining to the Club's affairs. He shall keep proper minutes of all meetings. He shall keep a roll of members and shall furnish the Treasurer with a copy thereof and with the copies of all additions thereto or deletions therefrom. He shall act on instructions from the Committee and all property of the Club which shall be in his keeping shall be handed by him to the President on his ceasing to hold office of Secretary.
32. The personal records of each member of the Club shall be treated as confidential to the Committee and shall not be divulged without the consent of the member concerned. Members are not entitled to inspect the books of account of the Club without prior consent of the Committee. A two-thirds majority of members present and entitled to vote at any General Meeting of Members may appoint a Committee of Inspection to investigate any matter and report back to the Club at a Special General Meeting. It shall be the duty of all office bearers of the Club to produce to such inspectors so appointed all books, statements of account or other documents or information as they shall require and to answer all questions put to them by such inspectors.
33. The Treasurer shall keep proper books of account and record therein all financial transactions affecting the Club. He shall collect all subscriptions, issue receipts therefore and report to the Committee as required. He shall prepare and submit to the Committee and to the Annual General Meeting accounts in the form of a statement of Financial Position and a Statement of Financial Performance. He shall submit accounts to be audited by the Auditor and shall

supply the Auditor with all the information necessary for him to complete the Audit.

34. The full minutes of all General Meetings and Committee Meetings shall be published on the Club notice board at least 7 days prior to the next Committee Meeting.

RULES

35. The Committee may from time to time make, alter or rescind rules for the general management of the Club so long as these are not repugnant to this constitution or to the provisions of law. All such rules shall be binding on all members of the Club. A copy of the rules in force for the time being shall be available for inspection by any member on request to the Secretary.

DISSOLUTION

36. A majority of members present and entitled to vote at a Special General Meeting convened for that purpose may resolve that the Club be wound up as from a date to be named in the resolution. A second Special General Meeting must be called not less than thirty days after the first to confirm the resolution and the date for dissolution. Upon any such winding-up or dissolution the funds and property of the Club after payment of all liabilities shall be transferred to an appropriate Charitable organisation for community sporting purposes.

COMMON SEAL

37. The Common Seal of the Club shall be kept at such a place as the Committee shall from time to time direct, it shall be used only pursuant to a resolution of the Committee, and it shall be affixed to papers or documents in the presence of three Officers of the Club, the first of whom shall be the President or Vice-President, the second of whom shall be the Secretary or the Treasurer and the third of whom shall be a member of the Committee.

INTERPRETATION

38. The decision of the Committee on the construction or interpretation of any clause or on any matter or thing not contained in the Constitution but pertaining to or affecting the Club, its members or its property, shall be conclusive and binding on all members. Where words indicating the masculine gender are used in this Constitution they shall also be taken to include the feminine gender wherever applicable.