

# THE INCORPORATED SOCIETIES ACT 1908

## RULES OF THE HAMILTON COSMOPOLITAN CLUB (INCORPORATED)

These Rules are in accordance with The Incorporated Societies Act 1908 and subsequent amendments hereinafter referred to as "The Act"

### NAME

1. The name of the Club shall be Hamilton Cosmopolitan Club (Incorporated) hereinafter referred to as "The Club"

### OFFICE

2. The Registered Office of the Club shall be at Claudelands Road, Hamilton.

### OBJECTS OF THE CLUB

3.
  - (a) To conduct, administer and maintain a Chartered Club for its members and for such persons as are authorised from time to time in accordance with the terms of any charter granted to the Club.
  - (b) To provide amenities and cultural activities and promote sports and generally to provide an atmosphere where the members may meet and enjoy fellowship with one another. Gambling on any of the above or any other activity (bookmaking) is prohibited in the Club but Gaming Machines and T.A.B facilities as licensed are permitted.
  - (c) **Pecuniary Gain:**  
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 payment to or on behalf of that member or associated person, of any income, benefit or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction, being the open market value.

### MEMBERSHIP

#### 4. MEMBERSHIP

4.1 Classes of Membership: The Members of the Club shall be divided into the following classes:

- (a) Ordinary;
- (b) Junior;
- (c) Life;
- (d) \* Category delete
- (e) Long Service

#### 4.2 Ordinary Membership

Males and females of at least the Legal Drinking Age may apply to become Ordinary members of the Club in accordance with the following rules:

- (a) The candidate shall pay at the time of application the annual subscription due at that time (see rule 5.1), serve a three month probation period and complete an application form which the following is included.
- (b) The application form shall include the candidate's:
  - 1) full name;
  - 2) date of birth;
  - 3) residential address;
  - 4) email address, home and mobile phone numbers if available;
  - 5) occupation;
  - 6) sign a club application declaration;
  - 7) sign an undertaking that they will abide by the Rules and By-laws; and
  - 8) sign an acknowledgement and acceptance of the terms and conditions of the three month probation period.
- (c) A member who is on probation and his/her conduct is prejudicial to the peace and harmony of the Club or wilful infringement of the Rules or By-laws of the Club may have his/her membership rescinded by the Executive of the Club without hearing or appeal.

#### 4.3 Junior Membership

Males and females between twelve (12) years and the legal drinking age may apply to become junior members of the Club in accordance with the procedure for Ordinary Membership set out in Rule 4.2

- (a) On reaching the legal Drinking Age, Junior Membership are eligible to apply for Ordinary Membership.
- (b) Members shall automatically lose their junior membership status:
  - 1) Three months after reaching the Legal Drink Age,
  - or,
  - 2) Upon admission as an ordinary member,whichever is earlier.
- (c) Rule deleted.
- (d) Junior member may not sign in visitors, vote, hold office and may be limited to reciprocal visiting rights dependant on the reciprocal club and their rules

#### 4.4 Life Membership

Life membership may be awarded to any member for exceptional service rendered to or on behalf of the Club, in accordance with the following:

- (a) The Committee may elect to recommend a member for life membership.

- (b) A financial Member may propose, and another financial Member may second a Member for life membership in writing, and that nomination shall be forwarded to the Committee.
- (c) No nomination for life membership shall be put to the Annual General meeting unless it has a support of the Committee.
- (d) The Committee shall post notice of its' intention to recommend a Life Member on the Club's notice board for fourteen (14) clear days prior to the Annual General Meeting in any Year.
- (e) The Club may elect a Member recommended by the Committee to life membership, by simple majority at the Annual General Meeting.
- (f) Life Members are eligible to vote, hold office and enjoy all the right and privileges of membership.
- (g) Life Members shall not be charged an annual subscription but shall be deemed to be Financial Members.

#### 4.5 Membership category deleted

#### 4.6 **Long Service Membership**

Males and females members shall be automatically granted Long Service Membership of the Club by meeting the following criteria;

- (a) Must have served as a member of the Hamilton Cosmopolitan Club continuously for a period of 20 years.
- (b) Where club records cannot prove a members length of service the club executive committee can approve a long service membership on the hearing of supporting evidence and testimonial.
- (c) Rule deleted.

#### 4.7 Rights and privileges: Ordinary, Junior, Life and Long Service Members shall be entitled to:

- (a) enter Club premises during such hours as may be defined by the Committee;
- (b) enter any Chartered Club with whom reciprocal visiting arrangements are in place, provided it is in accordance with that Club's Rules; and
- (c) With the exception of Junior Members:
  - 1) May hold office in accordance with these Rules;
  - and,
  - 3) have an equal voice in all business of the Club

#### 4.8 Employees: Members who are employees of the Club are entitled to all the right and privileges of membership, excluding those rights concerned with the selection, election and holding office with the Club.

## **5. SUBSCRIPTIONS**

- 5.1 The Annual Subscription shall be such sum as shall be determined by Members from time to time in Annual General Meeting or Extraordinary General Meeting.
- 5.2 The Annual Subscription shall be payable yearly in advance on or before the last day of March in each year.
- 5.3 Any new member annual subscription will be pro-rata on a quarterly basis in the first year of membership.
- 5.4 Any member whose subscription or other dues are not paid by the date referred to in the clause 5.2 shall;
  - (a) There upon automatically ceases to be a Member and his or her name shall be removed from any register of Members.
  - (b) Not be relieved from payment of the Annual Subscription or of any other payment due or payable to the Club.
  - (c) Not be refunded any subscription or other payment already paid to the Club.
  - (d) Reapply for membership pursuant to Rule 4.2 if he or she wished to be reinstated as a member.
- 5.5 A Member incapacitated through illness, accident or distress may, on notice in writing given to the Secretary, have his/her subscription suspended or remitted.

## **ANNUAL GENERAL MEETING**

6. The Annual General Meeting of members shall be held in the month of June in each year on a date to be fixed by the Committee. Fourteen (14) clear days notice of such meeting shall be given by notice posted on the club notice board and club webpage and a copy of such notice sent to individual members by email or post mail at their request seven (7) clear days prior to the date of such meeting.  
At such meeting thirty (30) financial members present in person shall form a quorum.

A register of members attending will be taken by the Manager or nominee. Admission will be by presentation of current membership card only. Entry will not be permissible once the meeting is declared open.

## **SPECIAL GENERAL MEETING**

7. The President shall call a Special General Meeting of members at any time within fourteen (14) days upon the request by resolution of the Committee or upon receipt of a requisition signed by not less than fifty (50) financial members stating the purpose for which such meeting is desired. Notice of any such meeting shall be by notice on the clubs notice board and by advertisement in the public notice

section of the Waikato Times on the two (2) Saturdays preceding the meeting. At such meeting thirty (30) financial members present in person shall form a quorum.

A register of members attending will be taken by the Manager or nominee Admission will be by presentation of current membership card only. Entry will not be permissible once the meeting is declared open.

8. At Special General Meetings no other business than that for which the meeting is called shall be dealt with.

## **CONDUCT OF GENERAL MEETING**

9. The business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the previous Annual General Meeting
  - (b) To receive the Annual Report
  - (c) To receive the duly audited Annual Statements of Income and Expenditure and Assets and Liabilities of the Club. The adoption of the Report and Balance Sheet having been moved and seconded any member may without notice ask any question or move any motion relevant to that Report or Balance Sheet.
  - (d) To confirm the subscription
  - (e) To confirm the appointment of the Auditor for the ensuing year
  - (f) To set Honorariums for Committee
  - (g) To transact any other business of which notice of motion had been given to the Secretary at least twenty-one (21) days prior to the meeting and shall be posted on the Club notice board.
10. The usual Rules of debate shall be followed, each member speaking once only to each motion or amendment except the Mover who may reply. The Mover of any resolution or substantial amendment shall be allowed five (5) minutes in which to introduce his/her proposition and ten (10) minutes for reply or vice versa. Any other speaker will be allowed five (5) minutes. An extension of time may be permitted by the Chairperson. The Chairperson shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any subject is desired, any member may move that the meeting go into committee on that subject and such motion shall be immediately put and decided by a show of hands.

## **VOTING AT GENERAL AND SPECIAL GENERAL MEETINGS**

11. Every member shall be entitled to be present and to give one vote on every question.
- Voting shall be by voices in the first instance, but the Chairperson may on his/her own volition or by application of three (3) members shall call for a show of hands. On a motion passed by a majority of those present the vote shall be taken by secret ballot. In the case of a tie, in any ballot the Chairperson shall have a casting as well as a deliberate vote.
- Any member entitled to vote under these Rules, who is absent from Hamilton or who is incapacitated from attending the Club on that date of the Annual General Meeting may exercise his/her privilege to vote on any resolution of which notice has been given in the following manner.
- By lodging with the President, Manager, Secretary or nominee at any time prior to the commencement of the meeting in a sealed envelope his/her written vote for or against the motion to be voted on. The vote is to be signed and dated and the envelope containing the same shall be initialled and dated on the outside by the President, Manager, Secretary or nominee on receipt thereof. The envelope shall be opened by

the Chairperson of the said meeting at the appropriate time of voting with the voters desire acted upon.

12. Any Annual or Special General Meeting may be adjourned to any time not exceeding fourteen (14) days thereafter. In the event of there not being a quorum present within half an hour from the time appointed for an Annual or Special General Meeting the meeting shall stand adjourned for not more than fourteen (14) days. The new date to be fixed by the Committee, who shall give at least three (3) days notice by advertisement in the local paper and notice on the Club's notice board. In the event of there again being no quorum the meeting shall lapse.

### **MANAGEMENT OF THE CLUB**

13. An "Executive Committee" referred to as the Committee composed of the President, Vice-President, and six (6) Committee members of whom five (5) shall form a quorum. The Committee is responsible for the day to day operations of the Club involving members' activities and whatsoever may be determined from time to time. The Committee shall be fully and properly constituted, notwithstanding any extraordinary vacancies that may exist in it or any deficiency in the number of members returned at any election, provided a quorum remains.

### **BOARD OF APPEAL**

14. There shall be a Board of Appeal consisting of three members, who shall be elected annually in accordance with Rule 20 (a), whose duty it shall be to hear and decide any appeal lodged by a member against any decision of Executive entailing suspension or expulsion.

### **REQUIREMENTS FOR OFFICE**

15. The following provisions shall apply to the election of officers:
  - (a) A candidate for the office of President or Vice President must have been a member of the Club for at least three (3) years immediately prior to nomination and shall have served for at one (1) year term on the Committee of the Club.
  - (b) A candidate for the office of Committee Member or Board of Appeal must have been a member of the Club for at least one (1) year immediately prior to nomination.
16.
  - (a) A member may be a candidate for but shall not hold more than one office.
  - (b) In the case of plural nominations the order of precedence shall be: President, Vice-President, Committee Members, Board of Appeal.

## TERM OF OFFICE

17. (a) The President, Vice President and committee members shall hold office for two (2) years. The president and three committee members shall retire at the AGM in odd years, the Vice President and three (3) committee members shall retire at the AGM in even years.
- (b) The Board of Appeal shall hold office for one (1) year.
- (c) All persons shall be eligible for re-election.
- (d) An elected member may at any time retire from office by giving notice in writing to the secretary or nominee to that effect.

## ELECTION OF OFFICERS

18. (a) The Committee and Board of Appeal shall be elected by members except as otherwise provided in rule 26 relating to extraordinary vacancies.
- (b) Each candidate for office must be duly proposed and seconded by two (2) members (who have been members of the Club for the preceding twelve (12) months), in the manner prescribed by the Secretary.
- (c) Nominations shall close twenty-one (21) days before the Annual General Meeting.
- (d) Voting shall be by secret ballot held in an area of the club designated by the executive for that purpose. Voting shall take place in the week preceding the AGM between the hours that the executive may from time to time decide. Voting shall close at 6pm on the Friday preceding the AGM.
- (e) The closing time for receipt of voting papers shall be six (6) pm on the Friday preceding the Annual General Meeting. Voting papers not received by that time shall be declared invalid.
19. If the number of candidates for any office does not exceed the number required to be elected the members nominated shall be declared at the time hereinafter fixed for the declaration of elections.
20. The Committee shall appoint a Returning Officer who shall be responsible for ensuring the proper conduct of the election including procedures for:
- 1) The issue of voting papers.
  - 2) The custody and security of completed voting papers from receipt to destruction seven days after.
  - 3) The Annual General Meeting.
  - 4) The counting and recording of votes.
  - 5) The briefing of scrutineers.
  - 6) The selection and briefing of members to assist with counting.

- 7) The confidentiality of election results until the successful candidates are declared elected at the Annual General Meeting except that candidates may be advised (in confidence) of their result.

21. In the event of a tie in the ballot, the Returning Officer shall determine the result by the toss of a coin at the declaration of the poll.

### **RECOUNT OF VOTES**

22. Where any candidate has reason to believe that the declaration of the number of votes received by any candidate at any election is incorrect, he/she may within twenty four (24) hours after such declaration is made, apply to the Returning Officer for a recount.

The Returning Officer shall as soon as practicable after receiving such application recount the votes in the presence of any scrutineers who may have been appointed. If on the recount it be found that such declaration was incorrect the Returning Officer shall post upon the notice board an amended declaration of the total number of votes received by each candidate as disclosed by such recount and the candidates then found to have received the highest number of votes shall be declared to be elected.

If as a result of the recount it be found that the original count was correct the Returning Officer shall in like manner confirm the former declaration.

### **FORFEITURE OF OFFICE**

23. The Committee shall declare forfeited the seat of any member of the Committee who absents him/herself from three (3) consecutive meetings of the Committee without leave of absence granted by resolution recorded in the Minutes.

### **EXTRAORDINARY VACANCIES**

24. Should there be a deficiency in the number of officers or Committee Members not otherwise provided for under these Rules the Committee may fill such vacancy or vacancies until the end of that term as they may deem fit.

### **AUDITOR**

25. (a) The Club's accounts shall be audited annually by a chartered accountant appointed by the members in Annual General Meeting, who shall
  - 1) be a member of the Institute of Chartered Accountants of New Zealand,
  - and,
  - 2) not be a Committee Member or hold any office in the Club.
- (b) The Auditor shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion, but shall not be entitled to exercise a vote on any question.

- (c) The Auditor shall be paid such fees as may be determined by the Committee from time to time.
- (d) The Auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Club. The financial statement shall be audited by him or her and, if correct, certified under his or her hand before they are submitted to the Annual General Meeting.

## EXECUTIVE COMMITTEE POWERS AND DUTIES

26. (a) The Committee shall meet at least once in each calendar month. The President may of his/her own motion or on receipt of a requisition signed by not less than two thirds of its members shall call a Special Meeting of the Committee by posting a notice on the Notice Board twenty-four (24) hours before the time fixed for a meeting.
- (b) At the first meeting of the Committee held after each Annual Election the President shall see that such sub-committees for special purposes as may be required under the by-laws are appointed.
27. The Committee shall have power to make by-laws for the regulations and management of the Club or any part of its business. All such By-laws shall be posted on the Club notice board for fourteen (14) days during which time members may object in writing whereupon the objection must be considered at the next Committee Meeting.
28. (a) The Committee, Manager or Nominees may suspend any member whose conduct is prejudicial to the peace and harmony of the Club or wilful infringement of the Rules or By-laws of the Club. Such member shall be suspended until a formal enquiry is held. The formal enquiry is to be held within 14 days of the suspension of the member. Notification of such enquiry shall be by letter directed to his/her last known address and shall invite him/her to appear before the Committee to offer in answer an explanation of his/her conduct and hear what he/she may wish to urge for his/her defence. Failure to appear may result in the suspension being extended until an agreed meeting can be set.
- (b) When a complaint had been lodged, at the hearing the person/s who laid the complaint as well as the person/s the complaint has been lodged against shall be present to enable question of both parties. When a complaint has been made against a Board or Committee member, the hearing shall be heard by the Committee as to which the person/s is not a member. Witnesses to the said complaint may be present but will only be permitted to speak once at each hearing unless questioned later in the hearing.
- (c) The formal enquiry on hearing all evidence will either issue a warning, suspension period, expulsion or dismissal. The decision shall be conveyed to the member/s immediately and followed up in writing and shall be effective immediately.
- (d) When it shall come to the knowledge of the Manager or Secretary that a member had been convicted of an offence or that a prohibition order has been made against a member it shall be the duty of such official to report the fact to the Committee at or before their next meeting.
29. The Committee shall at all times entertain complaints in connection with the Club and suggestions for the improvement of the Club made in writing and properly authenticated by members.

30. The Committee shall assist with stock take when practical. At the completion of each yearly period the Committee shall make an inventory and valuation of all furniture and effects.
  
31. At each Annual General Meeting the Committee shall produce a printed Report of the proceedings of the Club and Sub-Clubs for the past year and an audited Balance Sheet showing the financial position of the Club as at 31 March of the current year and an audited Balance Sheet of Sub-Clubs at their last balance date prior to the Annual General Meeting. A copy of the Report and Balance Sheet shall be placed on the club webpage with a link emailed to members. Also copies held at reception for members to collect or posted by mail to members at their request. The report to be completed within seven (7) clear days prior to the date of the meeting.
  
32. Rule deleted.

## **PRESIDENT AND VICE PRESIDENT**

33. The president shall have control over all paid officials of the Club (subject to the approval of the Committee) and shall attend all meeting of the Club; in his/her absence the Vice-President shall attend and failing both, the meeting shall elect a Chairman. The Chairman of any meeting shall have a deliberate and casting vote. The President and Vice-President shall be ex officio a member of all sub committees and sub clubs. The President and Vice-President shall have the right of entry upon the Club premises/or buildings at any time.

## **TREASURER**

34. (a) The Committee shall appoint a Treasurer, whose duties shall include:
- 1) ensure that all moneys received by the club are paid into the Bank for the credit of the Club; and
  - 2) prepare a detailed report of the previous month's receipts and payments for each monthly Committee Meeting and present it to that Meeting; and
  - 3) ensure that all taxes, levies, duties and other payments required by statute are made before the due date; and
  - 4) All taxation and other financial returns required by statutes are accurately completed and lodged by the due date; and
  - 5) Prepare the Club's financial Statements and present them to the Annual General Meeting each year.
- (b) The Treasurer shall immediately bring to the attention of the Committee, any financial irregularity or suspicion of financial irregularity, or any concern regarding the financial performance of the Club.
- (c) The Committee shall determine the Treasurer's remuneration.
- (d) Nothing in this rule shall preclude the combining of this office with that of Secretary.

## **MANAGER**

35. (a) The Manager shall be an official employed by the Committee, and shall be deemed to act as the Clubs representative for the purpose of licensing laws of New Zealand.
- (b) He/she shall be responsible for the day to day maintenance, cleanliness and service of the Club, the engagement and dismissal of such employees as may be essential to provide adequate and efficient maintenance of the assets and control of the Club and such other duties as are appropriate to his/her office as set out in his/her employment contract.
- (c) Remuneration shall be negotiated but the Committee. Administration will be in accordance with directive through the President or nominee.
- (d) Nothing in these rules shall preclude the combining of the office of Manager and Secretary.

### **MINUTE SECRETARY**

36. (a) A Minute Secretary shall be an official appointee by the Committee whose duties shall be to take minutes of the Committee. Annual General Meetings or any other duties as called for by the Committee.
- (b) The Minute Secretary has no input to meetings unless directed by the President and has no voting rights.

### **SECRETARY**

37. (a) The Secretary shall be an official employed by the Committee. Remuneration shall be negotiated by the Committee.
- (b) Nothing in these rules shall preclude the combining of the office of Secretary and Treasurer.

### **COMMON SEAL**

38. (a) The Club shall have a Common Seal which shall be kept in custody of the Secretary or otherwise as the Committee shall determine by resolution.
- (b) The Common Seal shall be affixed to a document only in pursuance of a resolution of the Committee and in the presence of two members of the Committee.

### **INSPECTION OF BOOKS AND REGISTER OF MEMBERS**

39. (a) The books of the Club may be inspected by any member during ordinary office hours on application to the Secretary. No minutes of the Club shall be inspected until confirmed.
- (b) A copy of the last Balance Sheet and Auditors Report shall be available to any member on request during ordinary office hours.
- (c) The Club shall keep a register of its members in compliance with the Act. Information from the Register will not be available to persons other than those authorised by a relevant Statute or persons authorised by the President or Secretary.

### **CLUB HOURS**

40. The Club premises may be opened at the discretion of the Committee with the bar openings being in accordance with its license.

## **VISITORS**

41. (a) Any member may invite any person as a visitor to the Club. All visitors shall sign the visitors book provided by the Committee and enter their name and address therein on each such occasion.
- The member accompanying a visitor shall also sign the Visitors Book and will at all times be responsible for the conduct of the visitor. No such visitor shall be sold or supplied liquor on the club premises unless the visitor is present on the invitation of a member and is in the company of a member and the liquor is supplied for consumption on the premises.
- (b) A member of an Affiliated Club may be sold or supplied liquor on the Club premises provided he/she has on admission to the premises produced sufficient evidence as to membership of an affiliated Club
- (c) The admission of visitors should always be regarded as a privilege of the members granted to enable them to dispense periodic hospitality to their casual guests and should at all time be subordinated to the comfort, well being and satisfaction of the Club Members.
42. Rule deleted

## **RIGHT OF APPEAL**

43. (a) Any member being suspended or expelled and desiring to appeal must give notice in writing to the Secretary or nominee within fourteen (14) days of the date of such suspension or expulsion stating the grounds for appealing.
- (b) The Secretary or nominee shall within forty eight (48) hours summon the members of the Board of Appeal who shall re-hear the case but shall not admit fresh evidence except where an application has been made to the Committee for a re-hearing and has been refused.
- (c) The verdict by the Board shall be final.

## **FINANCE**

44. The Club shall have power;
- (a) To take on lease, hire or otherwise acquire any real or personal property or rights or privilege which the Club may think necessary or convenient for the purpose of furthering the objects of the Club.
- (b) To borrow moneys on such forms of security as may be appropriate.
- (c) To invest any moneys not required for immediate use.

## **RENTAL OF CLUB FACILITIES**

45. Tenancy of any of the Clubs facilities shall be limited to a term of one (1) year at a rental to be negotiated by the Committee.

## **WINDING UP**

46. (a) The Club may be wound up voluntarily if the Club at a General Meeting passes a resolution requiring the Club so to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.
- (b) If upon the winding up or dissolution of the Club there remains after the satisfaction of all costs and its debts and liabilities any property or assets whatsoever the same shall not be paid to or distributed among members of the Club but shall be given or transferred to some other Institution or Institutions having objects similar to the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Club.
- (c) Such institution or Institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand or in the absence of any Institution then to such public charity as the said Judge may determine.

## **REVISION OF RULES**

47. (a) The Rules of the Club shall not undergo any revision amendment or alteration unless with the concurrence of a majority of financial members present at an Annual or Special General Meeting and no new Rule or amendment shall have any effect until it has been approved by an Annual or Special General Meeting. A copy of the proposed alteration amendment or addition having been previously posted on the Clubs notice board fourteen (14) clear days before such meeting and registered with the Registrar of Incorporated Societies.
- (b) No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause of these rules.

## **INTERPRETATION OF RULES**

48. Any question relating to the interpretation of the Club Rules or by-laws shall be settled by the Committee whose decision shall be final.