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## 1 ADOPTION OF THIS CONSTITUTION

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- 1.1 **Adoption:** This Constitution was adopted by way of amalgamation of the Auckland Bridge Club Incorporated and the Remuera Bowling Club Incorporated in accordance with Part 5, Subpart 3 of the Act and shall supersede all previous rules and regulations.
- 1.2 **Objectives:** Combine the resources of the Precursors to establish a sustainable and efficient legal, financial, governance, and operational framework that ensures long-term enjoyment and benefit for current and future members and communities at the Premises, while managing the Investment Strategy advance the Purposes of the Society.
- 1.3 **Transition Period:** Parts of this Constitution will not apply during the Transition Period. The suspended sections are 7.1, 7.2, 7.3, 7.6 through to 7.11 inclusive (related to Executive and Subcommittees) and 8.15 (Major Transaction). Section 17 provides more detail. Such sections are labelled “*Suspended during Transition Period*”.
- 1.4 **History:** RBC and AKBC, established in 1895 and 1929 respectively, initiated discussions in June 2015, later revived in 2022, to explore a merger aimed at creating a unified club. The discussions were driven by a shared vision to combine resources for the long-term benefit of current and future members, as well as the wider community.

RBC has owned and operated from site off Market Road Remuera since its founding in 1895, with funding provided by its members. AKBC purchased its site at 273 Remuera Road in 1970, also through Member contributions. At their peak, RBC enjoyed 400 members, while



AKBC had over 1,000. At the time of amalgamation, the combined membership included approximately 100 bowlers, 20 snooker players, and 600 bridge players—many with longstanding ties to their respective clubs.

Both clubs rank among the oldest and most respected in New Zealand, with recognition from their national bodies and members who regularly compete at top international levels.

Following the amalgamation, the proceeds from the sale of 273 Remuera Road have been earmarked for the redevelopment, upkeep, and enhancement of the Premises and Activities.

The leadership of both clubs envisioned that merging finances, administration, and facilities would foster a vibrant, efficient, and inclusive social environment—offering diverse sporting and recreational opportunities under one roof and supporting a growing and engaged membership.

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## 2 NAME AND REGISTERED OFFICE

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- 2.1 **Name:** The name of the Society is Remuera Bowls and Bridge Incorporated (RBB).
- 2.2 **Registered Office:** The registered office of the Society is 3C Dromorne Road, Remuera, Auckland 1050 or at such other place as may be notified by the Society to the Registrar.

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## 3 DEFINITIONS AND INTERPRETATION

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- 3.1 Definitions: In this constitution, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 2022 and includes the Incorporated Societies Regulations 2023 and any subsequent amendments thereof

**AKBC** means The Auckland Bridge Club Incorporated (“AKBC”) Registration number 459147 and NZ Business Number 9429042849209 and charity registration CC38616.

**AGM** means Annual General Meeting to take place within seven months of the Balance Date. An AGM is also a General Meeting

**Activities** means the sporting activities of Bowls, Bridge and Snooker.

**Amalgamation Date** means the date on which the Registrar issues a certificate of amalgamation.

**Bylaws** means the guidelines set out in the bylaws created under this constitution and as are amended from time to time by the Executive, which generally cover operational matters.

**Contact person** means generally the Club Manager with the details included in the Bylaws

**Decision Maker** is a person empowered to consider disputes between the Society and Members or between Members

**Executive Committee** or **Executive** means the officers of the Society acting as a board in accordance with this constitution.

**General Meeting** means a SGM and/or an AGM.

**Governing Documents** means the Constitution, the Society’s Bylaws, and the constitutions, bylaws and regulations of the Relevant National and/or Regional Societies.



**Interest Register** means a record of the financial and other relevant interests of Members including the Executive Committee to prevent conflicts of interest and ensure transparency and ethical conduct

**Investment Strategy** means the rules for financial investments put in place to establish and maintain an Investment Fund to further the Purposes of the Society

**Member** means an individual that has:

- (a) become a Member of the Society,
- (b) paid any subscriptions and any other amounts due to the Society or has an Executive Committee approved instalment arrangement in place, and
- (c) whose membership has not ceased,

in accordance with this Constitution.

**Non-Financial Member** means a Member in arrears with their payments to the Society

**Powers** means the powers of the Society outlined in section 4.2.

**Premises** means the internal and external facilities, land and property at 3C Dromorne Road, Remuera

**President** means the individual elected as the Society's President pursuant to section 7.3.

**Purposes** means the purposes of the Society provided for in section 4.1.

**Precursor** means RBC and/or AKBC

**RBB** means Remuera Bowls and Bridge Incorporated

**RBC** means the Remuera Bowling Club Incorporated Registration number 222796 and New Zealand Business number 9429042743163 and associated charity registration (PENDING)

**Relevant National and/or Regional Societies** means affiliations with:

- (a) In the case of a Member whose principal activity within the Society is bowls, Bowls New Zealand Incorporated and/or Bowls Auckland Incorporated,
- (b) In the case of a Member whose principal activity within the Society is bridge, New Zealand Bridge Incorporated,
- (c) In the case of a Member whose activity within the Society includes both bowls and bridge (other than on a casual and irregular basis), all the abovementioned societies
- (d) Regular bridge players are Members of the Society and the Society is a member of New Zealand Bridge Inc, rather than the player. By being a Member of the Society and regularly playing bowls that Member is also a Member of Bowls NZ.

**SIPO** means the Statement of Investment Policies and Objectives which are rules for financial investments put in place to further the Purposes of the Society within the Investment Strategy

**Society** means the incorporated society with the name specified in section 2.1 and governed by this Constitution (and, where context permits, includes Precursors).

**Secretary** means the individual elected as the Society's Secretary pursuant to section 7.3.

**SGM** means Special General Meeting. A SGM is also a General Meeting.



**Special Resolution** means a resolution approved by 75% of the Members who are present and vote at the General Meeting at which the vote is occurring.

**Transition Period** runs from the Amalgamation Date to the granting of a Certificate of Code of Compliance for the redeveloped Premises by Auckland Council.

**Treasurer** means the individual appointed as the Society's Treasurer pursuant to section 7.3.

3.2 **Interpretation:** In this constitution unless the context otherwise requires:

- (a) **Notices and other communication:** references to notices and other communication between the Society and its Members means correspondence sent by the following methods:
  - (i) From the Society to Members: by email,
  - (ii) From a Member to the Society: by email, or by post or by hand, to one of the Society's Contact Persons,
  - (iii) Members who share an email address will receive a single notice or communication to the single email address,
  - (iv) The Society may supplement notifications by posting on the Society's website and/or by postings on recognised social media platforms.
- (b) **Defined expressions:** expressions defined in the main body of this constitution have the defined meaning in the whole of this constitution.
- (c) **Headings:** section and other headings are for ease of reference only and will not affect the interpretation of this constitution.
- (d) **Negative obligations:** any obligation not to do anything will include an obligation not to suffer, permit or cause that thing to be done,
- (e) **Plural and singular:** words importing the singular number will include the plural and vice versa.
- (f) **Persons:** references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case regardless of them having any separate legal personality.
- (g) **Gender:** references to any gender includes all genders.
- (h) **Statutes and regulations:** references to any statutory provision will include any statutory provision which amends or replaces it, and any subordinate legislation made under it.
- (i) **Section references:** references to sections refer to sections of this constitution.

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## 4 PURPOSES AND POWERS

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4.1 **Purposes:** The purposes of the Society are to:

- (a) **Promote:** promote, foster and develop the Activities to advance:
  - (i) the health and wellbeing of its Members,



- (ii) community and Member participation in, and support for, the Activities,
  - (iii) the education of the community in the health, recreational and social benefits of the Activities (and related pastimes),
  - (iv) the provision of facilities for other pastimes such as (but not limited to): chess, mahjong, yoga, hobbyists and similar,
- (b) **Premises:** provide, maintain, repair and renew if required the Premises for the Activities
- (c) **Other:** do all such other acts or things in keeping with and incidental to these purposes as the Society may determine from time to time.

4.2 **Powers:** Except as restricted by this constitution, the Society has full capacity, rights, powers and privileges to carry on or undertake any business or activity, do any act, or enter any transaction as is incidental or conducive to the attainment of the Purposes including the following:

- (a) **Intellectual property:** apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property or for any of the Purposes and to use, exercise, develop or grant licences in respect thereof,
- (b) **Property:** purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges,
- (c) **Investment:** in accordance with the Investment Strategy and SIPO, invest and deal with the money of the Society,
- (d) **Borrow:** contract for and obtain goods and services on credit in the ordinary course of business,
- (e) **Employees:** appoint, dismiss or retire employees,
- (f) **Services:** remunerate any person for services rendered or to be rendered,
- (g) **Property of the Society:** improve, manage and develop all or any part of the property,
- (h) **Hold Charges:** take or hold mortgages, liens, and charges to secure payment of any money due to the Society from any other person,
- (i) **Representatives:** appoint, elect or nominate persons to represent the Society,
- (j) **Delegation:** delegate to any of the Executive Committee the powers of the Society, and
- (k) **Disputes:** decide any disputes or hear any appeals on matters relating to the Society and the Activities.
- (l) **Affiliation:** the Society will affiliate itself to the Relevant National and/or Regional Societies.



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## 5 CAPACITY

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- 5.1 **No financial gain:** Nothing in this constitution shall permit any part of the funds of the Society to be used or to be available to be used for the financial gain of any Member or any person associated with any Member. For the avoidance of doubt, the term "financial gain" does not include remuneration or payments for services rendered, provided that the remuneration or payment is reasonable and relative to that which would be paid in an arms-length transaction (being the open market value).
- 5.2 **Interest Register** will be declared at each General Meeting and maintained by regular updates from Subcommittee meetings.

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## 6 MEMBERSHIP

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### 6.1 Membership Categories:

Members are elected to membership under Section 6.2 onwards. There are two categories of members with sub-categories.

- (a) **Voting Members:** Except where the context requires or it is specified, the term "Member" refers to all Members of the Society,
  - (i) **Life members:** are a sub-category of Voting Members and shall be persons the Society desires to honour and shall be elected at an AGM with 75% majority in support. A Life Member will pay a token subscription and is entitled to all the privileges of the Society. The number of such members is limited to the lesser of twenty persons or less than 2% of the Voting membership.
- (b) **Non-Voting members:** are Social Members, Remote Members, Members under the age of 18 and Non-Financial Members and are not entitled to speak or vote at General Meetings and may not stand for election as Officers of the Society. Refer to section 8.7.

The Society's Bylaws provide further detail about subscriptions and participation fees. All members are subject to sections 6.2 to 6.17.

### 6.2 Applications for Membership:

All applications for membership of the Society as a Member must:

- (a) be submitted to the Society in writing or electronically on the Membership Form which must include the full name of the applicant, the applicant's address, the category of membership to which the applicant desires admission, and such other particulars as specified on the Membership Form, and the Membership Form must be signed by the applicant,
- (b) include an acknowledgement that upon acceptance as a Member the individual is bound by the Governing Documents,
- (c) agree to pay the applicable joining, subscription and relevant participation fees

### 6.3 Member Consent:

A person consents to become a Member by submitting their application form and paying their fees.



6.4 **Consideration:** Upon receipt of a properly completed application, the Executive Committee shall determine whether the application is accepted. The Executive may refuse to accept any applicant for membership on any lawful grounds. The Executive is not required to give reasons for any refusal to grant membership but may choose to do so.

6.5 **Administration:** Following the approval of a new Member, the Secretary shall:

- (a) update the Society's Register of Members, and
- (b) notify the Relevant National and/or Regional Societies of the new Member with the details necessary to record the new Member on their registers of members.

6.6 **General Rights and Obligations of Members:**

In addition to any specific rights and obligations specified in this Constitution, all Members acknowledge and agree that the Executive may in respect of the categories of membership determine:

- (a) the playing and other privileges and advantages of membership,
- (b) the scope of use of the Society's facilities,
- (c) the right to enter any competition, tournament, or match held by the Society in accordance with any specific rules for the competition, tournament, or match, and
- (d) if selected, the right to represent the Society in competitions, tournaments and matches.

6.7 **Duration of Membership:** The duration of membership at the Society (and thus also membership of the Relevant National and/or Regional Societies) for all Members shall commence on the date of acceptance of a new membership and otherwise on 1 July each year. Unless the membership is terminated early in accordance with this Constitution, it shall continue until 30 June of the following year.

6.8 **Renewal of Membership:** A Member may annually renew their membership with the Society (and thus the Relevant National and/or Regional Societies) without having to complete the requirements for applications for new membership by indicating to the Society that they wish to continue their membership and paying their annual subscription.

6.9 **Register of Members:** The Secretary must keep a register of members recording:

- (a) the name of each Member,
- (b) the last known contact phone number, email address, home and postal address of each Member,
- (c) the date on which each person became a Member,
- (d) the name of each person who has ceased to be a Member of the society within the previous 7 years,
- (e) the date on which each person ceased to be a Member,
- (f) any other information required by the Act or directed by the Executive from time to time, and
- (g) if the Member provides it, their emergency contact details.

The Secretary must update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register.





Every Member must advise the Secretary of any change of the Member's contact details.

**6.10 Subscriptions and Other Payments:** The Executive may on behalf of the Society and acting reasonably impose, review, and publish in the Bylaws:

- (a) annual subscriptions payable for different categories of membership,
- (b) a levy or levies on Members in different categories of membership,
- (c) participation fees for taking part in events including events involving the Activities,
- (d) consumable fees for sundries and hospitality services,
- (e) and may collect affiliation fees on behalf of national and/or regional bodies.

**6.11 Arrears and Termination:** Without prior notice the Executive Committee may terminate the membership of any Member where that Member fails to pay any amount due to the Society (or any instalment thereof under an Executive approved instalment arrangement) within one (1) month of the date such amount became due or such later date as the Executive may determine. A penalty payment at the discretion of the Club Manager may be applied to cover administrative and any direct and reasonable costs which may be appealed by the Member to the Executive Committee in writing providing written reasons for the arrears.

**6.12 Non-compliance:** All Members must promote the interests and the objects of the Society and conduct themselves so as not to bring the Society into disrepute. Any Member perceived by the Executive (acting reasonably) not to be doing so or to be disobeying this Constitution or the Bylaws or standards or any rule or regulation of the Society, or failing to give effect to any decision of the Executive shall be liable to review by the Executive who may refer the matter by way of complaint to be dealt with under section 13 (Dispute Resolution).

**6.13 Ceasing to be a Member:** A Member ceases to be a Member:

- (a) on death with effect from the date of death,
- (b) by resignation by written notice to the Secretary with effect from the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
- (c) on termination of a Member's membership under this constitution.

**6.14 Obligations on ceasing to be a Member:** A Member who resigns or whose membership is terminated under this constitution:

- (a) remains liable to pay all subscriptions and other amounts due or becoming due through to the end of the Society's then current financial year (those liabilities survive that financial year end),
- (b) shall cease to hold themselves out as a Member of the Society,
- (c) shall return to the Society all material received from the Society (including any membership certificate, badges, handbooks and manuals) if requested by the Executive,
- (d) shall cease to be entitled to any of the rights of a Member of the Society, and
- (e) shall remain subject to this Constitution to the extent that there are any unresolved Dispute Resolution matters.

**6.15 Re-Admission of Former Members:**





- (a) Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted by decision of the Executive.
- (b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant must not be re-admitted without the prior approval of a General Meeting on recommendation of the Executive.

6.16 **Information Requests:** This constitution the Bylaws, and any Society rules, regulations, and policies, must be available on reasonable notice for inspection by Members, and copies must be provided (at cost, if required by the Executive) to any Member on request. The Society will endeavour to make such documentation available on the internet.

6.17 **Privacy Policy:** A Privacy Policy applies to all members of the Society who are bound by and consent to the policy. It informs members of the Society's policies relating to the use, collection and disclosure of personal information of our members and related organisations. The Executive may update the policy. A copy is available from the Secretary.

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## 7 EXECUTIVE COMMITTEE AND SUBCOMMITTEES

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*Note: During the Transition Period some different rules apply. See section 17*

### 7.1 **Positions on the Executive Committee:** *Suspended during Transition Period*

The Society shall have an Executive consisting of nine (9) Members, as follows:

- (a) a President,
- (b) a Secretary,
- (c) a Treasurer,
- (d) the chair and two other members of the Bowls Subcommittee,
- (e) the chair and two other members of the Bridge Subcommittee.

### 7.2 **Subcommittees:** *Suspended during Transition Period*

- (a) There shall be a Bowls Subcommittee and Bridge Subcommittee, and each shall have no fewer than 4 members and no more than 6 members. The members of each Subcommittee shall be regular and substantive participants in the corresponding Activity.
- (b) The Subcommittees must meet at least quarterly, and a quorum is half the members but not less than three (3) members.
- (c) A Subcommittee may co-opt a Member to fill a casual vacancy on that Subcommittee. The Subcommittee must act within their delegated authority and must keep and provide to the Executive minutes of their meetings. The President shall be notified of all Subcommittee meetings and may attend as he/she sees fit.
- (d) The Executive Committee may appoint additional Subcommittees as required for temporary or prolonged periods

### 7.3 **Election:** *Suspended during Transition Period*

- (a) The President, Secretary and Treasurer shall be elected at the AGM and shall hold office for a two (2) year term.



- (b) The Bowls Subcommittee and Bridge Subcommittee shall be elected at the AGM and shall hold office for two-year term. Those Subcommittees will each meet within 5 working days after the AGM and appoint their chair and their two (2) representatives to be on the Executive.

7.4 **Co-option and Proxies:**

- (a) **Co-option of additional Executive Members:** The Executive may, if it considers it desirable to do so at any time, co-opt up to two persons to serve on the Executive for a period determined by the Executive (which shall not be longer than the next AGM). Such co-opted members shall not have voting rights.
- (b) **Snooker:** In addition, the Executive may co-opt a representative of the snooker players to be a non-voting Member of the Executive.
- (c) **Co-option if a Vacancy arises:** In addition, if any vacancy in the positions of President, Secretary or Treasurer arises on the Executive after an AGM the Executive has the power to fill that vacancy by co-option until the next AGM, or the Executive may choose to leave the position vacant until the next AGM. If any vacancy arises in a Subcommittee nominated position on the Executive, that Subcommittee may nominate another of its members to fill that vacancy. A Member of the Executive co-opted under this subsection will have voting rights.
- (d) **Proxies:** A Member of the Executive who is also a Member of the Bowls Subcommittee or Bridge Subcommittee, in the event of their temporary inability to perform their executive functions (whether by absence or ill-health), may appoint as a proxy another Member of that subcommittee to serve on the Executive during their absence.

- 7.5 **Restriction:** Individuals may not be elected or co-opted to serve on the Executive if they are an undischarged bankrupt, have been convicted of a crime of dishonesty within the last 7 years, or are prohibited by law from being a director, promoter, or manager of any incorporated or unincorporated body. A Member who is also a paid employee or frequent paid contractor to the Society shall not be eligible for election to the Executive.

7.6 **Maximum Consecutive Years in Office:** *Suspended during Transition Period*

- (a) Each Member of the Executive Committee and Subcommittees shall be eligible for re-election or co-option up to a maximum of 8 consecutive years in office but is entitled to further terms of office after a 10-month standdown period, and
- (b) An Executive Member shall not hold the offices of President, Secretary, and Treasurer (or any combination of those offices) for more than 6 consecutive years.

7.7 **Call for Applications:** *Suspended during Transition Period*

Prior to the AGM in each year, the Society shall call for applications for such positions on the Executive as will fall vacant. The call for applications must include the closing date for receiving applications at least 15 working days prior to the AGM.

7.8 **Form of Applications:** *Suspended during Transition Period*

Unless section 7.9 (No Applications) applies, all applications for positions on the Executive and Subcommittees shall be in writing and signed by the applicant, indicate the position for which the applicant is seeking election, and may include brief information from the applicant in support of their application.



**7.9 No Applications:** *Suspended during Transition Period*

If no valid application for a vacant position on the Executive and Subcommittees is received by the Society in advance of the applicable AGM, applications for that position may be called from the floor at the AGM at which the election is to occur.

**7.10 Single Application:** *Suspended during Transition Period*

If only one application is received for a position, then the chairperson of the AGM shall declare the applicant elected and there shall be no need for a vote.

**7.11 Multiple Applications:** *Suspended during Transition Period*

If more than one valid application for any position on the Executive or Subcommittees is received the Society shall advise all Members of the names of all valid applicants for each position, and provide the supporting information provided by each applicant.

At the AGM an election shall be held by a secret ballot or show of hands (if the AGM agrees) of those present and entitled to vote at the AGM and the highest polling candidates shall be declared elected.

**7.12 Vacancies on the Executive:** A position on the Executive shall be vacated immediately if the holder of it:

- (a) resigns,
- (b) is removed from office by a 66% majority at a General Meeting of the Society, or
- (c) is absent from three (or more) consecutive meetings of the Executive without the approval of the Executive.

Pending the filling of vacancies on the Executive, all decisions and actions of the Executive are entirely valid.

**7.13 Executive Meetings:** Meetings of the Executive may be called at any time by the President or two or more Executive Members, but generally the Executive shall meet at least ten (10) times per year. The Executive may regulate its proceedings as it thinks fit. Executive Meetings are closed with Minutes published once agreed. Additional participants may be invited to attend all or part of meetings as required by the Executive.

**7.14 Notice of Meetings:** Unless an urgent matter needs to be considered, the Secretary shall provide each Executive Member with not less than 5 working days' written notice of any Executive meeting.

**7.15 Chairperson:** The President will chair Executive meetings but may delegate that role to any other Executive Member.

**7.16 Quorum:** The quorum necessary for the transaction of business of the Executive shall be five (5) Executive Members and must include at least two members of each of the two Subcommittees. In the event of a quorum not being present within 10 minutes after the appointed time, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which must be notified to all Executive Members. If at the adjourned meeting a quorum is not present within 10 minutes after the appointed time, the Executive Members present at the reconvened meeting shall constitute a quorum.

**7.17 Disclosure of Interests:** Any Executive Member who may derive some personal or financial advantage from any matter before the Executive shall disclose the nature and extent of their interest to the Executive and shall take no part in the matter before the Executive where they hold such interest. Such disclosures are to be recorded in the Interests Register.



- 7.18 **Voting:** Each Executive Member present at any Executive meeting may exercise one vote. In the event of a tie, the status quo prevails. An abstention is neither in favour nor against. Proxy and postal voting are not permitted at meetings of the Executive.
- 7.19 **Resolutions:** The Executive may decide by signed resolution or consent in lieu of a meeting. Any such resolution shall be valid as if it had been passed at a meeting of the Executive if a copy of the proposed resolution is sent to every Executive Member, and over half of the Executive Members sign or consent to the resolution and return evidence of this consent to the Secretary.
- 7.20 **Meetings Using Technology:** A meeting of the Executive may be held by electronically linking the Executive Members provided that prior notice of the meeting is given to all Executive Members and all parties can hear each other.
- 7.21 **Powers and Duties of the Executive:** The Executive shall govern the Society and be responsible for managing the business and affairs of the Society. Subject to this Constitution, the Executive may exercise all the powers of the Society and do all things that are not expressly required to be undertaken at a General Meeting including the making of Bylaws which shall be binding on Members, and the publication of an operation manual. The Executive may delegate the day-to-day management of the business and affairs of the Society to any suitably qualified employee, contractor or volunteer.
- 7.22 **Major Transactions:** The approval of major transactions must be passed by a general meeting in accordance with the quorum and majority provisions as in section 8.15.
- 7.23 **Duties of the Secretary:** The Secretary (or any other Executive Member acting on their behalf) shall:
- (a) give notice of, and attend, all General Meetings and Executive meetings,
  - (b) keep minutes of the proceedings of all General Meetings and Executive meetings,
  - (c) prepare and forward the annual return of the Society,
  - (d) maintain the Society's Register of Members in accordance with this Constitution, and
  - (e) be one of the nominated people(s) as contact for the Incorporated Society and ensure all documentation is kept up to date with the Registrar of the Incorporated Societies.
- 7.24 **Duties of the Treasurer:** The Treasurer shall:
- (a) collect and account for all subscriptions and other moneys payable to the Society, bank such funds to the credit of the Society's banking account, disburse Society money as directed by the Executive, and keep proper accounts of the financial affairs of the Society including activity accounts,
  - (b) submit accounts, other than accounts in the ordinary course of business, payable by the Society for the approval of the Executive before payment, and report to each meeting of the Executive on the state of the finances of the Society,
  - (c) immediately after the close of each financial year prepare and submit to review a statement of accounts and balance sheet for the Executive for the financial year, and present them, together with a budget of estimated income and expenditure for the ensuing year, to the AGM,
  - (d) ensure that robust processes and systems are in place and used to provide information around Activities, assets, sundries and consumables.



- (e) collect and account for all subscriptions and other moneys payable to the Society, bank such funds to the credit of the Society's banking account, disburse Society money as required

#### 7.25 Investment Strategy

- (a) An Investment Fund exists to further the Purposes of the Society over the long term in accordance with the Investment Strategy and Statement of Investment Policies and Objectives (SIPO). The SIPO is a separate document and will be updated periodically.
- (b) In general Society's Investment Strategy is to maintain and grow a balanced, low to medium risk portfolio or portfolios with time horizons of one, three and five years, or up to ten years when requested by the Executive Committee. The portfolio or portfolios will be managed by one of more recognised, registered and licenced Investment Companies against written investment mandate(s) mirroring any guidelines requested by the Executive Committee. Investments may be in any asset class or classes with the ability to transact cost-effectively at any reasonable time and with transparency of pricing at recognised, licenced and registered trading venues.
- (c) The Executive Committee will remain at arms-length from investment decisions apart from the appointment of an Investment Company or Investment Companies managing one or more portfolios.

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## 8 GENERAL MEETINGS

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- 8.1 **Annual General Meeting:** - An AGM of the Society shall be held not later than 14 months after the previous AGM of the Society.
- 8.2 **SGM:** Any other General Meeting of the Members shall be described as a Special General Meeting.
- 8.3 **Notice of AGM:** The Society shall give at least 30 working days' written notice of any AGM to all Members. The notice shall set out:
  - (a) the date, time, and venue for the AGM, and
  - (b) the closing date(s) for applications for elected positions, proposed motions, and any other items of business to be submitted to the Society, which must be not less than 10 working days prior to the AGM unless otherwise agreed by the Executive.
  - (c) the format by which the meeting will be conducted, either in person or using appropriate audio-visual technology.

Written resolutions may not be passed in lieu of a General Meeting.

- 8.4 **AGM Business:** The business to be transacted at every AGM shall include:
  - (a) confirmation of the minutes of the previous AGM and any SGM held since the previous AGM,
  - (a) receiving the Executive's report for the financial year,
  - (b) receiving the reviewed statement of accounts and balance sheet for the Society for the financial year,
  - (c) the election of members of the Executive and Subcommittees,



- (d) considering and determining any notices of motion which propose alterations to the Constitution of which due and proper notice has been given,
  - (e) consider any notices received and making recommendations for new Life membership of the Society,
  - (f) considering and making recommendations to the Executive because of any notices of motion of which due and proper notice has been given
- 8.5 **AGM Agenda:** An agenda containing the business to be discussed at the AGM shall be sent to all Members no later than 5 working days before the date of the General Meeting. Any additional items of general business may be raised from the floor with the consent of the President of the Society.
- 8.6 **Notices of Motion:** Any notice of motion from a Member must be received by the Secretary at least 10 working days prior to an AGM to be considered at that meeting, unless otherwise agreed by the Executive.
- 8.7 **Non-voting Member:** A Non-voting Member is not eligible to:
- (a) be elected to the Executive or Bowls Subcommittee or Bridge Subcommittee,
  - (b) vote, speak or propose a notice of motion at an AGM or SGM,
  - (c) be counted as for a quorum at a general meeting,
  - (d) represent the Society at outside competitions.
- 8.8 **SGM:** The Secretary shall convene a SGM of the Society by giving the requisite notice:
- (a) when directed to do so by the Executive, which direction must include full details of the business to be dealt with at the meeting, or
  - (b) on requisition in writing signed by not less than ten percent of Members which requisition must provide full details of the business that is proposed to be dealt with at the meeting.
- 8.9 **Notice of SGM:** If the Secretary is required to convene an SGM, the Secretary shall give at least 10 working days' notice of the time, date, and venue of such meeting to all Members, unless the Executive Committee considers such notice period is not practicable due to exceptional circumstances. The notice of SGM must clearly state the reasons why the SGM is being convened and provide as full details as possible of the nature of the business to be transacted at the meeting. Only the business stated in the notice of SGM may be dealt with at the SGM.
- 8.10 **Chairperson:** The President (or another person nominated by the President) shall chair all General Meetings of the Society.
- 8.11 **Procedure:** At any General Meeting of the Society every Member who is present at the General Meeting shall be entitled to one vote on each matter being determined.
- 8.12 **Voting:** At General Meetings:
- (a) Non-Voting Members may not vote.
  - (b) each other Member has a single vote.
  - (c) all voting shall be by show of hands unless any two Members present request a secret ballot, in which case voting shall be by secret ballot.





- (d) where a show of hands or ballot is taken, the total votes for and against the motion or amendment shall be recorded.
- (e) voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution.
- (f) a Special Resolution requires a majority of 75% of the Members who are present and vote.
- (g) An abstention counts as neither in favour nor against a motion or resolution.
- (h) If a vote is tied the status quo prevails.
- (i) proxy voting is not allowed.

**8.13 Meeting Procedure:** At General Meetings:

- (a) the quorum shall be the lesser of ten percent of Members or fifty (50) Members,
- (b) no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within 10 minutes after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and venue to be fixed by the chairperson of the General Meeting on adjourning the meeting. The re-appointed date shall be at least 10 working days after the original meeting. If a quorum is not present within 10 minutes after the appointed commencement time of the reconvened meeting, the Members present at the reconvened meeting shall constitute a quorum, and
- (c) on all questions of order, the decision of the chairperson of the General Meeting shall be final unless dissented from by Ordinary Resolution.

**8.14 Minutes:** The Secretary shall ensure the proceedings of all General Meetings are recorded and incorporated in a minute book. As soon as possible after the conclusion of each General Meeting the Secretary shall forward a copy of the minutes to the Executive. A copy of such minutes shall also be made available upon request to any Member.

**8.15 Special Provisions for Major Transactions:** *Suspended during Transition Period*

- (a) a Major Transaction is any transaction or series or collection of transactions which exceed in value the sum of the last three full years' gross revenues including GST as reported in the Society's annual financial statements divided by 9.
- (b) The formula for the value of Major Transactions is below where "FYGR" means "Financial Year Gross Revenue" over the last three sets of annual financial reports

$$\text{Major Transaction (amount)} = (\text{FYGR-1} + \text{FYGR-2} + \text{FYGR-3}) \div 9$$

- (c) Notwithstanding any other provisions in this Constitution, a Major Transaction must be approved by a Special Resolution at a General Meeting of the Society. The quorum for such General Meeting shall be not less than 20% of the Members.

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**9 FINANCIAL**

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**9.1 Balance Date:** The financial year of the Society shall commence on 1 July in each year and end on 30 June the following calendar year.



- 9.2 **Club Funds:** The Executive is responsible for the receipt and banking of all monies received by the Society and all sums paid out by the Society.
- 9.3 **Banking:** The Society's current bank account(s) shall be kept at a licensed bank chosen by the Executive Committee. All transactions undertaken involving the Society's bank account(s) must be signed or otherwise approved by the Treasurer and at least one other Member of the Executive.
- 9.4 **Accounting Records:** The Executive shall ensure there are true and complete accounts kept of the income and expenditure and assets and liabilities of the Society. A Statement of Accounts and Balance Sheet (in the form approved by the Executive) shall be forwarded to each Member with the notice of the AGM.
- 9.5 **Annual Review:** A Financial Auditor, who shall not be a Member of the Executive, shall be appointed by the Executive Committee annually. The role of the financial auditor is to examine and report on the accounts of the Society. The Auditor shall at all reasonable times have access to the books and accounts of the Society and shall be entitled to any information required relating to them or to any matter deemed necessary or desirable for audit purposes. The Financial Auditor should hold appropriate professional qualifications.
- 9.6 **Filing Returns:** The Society must file its annual financial statement with the Registrar of Incorporated Societies and/or the Charity Register within three (3) months of the accounts being approved at the AGM of the Society each year.
- 9.7 **Authorities:** The Bylaws provide tables of authorities in categories for payments, purchases, contracts and staff/employee contracts.

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## 10 APPLICATION OF INCOME AND NO PECUNIARY PROFIT

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- 10.1 **Application of Income:** Income and property of the Society shall be applied solely towards the promotion of the Purposes of the Society.
- 10.2 **No Pecuniary Profit:** No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society 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 paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

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## 11 EXECUTION OF DOCUMENTS

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- 11.1 **Methods of contracting:** The Executive may resolve that the Society enter a contract or other enforceable obligation, on the following basis subject to section 9.7 (Authorities):
- (a) **Deeds:** an obligation that, if entered by a natural person, would, by law, be required to be by deed may be entered into on behalf of the Society in writing signed under the name of the Society by:
- (i) two (2) or more Executive Committee members of the Society, or
  - (ii) one (1) or more attorneys appointed by the Society under s 124 of the Act.



- (b) **Other agreements:** all other obligations may be entered into on behalf of the Society by a person acting with the Executive's express authority.

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## 12 AMENDING THE CONSTITUTION

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12.1 **Amendments:** This constitution may be amended or replaced by Special Resolution at any General Meeting, provided that no amendment may be made which would alter the sections precluding financial gain (including on liquidation of the Society), and the Registrar of Incorporated Societies must be notified in the manner prescribed by the Act and shall be effective from the date of registration.

12.2 **Process for amending the constitution:**

- (a) **Proposal:** Any proposed resolution to amend or replace this constitution must be accompanied by a written explanation of the reasons for the proposal and either:
- (i) signed by at least ten percent of Members and given in writing to the Secretary, or
  - (ii) initiated by resolution of the Executive at least fifteen (15) working days before the general meeting at which the motion is to be considered.
- (b) **Notification of Members:** At least twelve (12) working days before the general meeting at which any such proposal is to be considered, the Secretary must give notice (in accordance with this constitution) to members of the proposed motion, of the reasons for the proposal and of any recommendations from the Executive in respect of that notice.

12.3 **Necessary amendments:** Subject to the prohibitions in sections 12.1 above, the Executive may amend this constitution if the amendment:

- (a) **Minor:** has no more than a minor effect, or
- (b) **Errors:** corrects errors or makes similar technical alterations, and the Executive sends notice of the amendment to every Member of the Society stating the text of the amendment, and the right of any Member to object to the amendment. If the Executive receives no objection from any Member within 20 working days after the date on which the notice was sent, the amendment will come into effect. If an objection is received, sections 12.1 and 12.2 will apply.

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## 13 DISPUTE RESOLUTION

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13.1 **Dispute Resolution:** The procedures for bringing and resolving any dispute and/or complaint (as those terms are defined in section 38 of the Incorporated Societies Act 2022) shall be the procedures set out in sections 2 to 8 of Schedule 2 of that Act (as may be amended from time to time).

13.2 **Outcomes:** The Decision Maker shall make findings they consider to be fair and consistent with evidence and without limitation their powers shall include:

- (a) suspension or termination of membership, and/or
- (b) removal from office, and/or



- (c) order a party to meet the Society's and/or the Decision Maker's reasonable costs in dealing with a complaint, or
- (d) electing not to proceed further with a complaint, if they decide that:
  - (i) the complaint is trivial, or
  - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
    - (a) Member has engaged in material misconduct, or
    - (b) Member or the Society has materially breached, or is likely to materially breach, a duty under this constitution, the Society's Bylaws or other rules or the Incorporated Societies Act 2022, or
    - (c) Member's rights or interests or Members' rights or interests generally have been materially damaged, or
  - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it, or
  - (iv) the person who makes the complaint has an insignificant interest in the matter, or
  - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with, or
  - (vi) there has been an undue delay in making the complaint.

### 13.3 Appeals

- (a) **Process:** The appeal process for appeals of decisions of the Decision Maker shall be as follows:
- (b) **Appeal to the relevant national authority:** Where there is a Discipline matter which is decided by the Executive (or Subcommittee on its behalf) or any external body, any party affected by that decision may appeal such decision only to the Judicial Body of the Relevant National and/or Regional Society (Bowls New Zealand Judicial Committee in the case of Members whose principal activity within the Society is Bowls, and New Zealand Bridge Conduct, Discipline and Disputes Committee in the case of Members whose principal activity within the Society is bridge). Where there is doubt or dispute as to the relevant Judicial Body, the Decision Maker will determine it.
- (c) **Procedure:** Any appeal shall comply with the principles of natural justice and any applicable regulations.
- (d) **Stay of Execution:** Pending the determination of an appeal before it, the Judicial Body may grant a stay of execution of the decision which is being appealed.

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## 14 INDEMNITY AND INSURANCE

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- 14.1 **Indemnity:** Each Member and each Executive Member shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Society against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Society.



- 14.2 **Indemnity Insurance:** The Executive shall, at the expense of the Society, obtain any appropriate insurance cover in respect of the indemnity provision in Rule 14.1 (Indemnity).
- 14.3 **General Insurance:** The Executive must insure Society assets according to normal commercial principles.

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## 15 LIQUIDATION

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- 15.1 The Society may be put into liquidation if the Society, at a general meeting of its members, passes a Special Resolution appointing a liquidator, and the resolution is confirmed by Special Resolution 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 to be confirmed was passed.
- 15.2 The Society must be placed into liquidation (using the process specified in the previous section) if the Society does not have the minimum number of members required to operate as a valid society under the Act in which case the resolution required pursuant to section 15.1 shall be deemed to be valid if signed by all the remaining members.
- 15.3 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to such organisations in the greater Auckland area, as determined by the Executive, whose objectives are the furtherance of bowls and bridge, in particular, not less than half of this fund is to be for the benefit of clubs promoting the Activities which are joined by existing Members of the Society at the time of liquidation. No part of the assets may be paid or received for the pecuniary profit of any individual.

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## 16 MATTERS NOT PROVIDED FOR

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- 16.1 If any matter arises which in the opinion of the Executive is not provided for in this Constitution, then it may be determined by the Executive in such manner as the Executive deems fit. Every such determination shall be binding upon Members unless and until set aside by Resolution at a General Meeting.

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## 17 TRANSITIONAL CHANGES

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*Explanatory note: The Transition Period will be a challenging time with the re-development of the Dromorne Road site and associated disruption to bowlers, and the uncertainty for bridge players as how long they can remain at 273 Remuera Road after June 2026 which may require renting temporary premises. The Executive hopes that through the Transition period day-to-day bowls and bridge can continue as usual despite disruptions. After transition, the Executive aims to enable access to all Activities to all Members with minimal inconvenience.*

- 17.1 **Transition period:** The Transition Period begins at the creation of RBB and ends on the issuance by Auckland Council of a Code Compliance Certificate (CCC) for the redevelopment which is a formal statement from the building consent authority confirming that building work has been completed to standard.
- 17.2 **Special conditions during Transition Period**



- (a) **Executive Committee:** Three representatives from each Precursor after amalgamation will comprise the Executive Committee of the Society with power to appoint from within the Committee Co-Presidents, Treasurer, and Secretary
  - (b) **Co-option:** The Executive Committee may co-opt other Members or non-Members without voting rights to assist. The Executive Committee, in the event of actual or predicted absence of a Committee Member for more than a reasonable period, may co-opt a replacement and that replacement has voting rights.
  - (c) **Bridge and Bowls Subcommittees:** The committees of Precursors at the Amalgamation Date will comprise the Bridge Subcommittee and Bowls Subcommittee. Sub-committee members are urged to ensure continuity of knowledge and experience in management of their Activities by adopting during Transition a mix of one-year and two-year Officer terms.
  - (d) **Other Subcommittees:** The Executive Committee may set up additional Subcommittees for temporary or defined periods as required
  - (e) **Powers:** The Executive Committee will particularly oversee the redevelopment and amalgamation process. The two Subcommittees will oversee the continued operation of their respective Activities.
- 17.3 **Main tasks**, apart from retaining the support and hearts of members during the changes, the main tasks during the transition while supporting the Purposes of the Society are: -
- (a) to construct the new clubhouse
  - (b) to provide suitable car parking
  - (c) to build a second covered bowling green
  - (d) to establish an investment fund from the proceeds of the sale of 273 Remuera Road according to the Investment Strategy and SIPO.
- 17.4 **Subscription Year** starts on 1<sup>st</sup> July each year (rather than AKBC's 1<sup>st</sup> January and RBC's 1<sup>st</sup> September) aligning with the Society's Balance Date to minimise administration costs. Accordingly, AKBC subscriptions will run for six months from 1<sup>st</sup> January 2026 and be charged at 50% and RBCs on 1<sup>st</sup> September 2025 will be for nine months or \$225. The goal is to have most members within one sub-category of membership paying a common subscription fee. Sections 5 and 6 of the Bylaws provide more detail.
- 17.5 **Membership:** For the period from the date this Constitution comes into force until the commencement of the next Financial Year of the Society all persons who were regarded as Members under the constitutions of the Precursors shall be deemed to be Members under this Constitution.
- 17.6 **Major transaction:** Section 8.15 is replaced during the Transition Period by a Major Transaction being any transaction or series or collection of transactions exceeding \$200,000 (including GST) apart from expenses directly related to the re-development of the Premises.
- 17.7 **Term of Office:** Officers of the Transition Period have a maximum of three years of service accrued at the end of the Amalgamation Period in relation to the sections 7 Executive and Subcommittees.





17.8 **Section deletion at the end of the Transition Period:** 1.3, “Transition Period” in section 3 Definitions, Explanatory note in the introduction to section 7, the phrase “suspended during Transition” through the document and the entirety of this section 17.

**END.**

DRAFT