
**CONSTITUTION FOR POCKETS 8 BALL CLUB
INCORPORATED**



CONSTITUTION FOR POCKETS 8 BALL CLUB INCORPORATED

1. Name

1.1 The name of the Club is **POCKETS 8 BALL CLUB INCORPORATED** ("the Club").

2. Objects

2.1 The objects of the Club are:

- a. To conduct, administer and maintain the Club for its members and for such persons as are authorised from time to time in accordance with the terms of any licence granted to the Club;
- b. To provide amenities and cultural activities, and promote sports (in particular amateur cue sports), and generally to provide an atmosphere where the members may meet and enjoy fellowship with one another; and
- c. Any charitable or cultural purpose that is beneficial to the community or a section of it.

3. Particulars

3.1 The following terms have the meanings given to them where the context permits:

Term	Meaning
Annual Meeting Month	April or May
Balance Date	31 March
Cheque Signatories	Three (3) members of the Committee at least one (1) of whom must be the President, Secretary or Treasurer. Any two (2) of the three (3) signatories required on all cheques.
Committee	A committee comprising: <ol style="list-style-type: none"> a. A President. b. A Vice President. c. A Treasurer. d. A Secretary (who may also be the Treasurer). e. An independent professional committee member.

- f. A regional representative from each region where the Club has clubrooms.
- g. Other Committee Members.

Common Seal Signatories	Two (2) members of the Committee at least one (1) of whom must be the President or Treasurer
Financial Year	The year ending on the Balance Date
Quorum for Committee Meetings	5 members of the Committee
Quorum for Members Meetings	21
Club's Registered Office	38 Bridge Street, Tokoroa
Subscription Date	1 April

4. **Powers**

- 4.1 The Club shall have all the powers of a natural person. For the avoidance of doubt and without limiting the above the Club shall have the power to obtain a liquor licence and/or class 4 gaming licence as the Committee see fit.

5. **No Pecuniary Gain for Members**

- 5.1 The income and property of the Club shall be applied solely towards the promotion of the Club and its objects and no portion shall be paid to members of the Club provided that nothing herein shall prevent any remuneration or honorarium being paid to any officer, servant or members of the Club in return for service actually rendered to the Club.

6. **Classes of membership**

- 6.1 The Membership of the Club is divided into 2 classes:
 - a. Ordinary Members; and
 - b. Life Members.

7. **Members**

7.1 **New members**

Any person or corporate body may become a member of the Club by completing the membership application form and paying the applicable membership fee as set by the Members at an AGM from time to time.

8. **Life members**

8.1 **Election of life members**

- a. Any Member may be nominated as a Life Member with the prior approval of the Committee.

- b. The nomination must be in writing and signed by 2 existing Members as proposer and second respectively.
- c. The nomination must be approved by special resolution at a meeting of Members.

8.2 Privileges of life members

- a. Life Members need not pay any Membership Fee.
- b. Subject to clause 8.2a. Life Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

9. Meetings of members

9.1 Notice of meetings

Notice of any meeting of members (the Annual General Meeting or Special General Meeting) shall be provided by displaying a notice on the Club's noticeboard at each of the Club's clubrooms, at least fourteen (14) days before the meeting. Details of the meeting shall also be posted on the Club's website. The Club shall also use its best endeavours to forward by email a copy of the notice to every financial member who has provided the Club with their email address. A Special General Meeting may be called by the Committee or by ten or more financial members by written notice to the Secretary.

Notice of the regional pre AGM meeting shall be provided by displaying a notice on the respective regional Club's noticeboard, at least seven (7) days before the meeting. Details of the regional pre AGM meetings shall also be posted on the Club's website.

9.2 Contents of notice

Each notice must include:

- a. An agenda for the meeting; and
- b. The text for any special resolution to be put to the meeting.

9.3 Omission to send notice

The failure to give notice of a meeting will not invalidate the proceedings at that meeting.

9.4 Chairperson

- a. The President will chair all meetings of Members.
- b. If the President is not present at the meeting within 15 minutes of the start time those present may elect a chairperson for that meeting.

9.5 Quorum

- a. Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.
- b. If a quorum is not present within 20 minutes of the start time for the meeting, the meeting will be adjourned to:
 - i. The same day in the following week at the same time and place; or
 - ii. To a date (at least five Working Days later) and at a time and place all fixed by those Members who are present.

If a quorum is not present for the adjourned meeting within 20 minutes of the start time the Members present will be a quorum.

9.6 Adjournments

- a. The chairperson may adjourn a meeting of Members from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. The chairperson must adjourn the meeting as above if directed to do so by the meeting.

9.7 Voting

- a. Voting at each meeting of Members will be by:
 - i. Voting by voice; or
 - ii. Voting by show of hands; or
 - iii. Voting by secret ballot if so requested.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Member entitled to vote.

- b. A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- c. The chairperson of each meeting will be entitled to a second or casting vote.
- d. Subject to these Rules every other Member present has 1 vote.

9.8 Decisions

All decisions of Members' meetings will be made by the necessary majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

9.9 Postal ballot

- a. The Committee may seek any resolution of Members by postal ballot.

- b. The rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
- c. The Committee must make sure that Members are fully informed of all relevant issues relating to a postal ballot.
- d. The Committee may otherwise decide how to conduct a postal ballot.

9.10 **Minutes**

Minutes must be kept of all proceedings at all Members' meetings.

9.11 **Other proceedings**

Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

9.12 **Procedural omissions**

The inadvertent omission of any procedural requirement for any Members' meeting will not invalidate the proceedings at that meeting.

10. **Annual meeting**

- a. An annual meeting of Members should be held every year ("the Annual Meeting") in the Annual Meeting Month.
- b. The following business will be considered at the Annual Meeting:
 - i. Receipt from the Committee of a report, balance sheet and statement of accounts for the preceding year.
 - ii. The election of the Committee.
 - iii. The fixing of the Membership Fee for the coming year.
 - iv. The fixing of Honorarium(s) for the coming year.
 - v. Consideration of any proposed special resolution of Members which must have been received by the Secretary in writing at least 10 Working Days before the date of the meeting unless it is proposed by the Committee.
 - vi. General business
- c. Failure to hold the Annual Meeting in the Annual Meeting Month will not invalidate the proceedings of an Annual Meeting which is held in any other month.

11. **Membership fees**

11.1 **Amount of membership fee**

An annual Membership Fee will be fixed at each Annual General Meeting.

Different membership fees may be set for different classes of membership.

The annual Membership Fee must be set having regard to the Club's financial situation and needs for the coming year.

11.2 **Payment of membership fee**

Membership Fees must be paid by the Subscription Date each year.

11.3 **Loss of rights**

No person whose Membership Fee is due and not paid within 60 days may vote at a meeting of Members or enjoy any of the other rights or privileges of Membership.

12. **Termination of membership**

12.1 **Preliminary decision to remove member**

The Committee may decide to consider ending the membership of any Member:

- a. If any payment due by the Member to the Club is at least 60 days overdue; or
- b. If the Member fails to observe these Rules or any regulations made under these Rules; or
- c. If the Committee considers that the conduct of the Member has adversely affected the reputation of the Club or may do so.

The Committee may suspend a Member pending the process for removal of a Member being undertaken.

12.2 **Notice to member**

The Committee must then:

- a. Give the Member written notice of its decision and the reasons for it.
- b. Allow the Member a reasonable time to remedy any default which can be remedied.
- c. Give the Member a reasonable time and opportunity to explain his or her actions.

12.3 **Member's right to explain**

The Member may explain his or her actions:

- a. By letter to the Committee.
- b. In person before the Committee either with or without a representative.
- c. By a representative who appears before the Committee.

12.4 **Removal of member**

The Committee may by special resolution decide to terminate the Member's membership if:

- a. The default cannot be remedied or, is not remedied within the time allowed by the Committee; and
- b. The Member does not offer an explanation within the time allowed; or
- c. The Committee does not accept the Member's explanation.

The Committee must then give written notice of termination to the Member.

13. **Resignation of members**

- a. A Member may resign from the Club by giving at least 15 Working Days prior written notice to the Secretary.
- b. The Committee may decline to accept the resignation of a Member until all moneys due by the Member to the Club have been paid.
- c. Acceptance of a resignation will not limit the operation of the following rule.

13.2 Consequences of termination of membership

A person who ceases to be a Member for any reason:

- a. Will still be liable to the Club for payment of all moneys which are due for payment before his or her membership ends; and
- b. Must immediately return to the Secretary all the Club's property which is in the person's possession or control; and
- c. Must not hold himself or herself out in the future as a Member of the Club.

14. **Election of committee**

14.1 **Election**

The Committee will be elected each year at the Annual Meeting. To be eligible to be elected as President the candidate must have served at least two years on the Committee of which one year must have been served as Vice President.

14.2 To be eligible to be elected as Vice President and/or Secretary and/or Treasurer the candidate must have served at least two years on the Committee.

14.3 One person may hold the position of both Secretary and Treasurer.

14.4 All nominations must have a proposer and a seconder, who are current financial members and must be on the provided nomination form. All nominations must be in the hands of the Secretary no later than 5.00pm two (2) days prior to the date set down for the Annual General Meeting.

14.5 The Committee must include:

- a. An independent professional committee member. It is preferable that the independent professional committee member has an accountancy background. The independent professional committee member shall be a paid position. The amount of the payment shall be decided by the

Committee, excluding the independent professional committee member and must be reasonable. The independent professional committee member may be the Club's current accountant or an individual or representative from that or an associated accounting firm.

- b. A regional representative from each region where the Club has clubrooms (currently Tokoroa, Rotorua, Pukekohe and Glen Eden). Prior to the Annual Meeting each region shall have a pre AGM meeting. Only members who reside in the region shall be entitled to vote at their respective regional pre AGM meeting. At each regional pre AGM meeting, a regional representative shall be appointed to serve on the Committee for the following year. The appointment shall be by majority vote.

14.6 Voting will be by a show of hands unless a secret ballot is requested.

15. **Committee's responsibilities**

15.1 **Conduct of Club's affairs**

The Committee will be responsible for the conduct of the Club's affairs.

15.2 **Directions by members**

If, however, a Members' meeting gives the Committee any valid directions the Committee must exercise its powers in accordance with those directions.

16. **Committee meetings**

16.1 **Chairperson**

- a. The President will chair all Committee meetings.
- b. If the President is not present at the Committee meeting within 15 minutes of the start time those present may elect a chairperson for that Committee meeting.

16.2 **Quorum**

- a. Subject to the rest of this clause no business may be transacted at a Committee meeting if a Quorum for Committee Meetings is not present.
- b. If a quorum is not present within 20 minutes of the start time for the Committee meeting, the Committee meeting will be adjourned to:
 - i. The same day in the following week at the same time and place; or
 - ii. To a date, time and place fixed by those of the Committee who are present.

16.3 **Adjournments**

- a. The chairperson may adjourn a Committee meeting from time to time and from place to place, but no business can be transacted at any adjourned Committee meeting other than the business left unfinished at the Committee meeting from which the adjournment took place.
- b. The chairperson must adjourn the meeting as above if directed to do so by the Committee meeting.

16.4 **Voting**

- a. Voting at each Committee meeting will be by:
 - i. Voting by voice; or
 - ii. Voting by show of hands; or
 - iii. Voting by Secret Ballot if so requested.

The chairperson will decide which method is used but must comply with any request for voting by a show of hands made by a Committee member.

- b. A declaration by the chairperson of a Committee meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- c. The chairperson of each Committee meeting will be entitled to a second or casting vote.
- d. Every other Committee member present has 1 vote.

16.5 **Decisions**

All decisions of Committee meetings will be made by a majority of the votes of the Committee members present and entitled to vote unless these Rules provide otherwise.

16.6 **Minutes**

Minutes must be kept of all proceedings at all Committee meetings. A copy of the minutes must be posted on the Club's website. Any personal, and/or private information may be redacted from the minutes which are posted on the Club's website.

16.7 **Telephone conference**

Committee meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Committee members participating can at all times during the meeting hear and communicate with all of the other participating Committee members.

16.8 Omissions

The omission of any procedural requirement for any Committee meeting will not invalidate the proceedings at that meeting.

17. Funds and accounts**17.1 Funds to be banked**

All funds received by the Club must be paid into its bank account.

17.2 Cheque signing

All cheques or withdrawals made from the bank account must be signed by the Cheque Signatories.

17.3 Investment

The Club may invest its funds as it thinks fit.

17.4 Borrowing

The Club may borrow and guarantee funds as it thinks fit.

17.5 Annual accounts

- a. The Committee must arrange for annual accounts of the Club to be promptly prepared in accordance with accepted accounting principles after the Balance Date each year.
- b. The annual accounts for the preceding Financial Year must be submitted to each Annual Meeting.
- c. A copy of the Club's annual accounts (once audited) must be posted on the Club's website.

18. Rules and regulations**18.1 Regulations**

- a. A Member's meeting may by special resolution make and change regulations concerning its business and the conduct of its Members.
- b. The regulations must not be inconsistent with these Rules.

18.2 No rules

- a. If anything for which there is no applicable Rule or regulation arises the matter will be decided by the Committee.
- b. The Committee's decision will be final.

18.3 Alteration to rules

These Rules may be changed by a special resolution of a meeting of Members. The objects of the Club shall not however be amended in any way that would detract from the community purpose and non-commercial purpose of the Club. No amendment

may be made to the personal benefit and pecuniary gain for members provision or the liquidation provisions and the winding up provisions.

19. Common seal

19.1 Common seal

The Club will have a Common Seal.

19.2 Use of common seal

The use of the Common Seal must be authorised by the Committee.

19.3 Witnesses

The affixing of the Common Seal must be witnessed by the Common Seal Signatories.

19.4 Control of common seal

The Common Seal will be kept under the control of the Secretary or any other person appointed by the Committee.

20. Registered office

20.1 Situation of registered office

The Club's Address will be its registered office.

20.2 Change of registered office

The Committee may change the Club's Registered Office from time to time.

20.3 Notice of change

The Committee must give the Registrar of Incorporated Societies written notice of any change of the Club's Registered Office.

21. Liquidation

21.1 Members liquidation

- a. A Members' meeting may appoint a liquidator ("the Resolution").
- b. The Resolution must then be confirmed by another Members' meeting held at least 30 days after the Resolution was passed.
- c. The Club may then be placed into liquidation.

21.2 Surplus assets

On liquidation the Club's surplus assets (after the discharge and payment of all of the Club's liabilities) will be paid:

- a. To an institution having objects similar to those of the Club and chosen by the Members or, by the Committee, if the Members do not choose; or

- b. If no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Committee, if the Members do not choose.
- c. Surplus assets may not be directly or indirectly distributed to the Members.

21.3 Clause 21.2 and 21.3 shall not be amended or deleted.

21.4 Any distribution of surplus assets must only be made to an organisation that has exclusively charitable purposes or has as its purpose the promotion of amateur sports.

22. **Winding Up**

22.1 **Surplus assets**

On winding up the Club's surplus assets (after the discharge and payment of all of the Club's liabilities) will be paid:

- a. To an institution having objects similar to those of the Club and chosen by the Members or, by the Committee, if the Members do not choose; or
- b. If no appropriate institution can be found to a charity or charities in New Zealand chosen by the Members or, by the Committee, if the Members do not choose.
- c. Surplus assets may not be directly or indirectly distributed to the Members.

22.2 Clause 22.1 and 22.2 shall not be amended or deleted.

22.3 Any distribution of surplus assets must only be made to an organisation that has exclusively charitable purposes or has as its purpose the promotion of amateur sports.

23. **Definitions and interpretation**

23.1 Definitions

In these Rules:

- | | |
|----------------------|--|
| "Act" | means the Incorporated Societies Act 1908. |
| "special resolution" | means a resolution passed by at least 75% of those persons present at a meeting and entitled to vote. |
| "Working Day" | means a day when registered trading banks are open for business in the province in which the Club's registered office is situated. |

23.2 Interpretation

In these Rules:

- a. a reference to a person includes any other entity or association recognised by law and the reverse;
- b. words referring to the singular include the plural and the reverse;
- c. clause headings are for reference purposes only;
- d. a reference to a statute includes:
 - all regulations under that statute; and
 - all amendments to that statute; and
 - any statute substituting for it which incorporates any of its provisions
- e. all periods of time or notice exclude the days on which they are given.

President

Treasurer

Committee Member

Certified as a true copy of the rules for Pockets 8 Ball Club Incorporated as adopted on 29 October 2011.