

Constitution
of the
Hawkes Bay Rifle
Club Incorporated

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1. Definitions

- a. In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

‘**Act**’ means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘**Annual General Meeting**’ means a meeting of the **Members** of the **Hawkes Bay Rifle Club Incorporated “the Society”** held once per year which, among other things, will receive and consider reports on the **Society’s** activities and finances.

‘**Association**’ means the **National Rifle Association of New Zealand**.

‘**Committee**’ means the **Society’s** governing body.

‘**Constitution**’ means the rules in this document.

‘**Deputy President**’ means the **Officer** elected or appointed to deputise in the absence of the **President**.

‘**General Meeting**’ means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

‘**Interested Member**’ means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

‘**Interests Register**’ means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘**Matter**’ means—

- the **Society’s** performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘**Member**’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society**, who has not ceased to be a **Member** of the **Society**.

‘**Notice**’ to **Members** includes any notice given by email, post, or courier.

‘**Officer**’ means a natural person who is:

- a **Member** of the **Committee**, or
- occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or **Treasurer**.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘President’ means the **Officer** responsible for chairing **General Meetings** and **Committee** Meetings, and who provides leadership for the Society.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Treasurer’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Wellington Anniversary Day, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

2. Introductory Rules

2.1. Name

- a. The name of the **Society** is HAWKES BAY RIFLE CLUB INCORPORATED.

2.2. Charitable Status

- a. The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

2.3. Purposes

- a. The primary purposes of the **Society** are:
 - (1) To promote and develop the sport of target shooting in the Hawkes Bay.
 - (2) To promote the safety, responsibility and proficiency in the care and handling of firearms.

3. Act and Regulations

3.1. Authority

- a. Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

3.2. Restrictions on Society Powers

- a. The **Society** must not be carried on for the financial gain of any of its **Members**.

3.3. Registered Office

- a. The registered office of the **Society** shall be at such place in New Zealand as the **Committee** from time to time determines.
- b. Changes to the registered office shall be notified to the Registrar of Incorporated Societies—
 - (1) at least five working days before the change of address for the registered office is due to take effect, and
 - (2) in a form and as required by the **Act**.

3.4. Contact Person

- a. The **Society** shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.
- b. The **Society's** contact person must be:

- (1) At least 18 years of age, and
 - (2) Ordinarily resident in New Zealand.
- c. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
- d. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- (1) a physical address or an electronic address, and
 - (2) a telephone number.
- e. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

4. Members

4.1. Minimum number of Members

- a. The **Society** shall maintain the minimum number of 10 **Members** required by the **Act**.

4.2. Types of Members

- a. The classes of Membership and the method by which **Members** are admitted to different classes of Membership are as follows:
- (1) **Full Members.** **Members** who pay appropriate **Society** subscriptions and appropriate Association affiliation fees.
 - (2) **Life Members.** A **Member** who has been bestowed with life Membership by the **Society**. Life **Members** shall have full voting rights.
 - (3) **Honorary Members.** The Club may elect persons to honorary Membership and such Membership shall continue until revoked by the **Society** at a **General Meeting**.
 - (4) **Social Members.** The **Society** may accept persons to take part in **Society** social activities. If a social **Member** becomes an **Officer** of the **Society**, they will have rights associated with that office. Social participation is also open to invited guests of other **Societies** and organisations or **Members** of kindred **Societies** who offer reciprocal visiting rights. Social **Members** will not have speaking or voting rights in the **Society**, unless they are elected as an **Officer** of the **Society**, and are not eligible for any shooting trophies or prizes.

- (5) **New Categories of Member.** The **Committee** shall have the authority to introduce any new category of **Members** provided such category of **Members** has been previously approved by the Association.

4.3. Society rights of Member Categories

- a. Honorary, Social or Non-Members are not eligible to vote at Annual General, General or Executive Meetings unless they are **Officers** of the **Society**.

4.4. Becoming a Member

- a. Every applicant for Membership must consent, annually, in writing to becoming a **Member**. The **Society** must retain a copy of that written consent in its membership records.
- b. An applicant for Membership must complete and sign an application form, supply any information specified, from time to time, required by the **Committee**.
- c. An application for Membership shall be proposed and seconded by **Members**.
- d. The **Committee** may accept or decline an application for Membership at its sole discretion. The **Committee** must advise the applicant of its decision. The **Society** is not required to give reasons for the declination of an application for membership.
- e. An applicant does not become a **Member** until payment of the subscription fee.

4.5. Members' Obligations and Rights

- a. Every **Member** shall provide the **Society**, in writing, the **Member's** name, firearm's licence number, and contact details (namely, physical, email address and a telephone number). The **Member** shall promptly advise the **Society** in writing of any changes to those details.
- b. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
- c. Only a Full **Member** is entitled to exercise the rights of Membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by their respective due dates, but no **Member** or **Life Member** is liable for an obligation of the **Society** by reason only of being a **Member**.

- d. The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

4.6. Life Membership

- a. **Nominations.** All nominations for **life Membership** shall be proposed and seconded by an active shooting **Member** and introduced to the **Committee**, which shall have the prerogative to endorse or reject the nomination. A rejection must be supported with reasons for rejection and delivered to the proposer. Endorsement of a nomination shall be referred to a General Meeting for ratification.
- b. **Criteria.** The following criteria for nomination should be met:
 - (1) Long Service with the **Society**.
 - (2) Nominee to have held active office within the **Committee**.
 - (3) Nominee to have participated fully in **Society** activities.
 - (4) Nominees to have made a worthwhile contribution to the **Society** as a whole.
- c. **Entitlements of Life Membership.** A life **Member** of the **Society** shall be entitled to:
 - (1) Status of full Membership of the **Society** and affiliation to the Association.
 - (2) Exemption from subscriptions.
 - (3) Access to **Committee** meetings as an observer.
- d. **Revocation of Life Membership.** A life **Member** may have the honour rescinded in the event of any action, by that **Member**, causing public disrepute upon the **Society**. This rule may only be invoked upon the recommendation of the **Committee** and ratified at a General Meeting.

4.7. Subscriptions and Fees

- a. The annual subscription and any other fees for Membership for the then current financial year shall be set by resolution at a **General Meeting** (which can also decide that payment be made by periodic instalment).
- b. The annual subscription will be due on 31 October.
- c. Any **Member** whose subscription or any outstanding fees remain unpaid after the due date shall have all rights and benefits of Membership suspended until the subscription or fees are paid.

- d. If the arrears are not paid within three calendar months of the due date for payment of the subscription the **Committee** may terminate the **Member's** Membership (without being required to give prior **Notice** to that **Member**).
- e. The **Society** shall not affiliate any Full **Member** to NRANZ who has not paid the annual subscription.
- f. The **Committee** shall determine any reduction in annual subscription for a **Member** who joins after 31 December.

4.8. Ceasing to be a Member

- a. A **Member** ceases to be a **Member**—
 - (1) by resignation from that **Member's** class of Membership by written **Notice** signed by that **Member** to the **Committee**, or
 - (2) on termination of a **Member's** Membership following a dispute resolution process under this **Constitution**, or
 - (3) following a dispute resolution process, as detailed in this **Constitution**, the **Committee** decides the **Member** has brought the **Society** into disrepute; or
 - (4) on death, or
 - (5) by resolution of the **Committee** where—
 - (i) the **Member** has failed to pay a subscription or fee due to the Society within three calendar months of the due date for payment,
 - (ii) the date of receipt of the **Member's** notice of resignation by the **Committee** (or any subsequent date stated in the notice of resignation), or
 - (iii) the date of termination of the **Member's** Membership under this **Constitution**, or
 - (iv) the date of death of the **Member** or
 - (v) the date specified in a resolution of the **Committee** and when a **Member's** Membership is terminated, the **Committee** shall promptly notify the former **Member** in writing.

4.9. Obligations once Membership has Ceased

- a. A **Member** who has ceased to be a **Member** under this **Constitution**—
 - (1) remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
 - (2) shall cease to hold himself or herself out as a **Member** of the **Society**, and

- (3) shall return to the **Society** all material provided to **Members** by the **Society** (including any Membership certificate, badges, trophies and equipment).
- (4) shall cease to be entitled to any of the rights of a **Society Member**.

4.10. **Becoming a Member Again**

- a. Any former **Member** may apply for re-admission in the manner prescribed for new applicants, and may be re-admitted only by resolution of the **Committee**.
- b. If a former **Member's** Membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

5. **General Meetings**

5.1. **Procedures for all General Meetings**

- a. The **Committee** shall give all **Members** at least 15 **Working Days'** written **Notice** of an intention to hold any **General Meeting**.
- b. That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of **Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- c. The notice of intention must include the following:
 - (i) Time, date and place of the meeting;
 - (ii) The agenda;
 - (iii) Whether there are any vacancies on Committee and details of how a **Member** can nominate a member for such a vacancy including any deadline for submitting nominations and provide a nomination form.
 - (iv) Setting out how and by what date any **Member** can propose any items of general business for the General Meeting;
 - (v) Whether any Members can attend the General Meeting by audio visual technology and if so, how he or she can do so;
 - (vi) A proxy form setting out how a proxy is appointed and how the proxy form is to be delivered to the **Society** and to whom at the **Society** and by what date it must be delivered.
- d. **Members** may attend General Meetings—
 - (1) in person, or

- (2) by a signed original written proxy (an email or copy is not acceptable) in favour of an individual entitled to be present at the meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**.
- (3) no other proxy voting shall be permitted.
- e. Honorary **Members**, social **Members** and non-**Members** can take full part in a **General Meeting** if they are an **Officer** of the **Society**.
- f. Honorary **Members**, social **Members** and non-**Members** can speak at a **General Meeting** with the permission of the person chairing the meeting.
- g. No **General Meeting** may be held unless at least 30 percent of Full **Members** attend throughout the meeting and this will constitute a quorum. Honorary **Members** and non-**Members**, if they are **Society Officers**, will count towards a quorum.
- h. If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a time, date and place determined by the **President** of the **Society**, and if at such adjourned meeting a quorum is not present, those Full **Members** present, in person or by proxy, shall be deemed to constitute a sufficient quorum.
- i. A **Member** is entitled to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the **President** or of two or more **Members** present, by secret ballot.
- j. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- k. Any decisions made when a quorum is not present are not valid.
- l. Written resolutions may not be passed in lieu of a **General Meeting**.
- m. **General Meetings** may be held at one or more venues by **Members** present in person or using any real-time audio, audio and visual, or electronic communication that gives each **Member** a reasonable opportunity to participate.
- n. All **General Meetings** shall be chaired by the **President**. If the **President** and the **Deputy President** are absent, the meeting shall elect another **Member** of the **Committee** to chair that meeting.

- o. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.
- p. Any person chairing a **General Meeting** may —
 - (1) With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson, be removed from the **General Meeting**, and in the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.
- q. The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the **Notice** of the **General Meeting**.

5.2. Minutes

- a. The **Society** must keep minutes of all General Meetings.

5.3. Annual General Meetings

- a. An **Annual General Meeting** shall be held once a year in the month of August and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- b. The **Annual General Meeting** must be held no later than the earlier of the following—
 - (1) Two months after the balance date of the **Society**
 - (2) 13 months after the previous annual meeting.
- c. The business of an **Annual General Meeting** shall be to—
 - (1) confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
 - (2) adopt the annual report on the operations and affairs of the **Society**,
 - (3) adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements,
 - (4) elect **Officers** of the **Society**

- (5) set any subscriptions for the current financial year,
 - (6) consider any motions of which prior notice has been given to **Members** with **Notice** of the Meeting, and
 - (7) consider any general business.
- d. The **Committee** must, at each **Annual General Meeting**, present the following information—
- (1) an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
 - (2) the annual financial statements for that period, and
 - (3) notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

5.4. **Special General Meetings**

- a. **Special General Meetings** may be called at any time by the **Committee** by resolution.
- b. The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 10 percent of **Members**.
- c. Any resolution or written request must state the business that the **Special General Meeting** is to deal with.
- d. The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

6. **Committee**

6.1. **Committee Composition**

- a. The **Committee** will consist of at least three **Officers** and no more than 10 **Officers**.
- b. A majority of the **Officers** on the **Committee** must be either:
 - (1) Full **Members** of the **Society**, or
 - (2) representatives of bodies corporate that are **Members** of the **Society**.
- c. Non-**Members** can be an Officer of the **Society**.

- d. The **Officers** of the Club shall be appointed annually at the **Annual General Meeting** but if no such meeting is held, they shall remain in office until replaced.
- e. At the **Annual General Meeting** the following shall be appointed:
 - (1) **Patron**, (Honorary position)
 - (2) **President**,
 - (3) **Deputy-President**,
 - (4) **Secretary**,
 - (5) **Treasurer**,
 - (6) **Club Captain**,
 - (7) **Financial Reviewer** (Not a **Member** of the **Committee** or the **Society**)
- f. The **Committee** shall include all office bearers listed at 6.1.e(2) to **Error! Reference source not found.** above.
- g. The **President** shall chair meetings and in his or her absence the **Deputy President**.

6.2. Functions of the Committee

- a. From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, in accordance with the Incorporated Societies **Act** 2022, any Regulations made under that **Act**, and this **Constitution**.

6.3. Powers of the Committee

- a. The **Committee** has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

6.4. Sub-committees

- a. The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
 - (1) the quorum of every sub-committee is half the **Members** of the sub-committee but not less than two,
 - (2) no sub-committee shall have power to co-opt additional **Members**,
 - (3) a sub-committee must not commit the **Society** to any financial expenditure without express authority from the **Committee**, and
 - (4) a sub-committee must not further delegate any of its powers.

7. Committee Meetings

7.1. Procedure

- a. The quorum for **Committee** meetings is at least half the number of **Members** of the **Committee**.
- b. A meeting of the **Committee** may be held either—
 - (1) by a number of the **Members** of the **Committee** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (2) by means of audio, or audio and visual, communication by which all **Members** of the **Committee** participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- c. A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- d. If at a meeting of the **Committee**, the **President** and **Deputy President** is not present, the **Members** of the **Committee** present may choose one of their number to chair the meeting. The chairperson shall have a casting vote in the event of a tied vote on any resolution of the **Committee**.
- e. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

7.2. Frequency

- a. The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **President** or **Secretary**.
- b. The **Secretary**, or other **Committee Member** nominated by the **Committee**, shall give to all **Committee Members** not less than five **Working Days' Notice** of **Committee** meetings, but in cases of urgency a shorter period of notice shall suffice.

8. Officers

8.1. Qualifications of Officers

- a. Every **Officer** must be a natural person.
- b. A natural person who is not disqualified by Section 47(3) of the **Act** may be elected or appointed as an Office of the **Society**.

- c. Prior to election or appointment as an **Officer** a person must—
 - (1) consent in writing to be an **Officer** of the **Society**, and
 - (2) certify in writing that they are not disqualified from being elected or appointed or otherwise holding office (including the qualifications for office in this Constitution) as an **Officer** of the **Society**.
- d. The details of what conditions disqualify people from holding office will be sent with the **Notice** of the meeting to **Members**.
- e. The **Officer's** consent and certification will be retained in the **Society's** records by the written consent and certification of each **Officer** being saved in the minutes of the meeting at which they are elected.
- f. A natural person who is disqualified from being an **Officer** but who acts as an **Officer** is an **Officer** for the purposes of a provision of the **Act** that imposes a duty or an obligation on an **Officer**.

8.2. **Officers' Duties**

- a. At all times each **Officer**:
 - (1) shall act in good faith and in what he or she believes to be the best interests of the **Society**,
 - (2) must exercise all powers for a proper purpose,
 - (3) must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
 - (4) when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 - (i) the nature of the **Society**,
 - (ii) the nature of the decision, and
 - (iii) the position of the **Officer** and the nature of the responsibilities undertaken by him or her.
 - (5) must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
 - (6) must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

8.3. Election or Appointment of Officers

- a. The election of **Officers** shall be conducted as follows.
 - (1) **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any such appointee must, before appointment, consent to appointment and certify that they are not disqualified from being appointed or holding office as an **Officer** (as described in the '**Qualification of Officers**' rule 8.1 above), the consent and certification will be recorded in the minutes of the meeting. Any such appointment must be ratified at the next **Annual General Meeting**.
 - (2) The **Committee** must call for nominations for any **Committee Officer's** with the notice of the AGM.
 - (3) Nominations are to be made in writing in the form decided by the Committee, and must be received by the date set by the Committee and if no date is set, at least 10 **working days** prior to the **Annual General Meeting**.
 - (4) Nominations may be received from the floor at the **Annual General Meeting**.
 - (5) Votes shall be cast in such a manner as the person chairing the meeting determines.
 - (6) In the event of any vote being tied, the tie shall be resolved by secret ballot unless otherwise decided by the **Chair** of the **General Meeting** and approved by a majority of **Members** present.
 - (7) Two **Members** (who are not nominees) or non-**Members** appointed by the **President** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (8) The failure for any reason of any **Member** to receive such **Notice** of the **General Meeting** shall not invalidate the election.
- b. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee** any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any such appointee must consent to the appointment and certify that they are not disqualified from being appointed or holding office as an **Officer** (as described in the '**Qualification of Officers**' rule 8.1 above), this will be recorded in the minutes of the meeting

8.4. Term

- a. The term of office for all **Officers** elected to the **Committee** expires at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of office.

8.5. Removal of Officers

- a. An **Officer** shall be removed as an **Officer** by resolution of the **Committee** or the **Society** where in the opinion of the **Committee** or the **Society** —
 - (1) The **Officer** elected to the **Committee** has been absent from three **Committee** meetings without leave of absence from the **Committee**;
 - (2) The **Committee** considers an **Officer** has brought the **Society** into disrepute after a dispute resolution process;
 - (3) The **Committee** passes a vote of no confidence in the **Officer**;

with effect from (as applicable) the date specified in a resolution of the **Committee** or **Society**.

8.6. Ceasing to Hold Office

- a. An **Officer** ceases to hold office when he or she resigns (by notice in writing to the **Committee**), are removed, die, or otherwise vacate office in accordance with Section 50(1) of the **Act**.
- b. Each **Officer** shall within 20 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

9. Conflicts of Interest

- a. An **Officer** or **Member** of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
 - (1) to the **Committee** and or sub-committee, and
 - (2) in an **Interests Register** kept by the **Committee**.
- b. Disclosure must be made as soon as practicable after the **Officer** or **Member** of a sub-committee becomes aware that they are interested in the **Matter**.
- c. An **Officer** or **Member** of a sub-committee who is an **Interested Member** regarding a **Matter**—

- (1) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; and
 - (2) must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all **Members** of the **Committee** who are not interested in the **Matter** consent; but
 - (3) may take part in any discussion of the **Committee** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).
- d. However, an **Officer** or **Member** of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.
 - e. Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
 - f. Where 50 per cent or more of the **Members** of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

10. Records

10.1. Register of Members

- a. **The Society** shall keep an up-to-date **Register of Members**.
- b. For each current **Member**, the information contained in the **Register of Members** shall include —
 - (1) Their name; and,
 - (2) Firearms licence number; and,
 - (3) The date on which he or she became a **Member** (if there is no record of the date he or she joined, this date will be recorded as 'Unknown'), and,
 - (4) His or her contact details, including —
 - (i) A physical address; and,
 - (ii) An electronic address (if available), and,
 - (iii) A telephone number.
- c. The register will also include each **Member's** —
 - (1) email address (if any)

- (2) occupation
- (3) whether the **Member** is financial or non-financial financial
- d. Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.
- e. The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the previous seven years, the **Society** will record:
 - (1) The former **Member's** name, and
 - (2) The date the former **Member** ceased to be a **Member**.

10.2. Interests Register

The **Committee** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by **Members** of any sub-committee.

11. Access To Information For Members

- a. A **Member** may at any time make a written request to the **Society** for information held by the **Society**.
- b. The request must specify the information sought in sufficient detail to enable the information to be identified.
- c. The **Society** must, within a reasonable time after receiving a request —
 - (1) provide the information, or
 - (2) agree to provide the information within a specified period, or
 - (3) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
 - (4) refuse to provide the information, specifying the reasons for the refusal.
 - (5) Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
 - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
 - (iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
 - (iv) the information is not relevant to the operation or affairs of the **Society**, or

- (v) withholding the information is necessary to maintain legal professional privilege, or
 - (vi) the disclosure of the information would, or would be likely to, breach an enactment, or
 - (vii) the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
 - (viii) the request for the information is frivolous or vexatious, or
 - (ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- d. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —
- (1) that the **Member** will pay the charge; or
 - (2) that the **Member** considers the charge to be unreasonable.
- e. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

12. Finances

12.1. Control And Management

- a. The funds and property of the **Society** shall be—
 - (1) controlled, invested and disposed of by the **Committee**, subject to this **Constitution**, and
 - (2) devoted solely to the promotion of the purposes of the **Society**.
- b. The **Committee** shall maintain bank accounts in the name of the **Society**.
- c. All money received on account of the **Society** shall be banked within 15 **Working Days** of receipt.
- d. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.
- e. The **President**, the **Secretary** and the **Treasurer** shall operate the **Society's** bank accounts and the signatures of any two of them shall be sufficient to complete transactions.
- f. The **Committee** have the power to appoint additional signatories.

- g. The **Committee** must ensure that there are kept at all times accounting records that—
 - (1) correctly record the transactions of the **Society**, and
 - (2) allow the **Society** to produce financial statements that comply with the requirements of the **Act**, and
 - (3) would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- h. The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- i. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the **Society**.
- j. The Financial Reviewer appointed, will review the **Society's** financial records and report to **Members** on their accuracy, suitability and fairness.
- k. The **Society's** contact person will be responsible for ensuring the annual financial statements are lodged with the Incorporated **Society** within 20 **Working Days** of being adopted at a **General Meeting**.

12.2. Balance Date

- a. The **Society's** financial year shall commence on 1 July of each year and end on 30 June the following year (the latter date being the **Society's** balance date).

12.3. Review of Financial Statements

- a. The **Society's** financial statements must be reviewed each year and the reviewed financial statements must be submitted to the **Annual General Meeting**. The reviewer will be appointed by the **Annual General Meeting** or the **Committee**.

12.4. No Personal Benefit

- a. The **Officers** and **Members** may not receive any distributions of profit or income from the Club. This does not prevent **Officers** or **Members**:
 - (1) receiving reimbursement of actual and reasonable expenses incurred, or
 - (2) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

- (3) provided no **Officer** or **Member** is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

13. Dispute resolution

13.1. Meanings Of Dispute And Complaint

- a. **Dispute** means a disagreement or conflict between the Society, Association and/or its Associate Affiliates, Associates, Member Clubs or Officers in relation to specific allegations set out below.
- b. The disagreement or conflict may be between two or more of the following persons—
 - (1) Members of the Society
 - (2) Non-members of the Society
 - (3) Associate Affiliates.
 - (4) Affiliates.
 - (5) Member Clubs.
 - (6) the Association.
 - (7) Officers of the Association.
- c. The disagreement or conflict relates to any of the following allegations—
 - (1) An Associate Affiliate, Associate, Association, Member, Non-Members, Member Club or an Officer has engaged in misconduct.
 - (2) An Associate Affiliate, Associate, Association, Member, Member Club or an Officer has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
 - (3) The Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act.
 - (4) An Associate Affiliate, Associate, Member Club or an Officer's rights or interests as an Associate Affiliate, Associate, Member Club or an Officer have been damaged, or Member Club's rights or interests generally have been damaged.
 - (5) An Associate Affiliate, Associate, Association, Member, Non-Member, Member Club or an Officer may make a complaint by giving to the Committee (or a complaints sub-committee) a notice in writing that —

- (i) States that the Associate Affiliate, Associate, Member Club or an Officer's rights or interests as an Associate Affiliate, Associate, Member Club or an Officer is starting a procedure for resolving a dispute in accordance with the Association's Constitution; and
 - (ii) Sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
 - (iii) Sets out any other information or allegations reasonably required by the Association.
- d. **Dispute Procedure** means the procedure set out for resolving a Dispute set out in clauses 13.1.a to h.
- e. **Application of Other Legislation to a Dispute:** The disputes procedure will not apply to a dispute to the extent that other legislation requires the dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- f. **Application of Other Procedures Under this Constitution or in a Bylaw:** If a dispute is dealt with under this Constitution or in a Bylaw ("**Other Procedure**"), that Other Procedure applies to the exclusion of the Disputes Procedure. If any other part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with the adjustments as determined by the Society in its discretion so that the Other Procedure is consistent with the rules of natural justice.
- g. If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Dispute Procedure.
- h. **Application of the Dispute Procedure:** If the dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Dispute Procedure applies to the Dispute.

Disputes Procedure

13.2. Raising a complaint:

- a. An Associate Affiliate, Affiliate, Society or an Officer may start the Disputes Procedure ("**a Complaint**") by giving written notice, in writing, to the Committee (or a complaints sub-committee) setting out:

- (1) the allegation to which the dispute relates and who the allegation is against; and,
 - (2) any other information reasonably required by the Association.
- b. The **Society** may make a complaint involving an allegation against an Associate Affiliate, Affiliate, Association, Member Club or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- c. The information given under sub-clause 2.a(1) or **Error! Reference source not found.** above must be sufficient to ensure that a person against whom the Complaint is made is fairly advised of the of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

Investigating And Determining Dispute

- d. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure that the Dispute is investigated and determined.
- e. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

Decision not to Proceed Further with Complaint

- f. Despite the contents of the Dispute Procedure, the Society may decide not to proceed further with a complaint if—
- (1) the complaint is trivial; or
 - (2) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of duty under this Constitution or the Act; or,
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
 - (3) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (4) the person who makes the Complaint has an insignificant interest in the matter; or

- (5) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (6) there has been an undue delay in making the Complaint; or
- (7) the Complaint involves two Member Clubs who are members of an organization (“Organisation X”) which is also a member of the Association, and the Complaint has either been dealt with by Organisation X or is required to be, pursuant to the Dispute Resolution procedures of Organisation X.

The Society May Refer Complaint

- g. The Society may refer a complaint to:
 - (1) A hearing body or person authorised, delegated or appointed by the Society to hear and resolve Disputes, and includes an arbitral tribunal (“Hearing Body”); or
 - (2) a sub-committee or an external person to investigate and report; or
 - (3) any type of consensual dispute resolution with consent of all the parties to the Complaint.

Hearing Body and Standard of Proof

- h. The Society may determine the composition, jurisdiction, functions, and procedures of, and any sanctions which can be imposed by any Hearing Body. Each Hearing Body has delegated authority by the Society to resolve, or assist to resolve, Complaints. The standard of proof is that of balance of probability.

Bias

- i. A person shall not be part of a Hearing Body in relation to a Complaint if two or more members of the **Society** or a Hearing Body consider that there are reasonable grounds to believe that the person may not be:
 - (1) impartial; or
 - (2) able to consider the matter without a predetermined view.

Complainant's Right To Be Heard

- j. The Associate Affiliate, Affiliate, Association, Society or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the **Society** makes a complaint, the **Society** has a right to be heard before the Complaint is resolved or any outcome is determined, and a Society Member may exercise that right on behalf of the Society.
- k. An Associate Affiliate, Affiliate, Association, Society or Officer or Association must be taken to have given the right if:
 - (1) The Associate Affiliate, Affiliate, Association, Society, Officer or Association has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (2) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (3) an oral hearing (if any) is held before the Hearing Body; and
 - (4) the Associate Affiliate, Affiliate, Association, Society, Officer or Association's written statement or submissions, if any, are considered by the Hearing Body.

Appeals

- l. There is no right of appeal or right of review of a decision unless specified.

14. Liquidation and Removal from the Register

14.1. Resolving to put Society into Liquidation

- a. The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.
- b. The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- c. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by Section 228(4) of the **Act**.
- d. Any resolution to put the **Society** into liquidation must be passed by a two-thirds majority of all **Members** present and voting.

14.2. Resolving to Apply for Removal from the Register

- a. The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.
- b. The **Committee** shall give 20 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- c. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by Section 228(4) of the **Act**.
- d. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a two-thirds majority of all **Members** present and voting.

14.3. Surplus Assets

- a. If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.
- b. On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in NATIONAL RIFLE ASSOCIATION OF NEW ZEALAND INCORPORATED.
- c. However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

15. Alterations to the constitution

- a. Amending this **Constitution**
- b. All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by Section 31 of the **Act**.
- c. The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

- d. Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 20 per cent of eligible **Members** and given in writing to the **Committee** at least 20 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- e. At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** **Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- f. When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.
- g. No addition to, deletion from or alteration of the **Society's** rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this **Constitution**, and shall be include and implied into any document replacing this **Constitution**.

16. Other

16.1. Bylaws

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.