

THE SOUTHBROOK COMMUNITY SPORTS CLUB INC: CONSTITUTION AND RULES

1. NAME The Name of the Club shall be "THE SOUTHBROOK COMMUNITY SPORTS CLUB INCORPORATED" (hereinafter referred to as "the Club"). The Registered Office of the Club shall be C/O Williams McKenzie, 4 Durham Street, Rangiora, New Zealand, or at such other place as the Club shall from time to time determine. Due notice of every change of the place of the registered office shall be given by the Secretary to the Registrar of Incorporated Societies.

2. OBJECTS The objects of the Club shall be the promotion and encouragement of sport and of recreational games and play and all forms of social activity affiliated with the Club in their or any of their activities and to assist in every way possible the advancement of sports and games and the social life of the district.

3. CONSTITUTION OF CLUB AND ADMISSION OF MEMBERS. The Club shall consist of:-

- 3.1 Members of the Saracens Rugby Football Club Inc.
- 3.2 Such other delegates representing any Sports Club, Body or kindred Organisation with objects similar to those of the Club which may apply in writing for affiliation with the Club, and the Club or a committee thereof shall have approved by motion duly proposed, seconded and carried; and
- 3.3 The members of Sports Clubs, Bodies and Organisations affiliated to the Club, and
- 3.4 Such other persons who shall be elected members of the Club.

4. OFFICERS The Club shall be governed by a Board comprising the Officers of the Club.

- 4.1 Officers of the Club shall consist of a Chairperson, a Deputy Chairperson, a Secretary/Treasurer, and not more than four Directors.
- 4.2 The Officers shall be elected from among the members of the Club.
- 4.3 The Chairperson, and up to four Directors shall be elected from persons nominated by the Saracens RFC.
- 4.4 Up to two Directors shall be elected from persons nominated by affiliated clubs, bodies or organisations.
- 4.5 The Officers shall be elected at each annual meeting and shall enter upon their offices at the close of such meeting.
- 4.6 The Board may delegate to specific Directors, responsibilities for Deputy Chairperson, Secretary / Treasurer and other governance responsibilities as it may deem appropriate.

- 4.7 The Board may establish and amend written policies and bylaws, consistent with this Constitution, for the general management of the Club.
- 4.8 The Board may establish policies and bylaws for the making of grants for coaching and development programs, and for support of teams from the Saracens RFC and affiliated clubs, bodies or organisations.
- 4.9 The Board of the Club may fill casual vacancies in the Board that may occur or exist between one annual meeting and another.
- 4.10 It shall be decided at a General Meeting whether due to their responsibilities and duties any Officer shall receive an honorarium for the ensuing year; and the amount of the honorarium.
- 4.11 No member of the Club or any other person associated with a member, shall participate in, or materially influence any decision made by the Club in respect of the payment to or on behalf of that member or associated person, of any income, benefit or advantage whatsoever.
- 4.12 Any honorarium 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 clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 4.13 The Board of the Club may decide by resolution, to engage paid book-keeping services to transact financial activities, receipts and payments, record keeping and related activities, under the supervision of the Secretary/Treasurer.
- 4.14 The Quorum for all Board or Committee meetings shall be 50% or greater of the number holding office on such Board or Committee.
- 4.15 Elected Officers of the Club, being Members of the Board, who do not attend three consecutive scheduled meetings and do not have a reasonable apology accepted by the Board, may be deemed to have vacated their office.

5. TRUSTEES The Club may from time to time elect Trustees at any annual or monthly meeting and declare the scope and nature of their duties.

6. POWERS The Club shall have power either alone or in conjunction with any other person, club or Society or Corporation to do all or any of the following;

- 6.1 To acquire or obtain the use, occupation or enjoyment of by purchase, exchange, lease, license, hire or otherwise any real or personal property.
- 6.2 To dispose of by sale, exchange, license, hire or otherwise any real or personal property.
- 6.3 To engage persons to carry out work for the Club, by execution of employment agreements or by independent contractor agreements, as appropriate.

- 6.4 To build, construct, improve, alter and repair and to join in with any other person or incorporated association, club or body in buildings, improvements, works or chattels whether on lands owned by the club or any other person or incorporated body.
- 6.5 To borrow money from any bank, person or corporation or mortgage or real or personal property upon debentures or without security.
- 6.6 To lend monies to any person, Club, Society or Corporation with or without security.
- 6.7 To subscribe to or to otherwise aid sporting, benevolent, charitable, national or local institutions or any person, Club, Society or Corporation.
- 6.8 To raise monies in such manner and for such purposes as the Club thinks fit.
- 6.9 To sue and be sued and to appear or be represented before at or on any Court, Tribunal or Body.

7. COMMITTEES The Club may from time to time appoint committees or sub-committees for any special or general purpose and shall have power to appoint on any such committee or sub-committee any person or persons who are not members of the Club.

8. GENERAL MEETING General meetings may be held as often as requisite. Special General Meetings shall only be called for a proper purpose by the Secretary/Treasurer, on receipt of a requisition clearly outlining the proper purpose, and signed by ten members or by order of the Club at any monthly meeting.

- 8.1 Meetings shall be advertised in a local newspaper at least ten (10) days prior to the proposed meeting together with the nature of the business to be considered.
- 8.2 At least ten (10) days' notice must be given to members of any General Meetings at which five members shall form a quorum.
- 8.3 At all meetings each member present, personally or by proxy, shall have one vote, which shall be given by a show of hands, unless a ballot be demanded by a member in which case the voting shall be by ballot. The Chairperson for the time being shall in all cases of equal voting have a casting as well as a deliberative vote.
- 8.4 Elected Officers of the Club, being Members of the Board, who do not attend three consecutive scheduled meetings and do not have a reasonable apology accepted by the Board may be deemed to have vacated their office.

9. ANNUAL GENERAL MEETING The financial year shall terminate on 31 May in each year, and the Annual Meeting shall be held before the end of August following, at which meeting the management reports and financial statements for the past year shall be presented, the Officers and the Auditor elected for the ensuing year, and any other general business of the Club transacted.

10. MONTHLY MEETINGS The Board shall meet no less than ten times each year at such time and place as the Board shall decide upon. As far as reasonably practicable, the time and date of regular meetings shall be scheduled and evenly spread throughout the year.

11. CHAIRPERSON At all meetings of the Club the Chairperson (or in the Chairperson's non-availability, a member appointed by the other members present at such meeting) shall preside. The Chairperson shall in all cases of equal voting have a casting vote, as well as a deliberative vote.

12. SECRETARY/ TREASURER shall ensure the following functions are carried out:

- 12.1 Conducting the correspondence and having the custody of documents belonging to the Club.
- 12.2 Notifying Board members personally (in person, by telephone, in writing or by email) at least three days prior to a meeting.
- 12.3 Keeping full and accurate minutes of all meetings and having them available at all meetings; and filing all records, reports and communications connected with the business of the Club.
- 12.4 Keeping a register of members and affiliated clubs, bodies or organisations.
- 12.5 Compliance with legislative and regulatory requirements on the Club.
- 12.6 Keeping account for payment and receipt of all monies due from and to the Club.
- 12.7 Receipt, being sufficient discharge of account, that all monies paid to the Treasurer are deposited to the credit of the Club's account with any Bank that the Board may from time to time decide on, all operations thereon to be signed by the Secretary/Treasurer or either the President or another Director appointed by the Board or at a General meeting.
- 12.8 Submission to the Annual General Meeting an account of the receipts and disbursements as at 31 May each year and a Statement of the assets and liabilities, audited or reviewed by an Auditor appointed at the Annual General Meeting in the same manner as the other Officers.
- 12.9 Production of a statement of all the cash transactions at each ordinary meeting of the committee.

14. AUDITOR The Club shall not require an Auditor to fully audit the Financial Statements each year as long as they are prepared and reviewed by a Chartered Accountant, as per the

Incorporated Societies Act 1908 by means that the annual accounts need not be audited. The Club at any time can request that Audit NZ carry out a full audit of the Club's finances.

15. ACCOUNTS AND CHEQUES No account shall be paid unless passed for payment by the Club upon a resolution duly carried. All payments by cheque, or otherwise, shall be signed by the Treasurer and countersigned by either the chairperson or another board member elected at the AGM or any special general meeting. Electronic banking payments shall be authorised by two persons approved by the board at least one of whom shall be an Officer of the club.

16. BANK All monies and funds of the Club shall be banked to the Credit of the Club in such Bank as the Club may from time to time by resolution decide.

17. MEMBERSHIP FEES

17.1 Members of the Club who are current members of a Sports Club, Body or Organisation affiliated to the Club shall not be liable to pay any membership fees to the Club.

17.2 Members of the Club who are not members of a Sports Club, Body or Organisation affiliated to the Club shall during each financial year pay to the Club such membership fee as the Club determines from time to time by resolution at an annual General Meeting of the Club.

18. LIABILITY OF OFFICERS Every person who may, by the authority of the Club, accept or incur any pecuniary liability on behalf of the Club, shall be held indemnified by the Club, against any personal loss in respect of such liability.

19. CESSATION OF MEMBERSHIP Any member including any Club or Body or Organisation affiliated to this Club may by 14 days' notice in writing sent to the Secretary at the registered office of the Club, resign from membership.

20. DEFAULTING MEMBERS

In order that the Rules may be kept and the good character of the Club maintained, the Club, on receiving a complaint in writing from any member, and having consulted and after taking evidence, including any explanation offered by the person about whom the complaint is made, and having decided that the conduct of the person about whom the complaint is made is contrary to the Rules, or inconsistent with the character or interests of the Club, may at a General Meeting called for that purpose by circular, propose that such person's membership shall either be suspended or cancelled, and the vote of the majority shall decide. Any person whose membership is thus cancelled shall forfeit all right (if any) to the property of the Club.

Suspension or cancellation of membership shall not release any person from any pecuniary obligations to the Club, previously incurred.

21. CUSTODY AND USE OF SEAL The Club shall have a Common Seal which shall be left in the custody of the Secretary/Treasurer or Solicitor to the Club, and shall only be affixed to documents by authority of a meeting of the Board. The affixing of the Seal shall always be attested by at least three members of the Board.

22. ALTERATIONS OF RULES No existing rule shall be altered or repealed nor a new rule added without the consent of a two thirds majority of voting members at an Annual General Meeting or a Special General Meeting called for the purpose. Any alterations or additions to the terms and provisions of this constitution shall not result in the distribution of assets for any purpose that is not exclusively charitable or related to sporting purposes. Notice of such motion to this effect must be in the hands of the Secretary at least three weeks prior to the date of such meeting.

23. INTERPRETATION OF RULES The decision of the Board on interpretation of rules or any matter or things not contained in these rules and which pertain to the Club, its property or interest, shall be conclusive and binding until revoked at a General Meeting.

24. DISSOLUTION The members present (either personally or by proxy) at a meeting convened for the purpose, may, by the vote of a majority of those present or represented by proxy, resolve that the Club be dissolved as from a date named in such resolution and may also, by a simple majority of votes at the same meeting, or another meeting or meetings convened for the purpose, direct the method of disposition of the funds and property of the Club after dissolution thereof and thereupon may dispose of such funds and property in the manner so directed. After payment of costs, debts and liabilities, the remainder shall be vested in the Waimakariri District Council. Any resolution for the dissolution of the Club must be confirmed by the vote of a majority consisting of two thirds of those present (either personally or by proxy) at a confirming meeting, convened under Section 24 of the Incorporated Societies Act 1908.

25. GUESTS AND VISITORS

The Club under its Club Licence must ensure that alcoholic drinks are only supplied or sold to Members, Authorised Customers or Authorised Visitors for consumption on (Club Licence) the club's premises.

Any Member may invite any person as an Authorised Customer (herein referred to as a "Guest") to the Club in accordance with the following:

By entering Club premises, a Guest agrees to abide by these Rules.

- 25.1 All Guests shall enter their name and address in the Club's guest signing in book each time they visit the Club.
- 25.2 The Member accompanying a Guest shall also sign the Club's guest signing in book and will at all times be responsible for the conduct of the guest.
- 25.3 The number of Guests allowed to be admitted by any member at one time shall be restricted to a maximum of eight (8), however on application by any member to the Board or Manager or those staff authorised to do so, may be granted dispensation to invite a greater number than eight (8) persons.
- 25.4 No Guests shall be sold or supplied alcoholic drinks on Club premises unless the Guest is present on the invitation of a Member and is in the company of Member and the alcoholic drink is supplied for consumption on the premises.

An Authorised Visitor (herein referred to as a "Visitor" who is a member of an affiliated club, or a club / group with authorised visiting rights visiting the Club as specified in the "Reciprocal Rights for Clubs Notice" positioned near the bar area:

- 25.5 Are deemed to agree to abide by these Rules;
- 25.6 Have the same rights as Members to be sold or supplied alcoholic drinks on Club premises provided they have produced sufficient evidence to an officer of the Club or member of its staff that they are a member of an affiliated club or a club / group that has been authorised visiting rights by the Board.
- 25.7 No person, whether a member of an affiliated Club or otherwise, may become a regular or frequent visitor.

| Position | Full Name | Signature | Date |
|--|-----------|-----------|------|
| Chairman | | | |
| Board Member | | | |
| President of Saracens Rugby Football Club Inc. | | | |