

RULES OF AUCKLAND SWISS CLUB INCORPORATED

Including Amendments to 10 May 1999

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1) NAME

The Club is to be known under the name of
[AUCKLAND SWISS CLUB INCORPORATED]
(hereinafter referred to as "the Club").

2) OBJECTS

The objects for which the Club is established are:

- a) To promote and maintain an interest in Swiss culture, traditions and heritage.
- b) To promote goodwill, harmony and understanding among the members of the Swiss Club, the Swiss community in New Zealand and other New Zealanders.
- c) To arrange social gatherings on suitable occasions.

- d) To accumulate a reserve fund out of income or otherwise for the purpose of providing a club-house, and to apply the said fund or any part thereof, or any of the Club's assets to specific purposes.
- e) To invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as the Club may from time to time determine, and to purchase or lease land and buildings and to erect and construct thereon and furnish and maintain such facilities and improvements as the Club may deem desirable.
- f) To carry on the business of farming in all its aspects; and for such purposes to pay wages, rates, taxes, insurance and other outgoings on or for such farming properties out of the revenue received and to use the revenue for generally maintaining, improving and developing such properties and to apply surplus revenue for any of the objects set out in these Rules.
- g) Generally to do all such acts and things as are from time to time incidental or conducive to the attainment of the foregoing objects or any of them.

3) CONSTITUTION

- a) The Club shall consist of Financial and Honorary members, all of which shall be adults of good character who are Swiss Citizens, descendants of Swiss Citizens and friends of Switzerland. To non-Swiss persons, membership will be granted only if the committee approves their written application, and provided there are not more than twenty percent (20%) non-Swiss members in the Club.
- b) Personal Pecuniary Profit: Nothing expressed or implied in these rules of constitution shall permit the activities of this Club to be carried on for the personal pecuniary profit of any member or associated person, nor shall any distribution, whether by way of money, property or advantage. Except where that income, benefit or advantage is derived from:
 - (i) Professional services to the organization rendered in the course of business and charged at no greater rate than the current market rate; or
 - (ii) Interest on money lent at no greater than current market rates. And all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the committee.
- c) No payment of any dividends and no distribution of profits or income shall be made to or amongst the members of the Club.
- d) No payment to or for any Secretary, Manager or any other Officer or member of the Club shall be made by way of commission (or allowance) from or out of the receipts of the Club.

4) MEMBERS

- a) Financial Member means a member of the Club who has paid all his/her subscriptions for the time being due for the membership of the Club, and in accordance with the special provisions contained in these Rules.
- b) Honorary Member means a member of the Club who has been elected an honorary member at a committee meeting or at the Annual General meeting. Such elections require a majority of two-thirds of the votes recorded at such meeting.

- c) Every member shall be in possession of the Club's rules and shall respect them.
- d) Any person wishing to become a member shall forward to the Secretary an application in writing, signed by himself and two members of the Club as proposer and seconder, such application to be in such form as may from time to time be prescribed by the Committee. Each application for membership shall be submitted to the first Committee meeting held after such application shall have been received, when committee members shall vote thereon, a majority of votes of members of the committee in favour of the applicant securing his election.

5) RESIGNATION

Any member shall have the power to terminate membership by handing his resignation in writing to the Secretary, but such resignation may not be accepted until all subscriptions, or other moneys due by such member to the Club shall have been duly paid.

6) CLUB YEAR

The Club year shall commence on the first day of April in each year and terminate on the thirty-first day of March following.

7) SUBSCRIPTIONS

- a) The Annual subscriptions shall be determined at the Annual General Meeting for the ensuing year and such fees shall be paid within two months from the date thereof.
- b) A member shall cease to be a financial member:
- (i) If he is in arrears with his subscription for more than one year and after two notifications have been sent to him by the Treasurer, or
 - (ii) If the Club by resolution passed by a majority of two-thirds of the members present and voting at the Annual General Meeting or Special General Meeting terminates the membership of any member who is guilty of conduct likely to bring the Club into disrepute.
- c) A person whose membership is terminated by resignation, non-payment of subscriptions, expulsion or otherwise, shall thereupon cease to have any of the rights and privileges attaching to membership.

8) MANAGEMENT

- a) The management of the Club shall be vested in the committee which shall consist of the following members:

- President
- Vice President
- Treasurer
- Secretary
- Three elected members
- One Member of the Farm Committee

If necessary the number of elected members may be enlarged.

b) In every year all the officers of the committee shall retire at the Annual General meeting of the members of the Club but shall be eligible for re-election.

9) POWERS AND DUTIES OF THE COMMITTEE

The committee in addition to the powers and duties elsewhere in these rules specifically conferred upon them shall have control of all the finances of the club.

10) MEETINGS OF THE COMMITTEE

The committee shall meet at least once a month on such days and at such times as the Committee shall appoint. The Secretary may convene a special meeting whenever so requested by either the President or at the written request of not less than three members of the Committee. At all meetings of the Committee four shall form a quorum and in the case of any equality of votes, the Chairman shall have a second or casting vote, in addition to his deliberative vote as a member of the Committee.

11) ABSENCE FROM MEETINGS OF THE COMMITTEE

Should any member of the Committee fail to attend three consecutive regular meetings without reasonable excuse, the Committee may declare his seat vacant.

12) EMERGENCY COMMITTEE MEETING

Should there be any business of a very urgent nature (other than that of the disbursement of the Club fund or farming) requiring immediate action, four members of the Committee one of whom shall be the President or a Vice President or the Secretary, shall be an Emergency Committee, with power to take action but the Secretary, or in his absence the President or Vice-president, shall submit a report for confirmation at the next regular or special meeting of the Committee.

13) SUBCOMMITTEES

Sub-committees shall report on their activities to each meeting of the Committee. Membership of Sub-Committees shall not necessarily be restricted to members of the Committee.

14) OFFICERS

a) President: The President shall ex-officio, be Chairman at all meetings, whether of members or Committee.

b) Secretary: The Secretary shall convene all meetings of members and of the Committee in accordance with these Rules. He shall attend all meetings and shall take a record of all business and proceedings in a minute book. He shall carry into effect minutes of the proceedings and shall abide by the directions of the Committee in carrying on the affairs of the Club and shall be in charge of all the clerical work of the Club. Upon the appointment of his successor in office he shall

hand over all books, papers, writings and things held by him in connection with the affairs of the Club. He shall keep a record of the names of the members present and voting at meetings at which the election of members takes place.

c) Honorary Treasurer: The Honorary Treasurer shall receive and disburse the moneys of the Club as authorized by the Committee and these rules. He shall keep the vouchers and receipts for all moneys so disbursed and produce them when required to do so. He shall furnish a correct statement of the financial position of the Club to the Meeting of the Committee each month and produce the bank book to the Committee whenever required to do so. He shall keep a book in which he shall enter all receipts and disbursements and he shall submit the same and all books and papers connected with his office to the Honorary Auditor(s) whenever required. He shall deposit all funds received by him on account of the Club to the credit of the appropriate account of the Club in an approved Bank. He shall present a statement of income and expenditure of the Club for the preceding financial year signed by him and certified as correct and signed by the Honorary Auditor(s) and also when the Committee requires it, a balance sheet of assets and liabilities of the Club, signed and certified in like manner. Upon the appointment of his successor in office he shall hand over to his successor all books, papers, writings and things held by him in connection with the affairs of the Club.

d) Vice President: The Vice President shall be appointed Chairman if the President is absent or refuses to act, and in his absence or refusal to act the members shall elect a Chairman among their number. He shall mainly be responsible for and in charge of all social events.

e) Auditors: At least one auditor shall be elected at each Annual General Meeting. Such Auditor(s) shall audit the Treasurer's Accounts and make a full report to the Annual General Meeting. No member of the committee shall be eligible for the office of Auditor.

f) Farm Committee: Three Farm Committee members shall be elected at each fourth Annual General Meeting. Any Officer or Committee member or financial member, but not an Auditor, shall be eligible for election. If necessary the number of elected members may be enlarged. Members of the Farm Committee shall hold office for four years, and there shall be no elections during the four-year term of appointment; except in the case of a vacancy caused by resignation, retirement or other cause, in which case an election may be held to fill such vacancy. The Farm Committee (or a majority of them) shall be responsible to the Club Management committee for the running, operation, management and control of all farm properties. The Farm Committee shall report to the Annual General Meeting or Special General Meeting, the state of the farm properties, what activities and projects have been carried out over the past year, and what the programme and estimated costs will be for the coming year.

15) BORROWING

The Committee shall have the power, if authorized by a resolution passed by a two-thirds majority at any Annual or Special General meeting of the Club, to borrow money and secure repayment thereof, or to secure the payment of any money owing by the Club or the satisfaction or performance of any obligation or liability incurred or undertaken by the Club, in such manner as the Club shall by

such resolution as aforesaid determine whether by the issue of debenture or by mortgage or charge or lien upon the whole or any part of the Club's property or assets existing or future. Except as is provided in this Clause, the Club shall not have power to borrow money.

The Committee may purchase, redeem or pay off any such security or securities.

16) CLUB FUNDS

The Club's funds shall be deposited to the credit of the Club in such accounts and such banks or other financial institutions as the Committee may determine from time to time. Such account or accounts shall be operated on for the proper purposes of the Club, and all payments out of such account or accounts must be first authorized by the Committee.

17) ANNUAL GENERAL MEETING

The Annual General Meeting shall be held within the first or second month after the end of the financial year, and the business shall be the consideration of the annual reports and balance sheets, the election of the Committee, Auditors, Officers of the Club and such other business as shall be specified upon the notice convening the meeting. Not less than 14 clear days' notice in writing, of the date, time and place of the Meeting shall be sent to all members at their last known address. Notice in writing of any special business must be given to the Secretary not less than ten days prior to the date of the Meeting. Only financial members shall be entitled to vote or be eligible for any office.

Nominations for the offices of President, Vice President, Secretary and Treasurer of the Committee, Farm Committee (when applicable) and the Auditors shall be made in writing by the proposer with the consent of the nominee and delivered to the Secretary not less than ten days before the date of the Annual General Meeting.

18) SPECIAL GENERAL MEETING

A Special General meeting of members shall be convened by the Secretary when requested by the President or on receiving a requisition in writing signed by not less than ten financial members, stating in detail the purpose of the meeting. Only those members eligible to vote at an Annual general Meeting shall be eligible to vote at a Special General Meeting.

19) QUORUM AND VOTING AT GENERAL MEETINGS

At all General or special meetings twenty members shall form a quorum. Should a quorum not be present then such meeting shall lapse, unless the Chairman shall adjourn the same to a later date, of which notice shall be given not later than 10 days prior to such later date.

Voting at all meetings shall be at the discretion of the President either by a secret ballot or by show of hands. In case of an equality of votes, the President shall have a second, or casting, vote. Any member may vote at any General Meeting by

proxy provided he makes application to the Secretary prior to such meeting for a proxy form, and the proxy be in the Secretary's hands 48 hours prior to the commencement of the meeting. Such a proxy shall only be valid for or in respect of matters shown on the Agenda for the Annual General meeting.

20) GAMBLING, OBJECTIONABLE LANGUAGE, ETC.

No political or religious subject shall be discussed on the Club premises, nor shall any obscene or abusive language or gambling or betting be allowed. Any infringement of this rule may be brought under the notice of the Committee who shall have full power to act in respect thereof.

21) COMMON SEAL

The Common seal of the Club shall be kept in the custody of the Secretary, and shall be affixed to documents only in pursuance of a resolution of the Committee, and in the presence of two members thereof and the Secretary who shall affix their signatures to every document so sealed.

22) REGISTERED OFFICE

The Registered Office of the Club, to which all communications may be addressed shall be situated in the City of Auckland at such place as the Committee may from time to time determine, and notice of the situation of that office and of any change therein shall be given by the Secretary to the Registrar of Incorporated Societies.

23) RESCISSION OF RULES

No rule of the Club shall be altered, added to or rescinded unless passed by a two-thirds majority of the members entitled to vote present and voting thereon at the Annual General Meeting, or at a Special General Meeting.

Notice of intention to move a motion, to alter, add to, or rescind any rule or to make any new rule, shall be delivered in writing to the Secretary at least 21 days prior to the date of such meeting. Such notice shall set forth the motion and shall be signed by the mover and a seconder. Proposed alteration of rules shall be advertised in the notice calling the meeting.

Provided that no addition, alteration, or rescission of the rules shall be made if it affects either the personal pecuniary profit clause 3(b) or the wind-up clause 27.

24) INDEMNITY OF OFFICERS

The Committee doing any act under the powers herein provided, and the officers and/or the Farm Committee of the Club, who may by authority of the Committee or by the Authority of these rules, accept or incur any liability on behalf of the Club, shall be held indemnified by the Club against personal loss in respect of such liability.

25) CANVASSING FOR SUBSCRIPTION

Canvassing for subscription or sale of tickets shall not be permitted on the Club's premises unless by the sanction of the Committee.

26) INTERPRETATION

In these rules words importing the singular number include the plural number, and words importing the plural number include the singular number and words importing the masculine gender include females.

27) WINDING UP

The Club may be dissolved and wound up, if at an Annual General Meeting or Special General Meeting of its members it passes a resolution requiring the Club to be so wound up and such resolution is confirmed by a majority of members present at a subsequent Special General Meeting called for that purpose and held not earlier than 30 days after the date of which the resolution so to be confirmed was passed. On a winding up or on a dissolution by the Registrar, after the discharge of all liabilities and costs the net proceeds of realisation and any accumulation of income therefrom shall be disposed of in such a way as shall have been directed by the Special General Meeting called for the purpose of confirming the resolution to wind up Provided that the Special General Meeting shall direct a mode of disposal which shall in its opinion be the most fitting, having regard to the objects of the Club and it shall not direct the distribution of such proceeds amongst the members of the Club.

Alterations to Rules (4th May 1998 and 10th May 1999)
were registered on 2nd September 1999
by the Assistant Registrar of Incorporated Societies, Auckland
Rules of the Auckland Swiss Club Inc.
1999