

RULES OF

TARANAKI SWISS SOCIAL CLUB INCOPORATED

1. CONSTITUTION AND NAME

- 1.1 The name of ("the Society") is **TARANAKI SWISS SOCIAL CLUB (INCORPORATED)**

2. OBJECTS

- 2.1 The Objects for which the Society is established are to:

- (a) Promote and maintain an interest in Swiss culture, traditions and heritage.
- (b) Promote goodwill, harmony and understanding among the Members of the Swiss Club, the Swiss community in New Zealand and other New Zealanders.
- (c) Arrange social gatherings on suitable occasions.
- (d) Assist Swiss immigrants to learn the New Zealand way of life.
- (e) Make regulations to advance the attainment of any of the above objects.
- (f) Do any act or thing incidental or conducive to the attainment of any of the above objects.

- 2.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

3. POWERS

- 3.1 In addition to its statutory powers, the Society may:

- (a) Use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient, and
- (b) Exercise all the powers a trustee might exercise, and
- (c) Invest in any investment in which a trustee might invest.

4. MEMBERSHIP

- 4.1 The classes of membership and the method by which Members are admitted to different classes are as follows:

- (a) **Individual Member**
An Individual Member is a Member of the Society admitted under Rule 5.0 who has not ceased to be a Member under Rule 7.0.

(b) **Life Member**

A Life Member is a person honoured for meritorious services to the Society after recommendation by the Committee and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of an Individual Member and shall be subject to all the duties of an Individual Member except those of paying subscriptions.

(d) **Honorary Member**

An Honorary Member is a person honoured for active or special interest or services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

4.2 The Secretary shall keep a membership register of Individual Members recording their names and contact details.

4.3 All Members (and Committee members) shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.

5. **ADMISSION OF MEMBERS**

5.1 Applicants for Individual membership shall supply such information as may be required by the Committee.

5.2 Membership applications shall be considered by the Committee who may interview the membership applicant.

5.3 The Committee shall have complete discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision, and that decision shall be final.

6. **SUBSCRIPTIONS**

6.1 The annual subscription for Members shall be set by resolution of a General Meeting.

6.2 Any Member failing to pay the annual subscription within two (2) calendar months of the date the same was set may be considered as unfinancial and may (without being released from the obligation of payment) have no membership rights and may not be entitled to participate in any Society activity until all the arrears are paid, and may (at the discretion of the Committee) be deemed to have ceased to be a Member until all arrears are paid in full. The Society may by resolution passed by two-thirds of the Members present and voting at a General Meeting or Special General Meeting terminate the membership of an unfinancial Member.

7. CESSATION OF MEMBERSHIP

- 7.1 Any Member may resign from the Member's class of membership by written notice to the Secretary, and each such resignation shall take effect from the end of the Society's then current financial year.
- 7.2 The Committee may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member is a convicted person or may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 7.3 After due enquiry and having given the Member the right to be heard, the Committee may by letter invite any Member within a specified time to retire for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Committee may recommend to a General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those present and voting.
- 7.4 A Member whose membership is terminated by resignation, non-payment of membership fees, expulsion or otherwise, shall cease to have any of the rights and privileges attached to membership.
- 7.5 A Member whose membership is terminated under Rules 7.1, 7.2 or 7.3 shall remain liable to pay all subscriptions and levies to the end of the Society's then financial year.

8. RE-ADMISSION OF FORMER MEMBERS

- 8.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, but if the former Member's membership was terminated under either of Rules 7.2 or 7.3 the applicant shall not be readmitted without the approval of a General Meeting.

9. ELECTION OF OFFICERS AND COMMITTEE

- 9.1 The Annual General Meeting shall elect Patrons (optional), President, Vice-President, Secretary and Treasurer (or Secretary/Treasurer), and three (3) other Committee members all of whom (with the exception of any Patrons) shall be the Society's Committee. The Committee should consist of at least seven (7) elected members at any one time.
- 9.2 Written nominations for nominees under Rule 9.1 signed by an Individual Member and accompanied by the written consent of the nominee shall be received by the Secretary not less than fourteen (14) clear days before the date of the Annual General Meeting. The Secretary shall circulate a list of nominees and such information (not exceeding one side of an A4 sheet of paper) as may

be supplied to the Secretary by or on behalf of each nominee in support of the nomination. In the absence of sufficient valid nominations being received (and remaining current at the date of the Annual General Meeting) nominations may be made from the floor at the Annual General Meeting.

- 9.3 Nominees shall be seconded by one (1) Member of the Society.
- 9.4 Two (2) scrutineers from among Members of the Society, who are not candidates for election, shall be appointed.
- 9.5 If the position of any Executive member becomes vacant between Annual General Meetings that vacancy shall be filled by another Member of the Society elected in accordance with 9.2 until the following Annual General Meeting.
- 9.6 In every year, the officers of the Committee shall retire at the Annual General Meeting, but shall be eligible for re-election.

10. MANAGEMENT BY THE COMMITTEE

- 10.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Committee, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.
- 10.2 Subject to these Rules and the resolution of any General Meeting, the Committee may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.
- 10.3 The Committee shall have the power, if authorised by resolution passed by a two-thirds majority at any Annual or Special General Meeting, to borrow money and secure payment thereof, or to secure the payment of any money owing by the Society or the satisfaction or performance of any obligation or liability incurred or undertaken by the Society, in such manner as the Society shall by 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 Society's property or assets existing or future. Except as provided here, the Society shall not have power to borrow money.
- 10.4 The Committee may purchase, redeem or pay off any such security or securities.
- 10.5 The Committee shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the President or Secretary.
- 10.6 All Committee meetings shall be chaired by the President or in the President's absence by the Vice-President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

- 10.7 The Committee may co-opt any Individual Member to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 10.8 The quorum for Committee meetings is seven (7) Members personally present.
- 10.9 Only Committee members elected under Rule 9.1 shall be counted in the quorum and be entitled to vote.
- 10.10 The Committee may appoint subcommittees consisting of such persons as it thinks fit and with or without power to co-opt, but such subcommittees shall have no power to commit the Society to any financial expenditure without express authority by resolution of the Committee.
- 10.11 The Committee and any subcommittee may act by resolution approved by not less than three (3) Members of the Committee or subcommittee in the course of a telephone conference call or through a written ballot.
- 10.12 The Committee may from time to time make regulations for the conduct and control of Society activities.
- 10.13 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these rules, generally oversee and direct the affairs and business of the Society.
- 10.14 Other than as prescribed by statute or these Rules, the Committee may regulate its proceedings as it thinks fit.
- 10.15 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- 10.16 Each officer shall within one (1) calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 10.17 Any Member absenting themselves from three (3) consecutive Committee Meetings without prior apology or leave of absence shall cease to be a Member of the Committee.

11. SECRETARY

- 11.1 The Secretary shall record the minutes of all General Meetings and Committee meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that the meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 11.2 The Secretary shall hold the Society's records, documents, and books.

- 11.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Committee.

12. REGISTERED OFFICE

- 12.1 The Registered Office of the Society shall be at such place as the Committee from time to time determines.

13. FINANCE

- 13.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position report on the Society's financial position to each Committee meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 13.2 The Committee shall maintain bank accounts in the name of the Society for the proper purposes, and all cheques and withdrawal forms shall be signed by any one of the Treasurer, President or Vice-President and countersigned by some other member of the Committee.
- 13.3 All money received on account of the Society shall be banked within seven (7) days of receipt.
- 13.4 All accounts paid or for payment shall be submitted to the Committee for approval of payment. All cheques must be signed by any two (2) Committee Members, being the President, Vice President, Secretary or Treasurer.
- 13.5 The Society's financial year shall commence on 1 January of each year and end on 31 December of the same year.
- 13.6 The Annual General Meeting each year may appoint a reviewer (who is not a Member of the Society) to review the annual accounts of the Society and provide a certificate of correctness of the same, and if any such reviewer is unable to act the Committee shall appoint a replacement reviewer.

14. EXECUTION OF DOCUMENTS

- 14.1 The Common Seal of the Society, if any, shall be retained by the Secretary.
- 14.2 Documents shall be executed for the Society pursuant to a resolution of the Committee:
- (a) By affixing the Common Seal, if any, witnessed by any one of the President, Vice-President or Secretary and countersigned by some other member of the Committee, or

- (b) By any one of the President, Vice-President or Secretary and some other member of the Committee signing on behalf of the Society.

15. GENERAL MEETINGS

- 15.1 The Annual General Meeting shall be held no later than 30 March each year at a time and place fixed by the Committee. Members shall be given no less than fourteen (14) days' notice of the date of such meeting.
- 15.2 Special General Meetings may be called by the Committee, or by written requisition to the Secretary signed by not less than 10% of the financial Individual Members.
- 15.3 At least fourteen (14) days before any General Meeting the Secretary shall provide to all Members notice of the General Meeting and the failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 15.4 General meetings may be attended by all Members of whatever class of membership, but only financial Individual together with Life Members are entitled to vote.
- 15.5 A financial Individual Member shall be entitled to vote by written proxy in favour of another financial Individual Member who is present, but no other proxy voting shall be permitted.
- 15.6 The quorum for General Meetings is twelve (12) Individual Members personally present.
- 15.7 All General Meetings shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Committee member elected for the purpose by the Meeting and any such chairperson shall have a deliberative and casting vote.
- 15.8 Voting at General Meetings shall be at the discretion of the President, either by show of hands or by secret ballot. On any secret ballot each Member shall be entitled to one vote. In case of an equality of votes, the President shall have a casting vote.
- 15.9 The business of the Annual General Meeting shall be:
 - (a) Minutes of the previous General Meeting(s);
 - (b) Annual Report of the President;
 - (c) Statement of Accounts;
 - (d) Appointment of Scrutineers;
 - (e) Election of Officers;
 - (f) Motions of which notice has been given;
 - (g) General business; and
 - (h) Place of next Annual General Meeting.

- 15.10 Any Member wishing to give notice of any motion for consideration at any General Meeting shall provide notice of the same to the Secretary not less than seven (7) clear days before the date of the meeting. The Committee may consider all such notices of motion and provide recommendations to Members in respect thereof.
- 15.11 A General Meeting shall be convened by the Secretary when directed by requisition from any seven (7) members of the Committee.

16. ALTERATION OF RULES

- 16.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a three-fifths majority of those Individual Members present and voting.
- 16.2 Any proposed motion to amend or replace these Rules shall be signed by at least twenty (20) Members and given in writing to the Secretary at least thirty (30) clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 16.3 At least twenty (20) days before the General Meeting at which any such proposal is to be considered the Secretary shall provide written notice of the proposed motion, of the reasons for the proposal, and of any recommendations from the Committee in respect thereof to all Individual Members.
- 16.4 No additions to or alteration of the Rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause.
- 16.5 Any alternations shall be submitted to the Registrar of Incorporated Societies by the Secretary immediately after they have been approved.

17. General

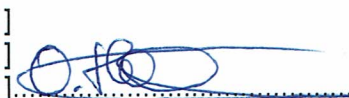
- 17.1 In the event of any question as to the construction or application of any of these Rules, the Committee is hereby empowered to decide the same.
- 17.2 No Member or group of Members shall make any public or press statement purporting to be made by or on behalf of the Society or any section thereof unless the prior authority of the President has been granted.
- 17.3 The Committee may co-opt for the time being any Member of the Society or any other person not a Member who may be in a position to contribute valuable information on a subject under discussion or otherwise assist in the deliberations or affairs of the Committee.

18. WINDING UP

- 18.1 The Society shall be wound up if at a General Meeting of which notice has been given a majority of those Members personally present and voting pass a resolution to this effect and if such resolution is confirmed by a similar majority at a subsequent General Meeting called for that purpose and held not less than thirty (30) days later.
- 18.2 If upon winding up or dissolution of the Society whether voluntarily or by the Registrar of Incorporated Societies or otherwise there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Society but shall be given or transferred to some other Society of Societies within the Dominion of New Zealand and having objects similar to the objects of the Society, such gift to be determined by the Members of the Society at or before the time of dissolution and in default thereof by the High Court of New Zealand.

DATED at Stratford this 8th day of May 2017

For and on behalf of
TARANAKI SWISS SOCIAL
CLUB INCORPORATED

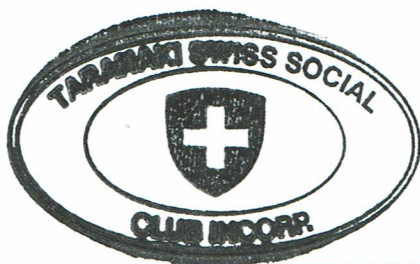
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