

RULES OF REMUERA CLUB INC.



**RULES OF
REMUERA CLUB
(INCORPORATED)**

RULES OF REMUERA CLUB INC.

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RULES OF REMUERA CLUB INC.

1. NAME

The name of the Club shall be Remuera Club (Incorporated), hereinafter referred to as the Club.

2. REGISTERED OFFICE

The registered office of the Club shall be at 27-33 Ohinerau Street Remuera, Auckland 1541 or such other place as the Board of Management shall from time to time appoint.

3. OBJECTS AND INTEPRETATION

a. The objects for which the Club is established are:

- 1) To conduct, administer and maintain a Club for its members and for such persons as are authorised from time to time in accordance with the terms of any charter granted to the Club.
- 2) To provide amenities and cultural activities and promote sports and generally to provide an atmosphere where the members may meet and enjoy companionship with one another.

2)3) Remuera Club (Permanent Charter 12 February 1906) is a non-profit Incorporated Society created to serve its members, not for financial gain. Any profits the Club make are to be re-invested into the Club or community.

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b. The following terms shall have the meaning set out below:

"Accountant" shall mean the independent accountant appointed by the Club being a member of the New Zealand Institute of Chartered Accountants or an in-house accountant directly employed by the Club should the Board so decide.

"Adjourned General Meeting" shall be a meeting in accordance with Rule 20e.

"Affiliated Club" shall mean a member Club of the United CT Organisation or such individual Club approved from time to time at the AGM or Special Meeting.

"Board of Appeal" shall mean the body constituted from time to time by the Board of Management (consisting of such members as determined by the Board of Management) to determine appeals in accordance with Rule 30, and may include all the members of the Board of Management.

"Board of Management" shall mean the body created under Rule 11

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"Chairman of the Finance Committee" shall be a member of the current Board of Management appointed by the Board.

"CPI" shall mean the consumer price index.

"debts" shall (where applicable) mean the monies owing by a member to the Club for services or goods acquired from the Club.

"entrance fee" shall mean the sum set from time to time by the Board of Management pursuant to Rule 8, to be paid upon admission to membership.

"financial member" shall mean a member of the club who has met all the requirements of membership and paid all subscriptions, dues and debts required to the Club.

"General Manager" shall mean the person appointed by the Board of Management to this office under Rule 14

"Judicial Committee" shall mean a committee established by the Board of Management to conduct hearings of offences and breaches pursuant to Rule 29.

"Life Member" shall mean a member elected by the Club to this position in accordance with the provisions of Rule 9.

"Quorum" shall have the meaning (as applicable) ascribed by Rule 22

"subject member" shall mean a member who is alleged to have committed an offence or breach of the Rules

4. MEMBERSHIP

- a. Subject to the provisions of Rule 4b, membership of the Club shall be restricted to persons elected to membership of the Club under these Rules, from persons aged twenty years or older.
- b. No employee of the Club shall be eligible for membership. For the avoidance of doubt, this provision only relates to paid employees and does not include any members with whom the Club may enter into contractual arrangements from time to time.
- c. All financial members shall each be entitled to equal rights and privileges, including the right to:
 - 1) Entry to the Club premises during such hours as may be determined by the Board of Management.
 - 2) The right to hold office in accordance with the Rules of the Club.

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- 3) All Financial Members shall have equal rights.

5. CLASSES OF MEMBERS

The members of the Club shall be admitted to the following classes of membership according to the following criteria:

- 1) Full Club Member;
- 2) Veteran member, being any person who has been a member for not less than 20 continuous years of a Club within the CT United Organisation;
- 3) Honorary Veteran member, being any person who has been a member for not less than 40 continuous years of a Club within the CT United Organisation;
- 4) Life member in accordance with Rule 9; and
- 5) Such additional classes of membership as approved by the Board of Management from time to time according to such criteria as set by the Board of Management.

6. ADMISSION OF MEMBERS

- a. Each candidate for membership shall be nominated in writing by two financial members of the club on the form provided for the purpose. The nomination form shall include the forename, surname, age, residential address and occupation of the candidate and an undertaking signed by the candidate that they will abide by the Rules of the Club. The candidate shall deposit, at the time of nomination, such sum as may be directed by the Board of Management. The names of candidates shall be posted on the Club's notice board for fourteen (14) clear days prior to election.
- b. After the fourteen (14) day period has passed, the Board of Management shall then consider the application, any objection(s) lodged during the period of posting, and any other matters the Board of Management considers relevant, and then resolve whether to accept the candidate for membership. If the candidate is accepted for membership, the Board of Management shall set such conditions for admission as it shall determine, including the payment of the entrance fee.

7. TERMINATION OF MEMBERSHIP

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- a. A member's membership can be terminated in accordance with the provisions of clauses 7b, 7c, and 7d.
- b. By Resignation. Members may resign their membership by letter addressed to the General Manager of the Club to that effect and upon acceptance of the resignation by the Board of Management and the payment of all subscriptions and any outstanding dues or debts at the date of such letter of resignation their membership will be terminated.
- c. By Board of Management following arrears of subscriptions, debts or dues. The Board of Management may terminate the membership of any member in accordance with Rule 10.
- d. By Expulsion. The Board of Management or the Board of Appeal may expel any member who is found to have committed an offence under Rule 29, and their membership shall terminate upon the resolution to expel being passed.

8. SUBSCRIPTIONS

- a. All subscriptions shall be paid yearly in advance. The annual subscription shall be such sum as shall from time to time is determined by the Board of Management in respect of the particular class of member, provided that Life Members shall be exempt from payment of subscriptions.
- b. The subscription year of the Club shall commence on the first (1st) day of July in each year and subscription shall become payable on that date.
- c. The entrance fee for each new member shall be such sum as determined by the Board of Management from time to time.
- d. The Board of Management shall have the power to suspend the entrance fee and then reinstate it at any time.

9. LIFE MEMBERS

The Club in general meeting, upon recommendation by the Board of Management, may confer a life membership on any member who has been a continuous member of the Club for at least 20 years and who in the opinion of the Board of Management has rendered outstanding service to the Club during such membership. Life Members may only be approved by a majority of two thirds vote at a general meeting of the Club.

10. ARREARS

Any member whose subscription, debts or dues are in arrears for one month after having been sent a final notice by the Club requiring payment may have his/her membership terminated by the Board of Management.

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11. THE BOARD OF MANAGEMENT

- a. The management of the Club shall be vested in a Board of Management consisting of:
 - 1) The President
 - 2) Two Vice Presidents
 - 3) Four general Board of Management members

- b. The Board of Management shall be elected in the following manner:
 - 1) Nominations for the President, Vice Presidents, and other Board of Management members shall be made in writing on a form provided for the purpose and shall be deposited with the General Manager at least twenty one (21) clear days prior to the Annual General Meeting. The nominee and his (or her) proposer and seconder shall, at the date of nomination, be financial members of the Club. If any party to the nomination is not a financial member then the nomination shall be void.
 - 2) Financial members shall vote for individual candidates up to the number of Board Members to be elected i.e. Members need not vote for the full number of vacancies.
 - 3) The four highest polling candidates for the general Board of Management offices will be elected.
 - 4) The election shall be by postal ballot as currently set out on Voting Paper and the result announced at the Annual General Meeting.
 - 5) The term of office for the President, Vice-Presidents and Board members shall be until the next Annual General Meeting.
 - 6) If a vacancy in any office (including one or more of the general Board of Management members office) shall arise, then the vacancy may be filled by the Board of Management.
 - 7) The Board has the right to establish (and co-opt or appoint any member to) any sub committee(s). Any sub committee shall include at least one Board member, the President and the Vice-Presidents. Any recommendations of any subcommittee will be referred to the Board for approval before implementation.

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- 8) Any member elected or appointed by the Board of Management to any office after the date of the annual election shall hold office only until the next Annual General Meeting.
- 9) The President, Vice-Presidents and general Board of Management members shall be eligible for re-election.
- 10) Every candidate for the office of President must have served as a Board Member for at least two (2) preceding consecutive terms in office by the Annual General Meeting.
- 11) Every candidate for the office of Vice President must have served as a Board of Management member for at least one (1) term in office by the Annual General Meeting.
- 12) Every candidate for the office of Board of Management member must have been a member of the Club for at least two (2) years prior to nomination for office.
- 13) A member of the Board of Management shall ipso facto vacate his/her office upon:
 - a) Notice in writing from the Board of Management if the member is absent from (3) consecutive meetings of the Board of Management (without leave of the Board of Management) and the Board of Management has passed a resolution accordingly, or
 - b) Notice in writing to the Board of Management resigning his/her office
- 12) Honoraria: In recognition of the time, personal cost, effort and commitment required from the Members of the Board of Management, the following Honoraria shall be paid:
 - a) The President, Each Vice President and each Board Member shall receive an Honorarium calculated annually being an adjustment sum of that year's Honorarium to reflect the change in the CPI that year;All or any of the honorarium payments may be altered at any Annual General Meeting having first been included in the notice of items of business to be brought before the meeting. All payments shall be made quarterly and have the prescribed rate of tax deducted there from.

12. PRESIDENT AND VICE PRESIDENTS

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- a. The President shall preside at all meetings of the Club and the Board of Management. In his/her absence a Vice President shall preside. Should the President and the Vice Presidents be unable or unwilling to be chairman of the relevant meeting, then the Board of Management shall appoint any member to preside at a meeting of the Club and a Board member to preside at a meeting of the Board of Management. In any other case the meeting shall elect a chairman. The chairman of any meeting shall have a deliberative and a casting vote.
- b. The President or a Vice President shall be ex-officio members of all sub committees, save for the Judicial Committee.

13. AUDITOR

An auditor, who shall be a member of the New Zealand Institute of Chartered Accountants, will be appointed by the members annually. He/she shall not hold any other office in the Club. He / She shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion. The audit fees shall be determined by the Board of Management.

14. GENERAL MANAGER

The Board of Management may appoint a General Manager who shall be responsible to the Board of Management (through the President) for the day to day management of the Club, the engagement and dismissal of such employees as may be required to provide for the adequate and efficient maintenance of the operations, assets and control of the Club and such other duties as are conducive to his/her office. The salary and remuneration of the General Manager shall be determined by the Board of Management. His duties will include attend to the accounting and clerical duties of the Club, to take minutes of the meetings of the Board of Management and General Meetings.

15. PATRON AND VICE PATRON

- a. A Patron and Vice Patron shall be nominated by the Board of Management and elected each annual general meeting.
- b. Any Patron or Vice Patron elected and not a Member of the Club shall automatically become an Honorary Member and shall be deemed to be subject in all respects to the rules and entitled to all the privileges of membership of the Club.

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16. ANNUAL GENERAL MEETINGS

All endeavours shall be made to hold the Annual General Meeting of the Club by 30 September but no later than the 31 October in each year at such time and place as shall be fixed by the Board of Management. At least fourteen (14) days notice of such Annual General Meeting stating the nature of the business to be brought before the meeting shall be given by notice posted on the Club notice board and a copy of such notice shall be posted to each member fourteen (14) clear days prior to the date of the meeting.

17. SPECIAL GENERAL MEETINGS

The Board of Management whenever it thinks fit or upon a requisition in writing signed by at least ten per cent (10%) of the financial members shall convene a Special General Meeting. Any such requisition shall specify the objects of the meetings requisitioned and shall be signed by the members making same and shall be deposited with the General Manager. The Board of Management must thence convene the Special General Meeting for the purpose specified in the requisition for this purpose only. Fourteen (14) clear days notice specifying the place, the day and the hour of such Special General Meeting and the purpose for which it is held shall be given by notice posted on the Club notice board and a copy of such notice shall be posted to each financial member fourteen (14) clear days prior to the date of the meeting.

18. BOARD OF MANAGEMENT MEETINGS

- a. The Board of Management shall meet regularly and at least once in each calendar month at a time and place to be determined by the Board of Management.
- b. Any two (2) Members of the Board of Management may call a special meeting of the Board of Management at any time by giving written notice to the General Manager not less than 48 hours before the time appointed for the holding of such meeting.
- c. At any special meeting the Board of Management shall have power to deal only with the business specified in the written notice calling for the special meeting or any other business which, in the opinion of the majority of members present arises directly there from.

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19. CONDUCT OF BOARD OF MANAGEMENT MEETINGS

The normal rule of debate shall be followed, each member speaking only to each motion or amendment except the mover who may reply. The mover of any resolution or substantial amendment shall be allowed five (5) minutes in which to introduce his proposition and ten (10) minutes for reply, or vice versa, any other speaker will be allowed five (5) minutes. The chairman shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any subject is desired, any member may move that the meeting be put into committee with such motion decided by a show of hands. In committee no member shall speak for more than five (5) minutes at a time. When in committee any member may move that the ordinary meeting shall be resumed, and such motion shall be immediately put and decided by a show of hands.

Proper minutes shall be kept to record all Monthly and Special Meetings of the Board of Management. Such minutes shall be made available to any financial Member upon request once they have been confirmed by the Board of Management.

20. CONDUCT OF GENERAL MEETINGS

- a. At the Annual General Meeting the first business shall be the discussion and adoption of the Annual Report & Financial Statements. The adoption of the Financial Statements having been moved and seconded, any member may without notice ask any question relative to the Report or Financial Statements.
- b. Any member intending to move a resolution bearing upon the management of the Club during the past financial year or regarding any other matter must give notice of his motion by handing same to the General Manager twenty one (21) clear days before the meeting and such notice of motion shall be forwarded to each member with the notice of the meeting.
- c. The normal rule of debate shall be followed, each member speaking only to each motion or amendment except the mover who may reply. The mover of a resolution or substantial amendment shall be allowed five (5) minutes in which to introduce his proposition and ten (10) minutes for reply, or vice versa, any other speaker will be allowed five (5) minutes. The chairman shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any subject is desired, any member may move that the meeting be put into committee with such motion decided by a show of hands. In committee, no member shall

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- speaking for more than five (5) minutes at a time. When in committee any member may move that the ordinary meeting shall be resumed, and such motion shall be immediately put and decided by a show of hands.
- d. Any General Meeting may be adjourned to any time not exceeding fourteen (14) days thereafter.
 - e. In the event of there being no quorum within half an hour after the time fixed for a General Meeting, the meeting shall stand adjourned for not more than fourteen (14) days, and the new date shall either be fixed by Board of Management at the General Meeting or shall be fixed by the Board of Management who shall give at least five (5) days notice of the meeting by notice on the notice board and posted out to members. The number of members attending the adjourned General Meeting shall constitute the quorum.
 - f. Financial Members of the Club only are eligible to attend this meeting.

21. VOTING

At any General Meeting of members every financial member shall be entitled to be present and, to exercise one vote and no more upon every question, provided however that in the cases of equality of votes the chairman of the meeting shall have a deliberative and casting vote. At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a majority of the members present and voting, request a ballot in which event voting shall be by ballot.

22. QUORUM

The quorum for:

- 1) a meeting of the Board of management shall be not less than four (4) of its members.
- 2) a General Meeting of the Club shall be sixty (60) of the members or the number of members attending in the event of an adjourned General Meeting.

23. ACCOUNTS

- a. The Board of Management shall cause to be kept true accounts:
 - 1) Of all sums of money received and paid by the Club and the matters in respect of such receipts and payments.

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- 2) Of all assets and liabilities of the Club including any charges and securities of any description affecting any property of the Club.
- b. The financial year of the Club shall begin on the first day of July in each year and shall expire on the 30th day of June in each year.
- c. The financial accounts shall be kept at the office of the Club or other such place as the Board of Management may determine. All moneys received shall be forthwith paid into a bank approved by the Board of Management after being entered in the books of the Club as having been received.
- d. Payment of all monies on behalf of the Club shall be made by cheques signed by the General Manager or the Accountant jointly with the President, a Vice President or a Board Member.
- e. At every Annual General Meeting of the Club the Chairman on behalf of the Board of Management shall present the Financial Statements. Every such statement shall be accompanied by a report from the President and General Manager as to the state of the Club.
- f. The Club shall make returns required by Section 23 of the Incorporated Societies Act, 1908 or by such other statutory provision for the time being in force and shall comply with all the requirements of such Statute and other Regulations there under.
- g. The Club on behalf of the Board of Management shall take out Professional Liability Insurance covering Board Members and persons authorised to act their behalf on such terms as determined by the Board of Management.

24. SEAL

The Club shall have a Common Seal which shall be kept in the custody and the control of the General Manager for the time being or the Club solicitor and the documents to be executed by the Club of whatsoever nature shall be executed following a resolution of the Board of Management by the affixing of the Common Seal in the presence of three members of the Board of Management whose names shall be identified and pursuant to the following attestation clause;

“The Common Seal of Remuera Club (Incorporated) was hereunto affixed in the presence of three members of the Board of Management.”

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25. GENERAL POWERS

- a. The Board of Management shall have power;
 - 1) to take on lease, hire or otherwise acquire any real or personal property or rights or privileges or enter into any commitment up to a limit of \$100,000 which it (the Board of Management) may consider necessary or convenient for the purpose of furthering the objects of the Club.
 - 2) to invest any moneys not required for immediate use in fixed term bank deposits as may be deemed advisable, with the power from time to time to vary investments for others of a like nature provided such investments are made with a registered trading bank under section 69 of the Reserve Bank of New Zealand Act 1989 with a minimum Standard and Poors rating of B+. To lease or hire or enjoy the benefit of any property presently occupied, whether real or personal of any kind or nature whatsoever, which may be conveniently used in connection with the objects of the Club.
 - 3) to make Regulations and By-Laws for the conduct of the Club and the discipline required of members.
 - 4) to do all such things as in the opinion of the Board of Management may be incidental to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- b. Board of Management Interest: A Board Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club shall declare the nature of his interest in a meeting of the Board of Management. Such Board Member may not vote in respect of any such contract or arrangement on a proposal whatsoever in which he has directly or indirectly a material interest. A Board of Management Member may however be counted in the quorum of any meeting convened to consider the matter provided he has first declared his interest in accordance with this clause.

26. BORROWING POWERS

- a. The Board of Management shall have the power to borrow or raise or give security for money up to a limit of \$100,000 in any financial year by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club by mortgage or charge upon all or any part of the property of the Club or without

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security and upon terms as to priority or otherwise as the Board of Management shall think fit.

- b. The Club shall have the power to borrow or raise or give security for money for any sum, provided that the same is approved at an Annual General or Special General Meeting of the Club.

27. CLUB HOURS

The Board of Management shall, at its discretion, set the hours (and vary the hours) upon which the Club's premises will be open to financial members.

28. VISITORS

- a. Subject to the provisions of Rule 28b, any financial member may invite any person as a visitor to the Club. All visitors shall sign the Visitors Book provided by the Board of Management and enter their name and address therein on each such occasion. The member accompanying a visitor shall also sign the Visitors book and will at all times be responsible for the conduct of the visitor. No such visitors shall be sold or supplied liquor on the Club premises unless the visitor is present on the invitation of a financial member and is in the company of a financial member and the liquor is supplied for consumption on the premises. Any one person is only allowed three visits per annum before they would have to apply for Membership.
- b. The Board of Management may determine that any person, (whether or not a member of an affiliated Club) shall not be admitted to the Club's premises as a visitor, or may determine that their visits to the Club's facilities may be limited.
- c. Members of an affiliated club may be sold or supplied liquor on the Club's premises provided they have on admission to the premises produced sufficient evidence to an officer of the Club or member of its staff that they are members of an affiliated club. Affiliated Club visitors shall sign the Visitors Book provided by the Board of Management for the purpose and shall enter their names and the name of their own club therein.

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29. OFFENCES AND HEARINGS

- a. The following shall be constitute an offence or breach of the Rules by members:
 - 1) A conviction in any Court of an indictable offence;
 - 2) The imposition of a prohibition order against the member;
 - 3) Any action or behaviour by a member, whether within the Club's premises or not, that in the opinion of the Board of Management, is likely to prejudice the Club's charter, or the good name or reputation of the Club;
 - 4) Any action of any member which constitutes the removal of any Club property from the premises without the consent of the Board of Management or the wilfully breaking, damaging any property of the Club;
 - 5) Any breach of the Regulations and By-laws, that is noted as constituting an offence or breach of the Rules, and
 - 6) Intoxication, the use of obscene language or disorderly conduct, when the member has previously been cautioned (in any manner) by any staff member of the Club or a member of the Board of Management.
- b. Any member who has been convicted of an indictable offence may by resolution of the Judicial Committee be suspended or expelled forthwith from the Club, but can be readmitted after a period of 12 months provided that a sixty per cent (60%) majority of the Board of Management vote in favour of such re-admission.
- c. Consideration of all offences or disciplinary actions that do not ipso facto terminate membership shall be conducted by a Judicial Committee appointed by the Board of Management. The Judicial Committee shall consist of not less than two nor more than three persons, at least one of whom shall be a Board of Management member and the other(s) who may be either Board of Management or ordinary members of the Club or suitable independent persons selected for their particular knowledge or expertise. A Board of Management member shall be chairman and shall have a deliberative and casting vote.

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- d. The Judicial Committee shall give written notice to the subject member as to the full particulars of the complaint made and/or the offence or breach alleged, and set the time and place for the hearing not less than fourteen (14) days after giving the said notice.
- e. The Board of Management may appoint any member of the Club to enquire into the complaint or offence or breach alleged and such person may present a report to the Judicial Committee and/or appear before it and also arrange for evidence to be presented to it. Any written report shall be copied to the subject member at the time it is presented to the Judicial Committee
- f. The subject member shall be entitled to legal representation or to have present a person to give support and assistance and may call such evidence as the Judicial Committee considers is relevant to the hearing and the member's defence or in mitigation in respect of sentencing of the member.
- g. The Judicial Committee shall determine the procedure it wishes to adopt in considering the complaint, or offence or breach alleged, and following such procedure, will determine whether there has been an offence or breach of these Rules.
- h. If the Judicial Committee, shall determine that there has been an offence or breach committed by the subject member, it shall have the power to expel, suspend, censure or to impose a fine (such fine not to exceed five times the annual subscription) or impose a combination of these penalties, on such terms as it considers appropriate, on the subject member.
- i. Refer to By-law 34C.

30. BOARD OF APPEAL

- a. Any member who has been fined, suspended, censured, or expelled and who desires to appeal must give notice in writing to the General Manager or Secretary within fourteen (14) days of the date of the Judicial Committee's decision stating the grounds of the appeal.
- b. The Board of Management will upon receipt of a notice of appeal under Rule 30a constitute a Board of Appeal consisting of such members as determined by the Board of Management (including if so determined all the members of the Board of Management) whose duty it shall be to hear and decide the appeal lodged by the member in respect of the decision of the Judicial Committee.
- c. The General Manager or Secretary shall set a date for the hearing by the Board of Appeal of the appeal within fourteen

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(14) days, and the Board of Appeal may review or rehear the matter and determine if the appeal is to be granted or refused or if the decision of the Judicial Committee should be varied. The decision of the Board of Appeal shall be final.

- d. In addition to the power to hear and determine the appeal, the Board of Appeal shall have the same powers as the Judicial Committee.

31. CLAIMS TO CLUB PROPERTY

No expelled or retiring or forfeiting member shall have any claim upon the Board of Management or the Club either collectively or individually or to any property of the Club.

32. DISPUTES

Every dispute between a member (or persons claiming through a member under these rules) and the Club or an officer of the Club shall be decided by the Board of Management and the decision of the Board of Management shall be binding and conclusive on all parties without appeal.

33. BY-LAWS

- a. The members in General Meetings or the Board of Management shall have power to make Regulations and By-Laws dealing with all matters within the jurisdiction of the Club and management and not provided for in these Rules.
- b. Such Regulations or By-Laws shall not be inconsistent with or repugnant to the provisions of the Incorporated Societies Act, 1908 and its amendments or the Sale of Liquor Act 1989 and its amendments.
- c. By-Law: Interim withdrawal of certain membership privileges. Whenever, in the opinion of the board, the conduct of a member is unacceptable and detrimental to the Club, it may by written notice advise the member that membership privileges are withdrawn for a period of either:
 - (a) not exceeding 3 months or
 - (b) If there is to be a Judicial Committee Hearing into the members conduct then until the judicial committee conducts such a hearing.

34. INTERPRETATION

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If there should be any issue as to the interpretation of these Rules, it shall be referred to the Board of Management, whose decision shall be final and binding.

35. REVISION OF RULES

These Rules may be revised or amended by a resolution passed by a majority of seventy-five percentage (75%) of the members for the time being entitled to be present and to vote at any Annual, Special or General Meeting of which notice specifying the intention to propose the new Rule(s) has been duly given according to the Rules.

36. DISSOLUTION

The Club may be voluntarily dissolved as provided by Section 24 of the Incorporated Societies Act 1908, and its amendments, and all moneys or assets left after due settlement of all just debts and completion of the affairs of the Club shall be handed over to a suitable charitable institution (including a suitable charitable trust) to be determined upon at a General Meeting of the Club.

37. GENERAL

- a. No member shall give any gratuity to any employee of the Club.
- b. No raffle shall be allowed on the Club's premises or goods exhibited for the purpose except with the authority of the Board of Management.
- c. No unlicensed or unlawful gambling or gaming shall be permitted in the Club.
- d. No petition, except for the purpose of convening a Special General Meeting as provided for in Rule 17 shall be allowed to circulate or signatures sought on the premises of the Club without the authority of the Board of Management.
- e. No business cards or notices shall be posted or hung on the premises without the authority of the Board of Management, nor shall any member give the address of the Club in an advertisement or conduct any business in the Club or use the Club address for business purposes without the authority of the Board of Management.
- f. Members shall at all times render every assistance to the officers and staff of the Club to maintain order and to prevent infringement of the Rules, Regulations or By-Laws or the terms of any charter which may from time to time be granted.

RULES OF REMUERA CLUB INC.

- g. The Rules, Regulations and By-Laws shall apply equally to each and every member of the Club.
- h. All matters provided for in these Rules shall, at all times, be dealt with in accordance with the following guiding principles.
 - (i) That it be accepted that the Club is established primarily for the benefit and convenience of its members.
 - (ii) That the admission of non-members should at all times be subordinated to the comfort, well-being and satisfaction of the Club's members.
 - (iii) That the admission of visitors should always be regarded as a privilege of the members, granted to enable them to dispense periodic hospitality to their casual guests.
 - (iv) That at all times the provision of the Club's charter as laid down by the Liquor Licensing Authority is to be maintained and upheld.

38. INDEMNITY

Indemnity only to persons acting and authorised on the Club's behalf and every servant or agent of the Club shall be indemnified by the Club against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or on which he is acquitted or on which relief is granted to him by the Court.

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MEMBERS CERTIFICATE

We hereby certify that the foregoing Rules have been approved, passed and confirmed at General Meeting of Remuera Club (Incorporated), held on this third day of October, 2007:

Signed: _____ Position Held: _____

Name: _____ Date: _____

Signed: _____ Position Held: _____

Name: _____ Date: _____

Signed: _____ Position Held: _____

Name: _____ Date: _____