

Constitution and Rules of the

CANTERBURY MUSTANG OWNERS CLUB INCORPORATED

as of 7th June 2026

1. INTERPRETATION

- 1.1 The name of the Club shall be "Canterbury Mustang Owners Club Incorporated".
- 1.2 The "Act" means the Incorporated Societies Act 2022, its regulations and any subsequent amendments.
- 1.3 "Club" means the Canterbury Mustang Owners Club Incorporated.
- 1.4 The "Committee" shall comprise the Executive Officers as defined in rule 1.5, Other Committee members as defined in rule 1.10, and any other Club members co-opted or appointed to the Committee in accordance with rule 7.3.
- 1.5 "Executive Officer" shall mean the positions of President, Vice-president, Club Captain, Secretary and Treasurer.
- 1.6 "Financial Member" means a member of the Club who is not in arrears with any subscriptions or other monies payable to the Club (if any).
- 1.7 "General Meeting" means any Annual or Special General Meeting of the Club.
- 1.8 "Notice" or "Notices" means any notice required to be given to Club members. Notices shall be deemed to have been properly given if posted to the last known address/email of such member as recorded in the Club register. Notices delivered by post are deemed to have been delivered on the same day it was sent. If a member or Committee member does not receive Notice of a General Meeting or Committee meeting for reasons outside of the Committee's control or because of the member's or Committee member's failure to update the Committee with their contact details, then the failure to give notice to the member or Committee member will not invalidate the General Meeting or Committee meeting.
- 1.9 An "Officer" or "Officers" means the persons on the Committee for the time being and any other natural persons who are an officer in accordance with section 5(a)(ii) of the Act, being a natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.
- 1.10 "Other Committee Members" means the members of the Committee who appointed under rule 7.3.
- 1.11 "Registered Office" means the registered office of the Club which shall be the address of the current President or at such other place as may be determined by the Committee from time to time.
- 1.12 "Voting Member" means all Full Members and their partner per clause 4.3(a), and Life Members who are also Financial Members and who have the right to vote and be counted as part of the quorum for General Meetings.

1.13 “**Working Days**” means any day excluding Saturdays, Sundays, and statutory holidays in New Zealand.

1.14 In these rules, unless inconsistent with the context, words importing the plural number include the singular number, and words importing the masculine gender include the female gender.

2. OBJECTS OF THE CLUB

2.1 The Club’s objects are:

- (a) To promote interest in Mustang vehicles, from 1964 ½ to the present:
- (b) To arrange social functions for the purpose of promoting any of the objects of the Club and to encourage the interaction and enjoyment of members:
- (c) To promote and encourage the efficient maintenance and restoration of member’s vehicles:
- (d) To promote The Canterbury Mustang Owners Club to the wider public as a responsible member of our local communities; and
- (e) The funds of The Canterbury Mustang Owners Club are to be utilised for the benefit of CMOC and its objects.

3. POWERS

3.1 Subject to clause 14, the Club has full capacity, powers and privileges, as set out in section 18 of the Act, including but not limited to the following:

- (a) The Club may for any of the objects in rule 2, borrow or raise funds and for the purpose of securing the repayment thereof may charge all or any of its real or personal property and provided that any money borrowed is in accordance with rule 9.5.
- (b) The Club may invest and deal with the funds of the club upon such securities or in such manner and upon such terms and conditions as the Club may deem fit
- (c) The Club may join or affiliate as a member of any incorporated Club provided that the Club has as one of its objects the advancement, promotion or protection of the interests of automotive enthusiasts.
- (d) The Club may take any gifts or property whether subject to any special trusts or not for any one or more of the objects of the Club.
- (e) The Club may accumulate capital by means of subscriptions or otherwise for the purpose of creating a reserve fund to be used solely for the purposes and objects of the Club.
- (f) The Club may spend or invest funds but only for the attainment of the Club’s objects.
- (g) The Club may take on, lease or otherwise acquire for the purposes of the Club, any buildings or lands or other interest in real property and to sell, lease or, otherwise dispose of or grant rights over any real property belonging to the Club and to purchase or otherwise acquire, erect, maintain, re-construct and

adapt any buildings and other things found necessary or convenient for the purposes and objects of the Club. Any such proposed commitments pursuant to this rule (g) for which the total financial implication for the Club exceeds 50 percent (50%) of the Club's financial assets (at the time such a resolution is drafted) shall require the majority approval of the Club via either the Annual General Meeting (AGM) or Special General Meeting (SGM) convened for that purpose.

4. MEMBERSHIP

- 4.1 Any consenting person who agrees with the objects of the Club can, subject to the Committee's approval, become a Member of the Club by application in writing (including by electronic means).
- 4.2 All applications for membership must be accompanied by the subscription fee and any entrance fee in force for the time being per rules 6.1 or 6.4 respectively.
- 4.3 The membership of the Club shall consist of the following classes of membership:
 - (a) Full Member - The qualification for Full membership shall be the ownership of a Mustang vehicle. The Full Member and their nominated partner as noted on the application for membership, shall be entitled to one (1) vote each. For the avoidance of doubt, the nominated partner does not have to be a spouse or de facto partner of the Full Member and can include but is not limited to a family member or friend.
 - (b) Associate Member - Persons who are interested in Mustang vehicles, but who do not own a Mustang, may be admitted as Associate Members. Associate Members shall be accepted at the discretion of the Committee and shall have no voting power and shall not be counted as part of the quorum for General Meetings but may attend General Meetings.
 - (c) Life Member - Life membership can be awarded to Club members who are judged by the Committee to have made a significant contribution to supporting and achieving the objects of the Club. Such an award must have the unanimous support of every current serving Committee member. Life Members are permitted one (1) vote.
- 4.4 In cases where the applicant for membership owns a vehicle based on Mustang, components or a 'special' substantially modified from the original design, the Committee shall decide whether Full or Associate membership is appropriate.
- 4.5 All applications for membership shall be on the form provided, including details about their vehicles, and the signature on such form shall be deemed to be an undertaking by the applicant that they have consented to being a member and agree to be bound by the rules and regulations of the Club for the time being in force.
- 4.6 Applications for membership may be reviewed by the Committee which shall make such enquiries as it thinks fit, regarding applicants and shall have complete discretion as to the acceptance or non-acceptance of applications for membership.
- 4.7 The applicant shall be notified of his or her acceptance as a member or otherwise, and if accepted shall be supplied with a membership lanyard, car stickers, and a copy of the latest Constitution and Rules. If the applicant has not been elected, the Club shall return the subscription fee.

- 4.8 All members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

5. RESIGNATIONS AND EXPULSIONS

- 5.1 All members shall be responsible for adhering to this constitution until they resign, or their membership is terminated.
- 5.2 Any member may resign by delivering notice by email to any Committee member, who shall report the same to the next Committee meeting. Any member that resigns is still liable for paying any outstanding subscription or other fees owed to the Club up until the end of their membership.
- 5.3 Every member whose subscription remains unpaid for two calendar months after it became payable shall ipso facto cease to be a member of the Club. The Committee may reinstate any such member on satisfactory grounds being shown for failure of payment, provided that payment has subsequently been made. Any member reinstated under this rule must be admitted by the process set out in rule 4.1.
- 5.4 Any member whose conduct brings the name of the Club into disrepute may be expelled by a majority vote of the Committee and that member's subscription for the unexpired portion of the current year shall be forfeited.
- 5.5 Any member who has been expelled may request that a special meeting of the Committee be held within two months of expulsion at a place and on a day fixed by the Committee. The member shall be entitled to be present and speak in their own defence or be represented at such a meeting.
- 5.6 If the special meeting of the Committee passes a resolution cancelling the expulsion of such a member, that member shall be restored to membership from the date of the expulsion and that member does not need to reapply for membership.

6. SUBSCRIPTIONS

- 6.1 An annual subscription shall be payable by all Full and Associate Members of the Club except Life Members, the amount of which shall be determined from time to time by the Committee, having regard to the current and future requirements of the Club.
- 6.2 Only Financial Members shall be entitled to any of the privileges or advantages of the Club.
- 6.3 Annual subscriptions shall be due on 1st April of each year. Where a new member joins the club part way through the financial year, they shall be required to pay a pro rata portion of the annual subscription, calculated by multiplying the number of complete calendar months that their membership will run for in the current financial year, by 1/12th of the annual subscription.
- 6.4 The Club may by decision at an SGM or AGM impose an entrance fee on any new application for membership and this entrance fee may be revised from time to time as the Club may think fit.

7. COMMITTEE

- 7.1 The affairs of the Club shall be managed by the Committee.

- 7.2 The Committee shall consist of the President, Vice-president, Secretary, Treasurer, Club Captain, and Other Committee Members, so there is a minimum of twelve (12) and a maximum of fourteen (14) Committee members, all of whom shall be natural persons and Financial Members of the Club.
- 7.3 The Committee has the authority to decide the number of Committee member positions for the year ahead (subject to rule 7.2), which are to be filled by nomination and election at the Annual General Meeting or as otherwise determined. The Committee shall have the power to co-opt further members if they deem it necessary (subject to rule 7.2) and to fill any vacancy on the Committee which may occur during any period between AGMs. The posts of Secretary and Treasurer may be held by a single person if necessary.
- 7.4 The quorum for the transaction of business at Committee meetings shall be two-thirds (2/3) of the total Committee.
- 7.5 The Committee shall meet at such times and places as it thinks fit when convened by the Executive Officers. At least seven (7) days' notice in writing shall be given to each member of the Committee of every meeting of the Committee, although less notice is permitted for an urgent meeting.
- 7.6 The role of chair shall always be taken by the President at meetings of the Committee when he or she is present, and in their absence the role of chair will be taken by the Vice-president, or a chair shall be elected by those present at the meeting.
- 7.7 Each Committee member shall have one (1) vote. The chair / President shall have a casting vote as well as a deliberative vote at all Committee meetings.
- 7.8 Where half (1/2) or more of the Committee Members present at a Committee meeting are not eligible to vote on a matter because they are interested in the matter in accordance with the Act, the remaining Committee members may vote on the matter. Where only one (1) Committee member remains, an SGM of the Club must be called to determine the matter.
- 7.9 The Committee shall have all administrative and other powers necessary for properly carrying out the objects of the Club and in particular shall have the power:
- (a) To appoint such sub-committees as it may deem necessary from time to time to assist in carrying out its duties and to delegate all or any of its powers to such subcommittees.
 - (b) To deal with any matter not provided for in the constitution in such a manner as it thinks fit:
 - (c) To ensure that the Club maintains appropriate and adequate insurance cover for the Club's listed assets, core equipment and public liability for the Club and its Executive Officers; and
 - (d) To take action /make commitments for which the total financial implication for the Club is less than 50 percent (50%) of the Club's financial assets.
- 7.10 A resolution in writing approved and signed by not less than two-thirds (2/3) of the Committee shall be valid and of the same effect as a resolution of the Committee at a duly convened and attended meeting of the Committee and shall accordingly be entered in the minutes.

- 7.11 Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more members of the Committee.
- 7.12 The Committee shall keep minutes of all Committee meetings.
- 7.13 The Committee shall fulfil the Club's responsibilities with regard to compliance with Government Health and Safety legislation and other regulatory requirements, as applicable to the Club's non-profit, voluntary and social status.
- 7.14 In circumstances when the Committee has established a sub-committee with delegated authorities, the Committee shall ensure that such authorities are clearly defined and communicated, and that the Committee applies appropriate governance and supervision of the sub-committee. The Committee will be ultimately responsible for the operation and affairs of the Club.

8. OFFICERS_

- 8.1 The President, Vice-president, Secretary, Treasurer, Club Captain and Other Committee Members shall be elected by ballot at each AGM. All Officers shall hold office until the completion of the next AGM, apart from the incoming President who will assume the position immediately upon election. For the avoidance of doubt, a member of the Committee can continue their appointment, subject to election in accordance with rule 8.

Election of Committee

- 8.2 Nominations for Executive Officers and Other Committee Members shall be called for prior to the AGM.
- 8.3 Nominations must be lodged with the Secretary prior to the AGM. Nominations may also be taken from the floor at said meeting.
- 8.4 All Voting Members are eligible for nomination provided they have been members of the Club for at least one (1) year at the time of nomination.
- 8.5 Prior to election or appointment, every Officer (including every Committee member) must consent in writing to becoming an Officer and certify that they are not disqualified from being elected or appointed under this constitution or section 47(3) of the Act.
- 8.6 If the number of nominations equals the number of positions to be filled, the nominated persons will be automatically elected. If the number of nominations exceeds the number of positions to be filled, a ballot by show of hands may be held, chaired by the President and supervised by the Vice President, Club Captain, Secretary and Treasurer.
- 8.7 The President of the club shall be President/Chair of the Committee and shall be President/Chair of the AGM and any SGM.

Removal from Committee

- 8.8 A member of the Committee including Executive Officers will cease to be a Committee member if he or she:

- (a) Dies:
- (b) retires or resigns as a Committee Member by giving prior Notice of their resignation to the Committee.
- (c) becomes disqualified to be an Officer in accordance with the Act; or
- (d) otherwise becomes disqualified to be a Committee Member of the Club in accordance with this Constitution.

8.9 If a Committee Member is:

- (a) in the opinion of a majority of the other Committee Members, physically or mentally incapable of acting as a Committee Member.
- (b) brings the Club into disrepute; or
- (c) accused or convicted of a criminal offence which, in the opinion of a majority of the other Committee Members, makes their position as a Committee Member undesirable,

then, by resolution of a majority of the other Committee Members, be removed as a Committee Member of the Club immediately (unless the resolution states otherwise). _

9. INCOME APPLICATION

- 9.1 The funds and property of the Club shall be applied solely in furtherance of the objects of the Club.
- 9.2 The financial year of the Club will end on the 31st day of March of each year.
- 9.3 The Committee shall have full authority over the keeping of all accounts, issuing cheques, inspection of books and accounts by members and other matters appertaining to the control of the finances of the Club.
- 9.4 The control and investment of the funds of the Club shall be in the hands of the Committee which shall have the necessary powers for the purpose.
- 9.5 All such financial arrangements shall be made solely by authority of the Committee, however, any decisions to borrow monies shall be by a unanimous decision of the Committee.

10. ANNUAL GENERAL MEETING

- 10.1 The AGM must be called by the Committee and must be held no later than six (6) months after the Club's balance date and no later than fifteen (15) months after the previous AGM.
- 10.2 Not less than seven (7) days' notice shall be given in writing or email to all members of the Club for every General Meeting either Annual or Special. Such notice shall give the date, time and place and the agenda of such meeting.
- 10.3 The quorum for the AGM shall be twenty (20) Voting Members.

- 10.4 At the AGM the Committee must present:
- (a) an annual report on the operations and affairs of the Club during the most recently completed accounting period.
 - (b) the financial statements of the Club for that period.
 - (c) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate); and
 - (d) ballot forms for the election of Executive officers and other Committee members.
- 10.5 Method of voting: All questions submitted to any AGM shall be decided by a simple majority (unless otherwise specified) to be determined by a show of hands of Voting Members.
- 10.6 Every Voting Member of the Club shall be entitled to one vote and in the case of an equality of votes, the Chairman/President shall have a casting vote in addition to their vote as a Voting Member of the Club.
- 10.7 Any Financial Members may individually or collectively submit a remit for consideration by all members of the Club at the forthcoming AGM. Such remits must be submitted at least twenty-eight (28) calendar days prior to the AGM. The Committee must review the remit, conduct a vote to take the remit forward to the AGM, and communicate the remit to all members as part of the AGM papers.
- 10.8 The Committee of the Club have the discretion to decide to receive or reject remits submitted later than twenty-eight (28) calendar days prior, or on the floor at the AGM.
- 11. SPECIAL GENERAL MEETINGS**
- 11.1 The Secretary/Treasurer shall call a SGM of the Club if:
- (a) a resolution of the Committee is passed to that effect.
 - (b) twenty-five percent (25%) or more of all Financial Members request an SGM in writing to the Secretary/Treasurer; or
 - (c) if necessary, in accordance with rule 7.8.
- 11.2 Notice in accordance with rule 10.2 must be given for a SGM and shall be communicated to the last known point of contact of each member and shall state the reason for the SGM.
- 11.3 The business of the SGM of the Club shall normally be conducted by the Voting Members present. Because the geographical remoteness of many Club members may prevent their in-person participation in SGMs, the Committee may, at its discretion, decide to accept postal ballot responses from members.
- 11.4 Method of voting: All questions submitted to any SGM shall be decided by a simple majority (unless otherwise specified) to be determined by a show of hands of Voting Members.

- 11.5 Should a postal ballot be decided in accordance with rule 11.3, ballot papers shall be despatched by the Secretary and returned to the Secretary, who shall deliver them unopened to the Committee. The Committee shall appoint two scrutineers at the SGM to open the postal ballots, examine them and report the result to the SGM.
- 11.6 A majority of three-quarters (3/4) of votes from Voting Members present at the meeting, and three-quarters (3/4) of all postal ballots, are necessary for resolutions which would potentially:
- (a) Alter this Constitution:
 - (b) Alter the Objects of the Club:
 - (c) Dissolve the Club:
 - (d) Remove any Executive Officer or member of the Committee; and/or
 - (e) Affiliate the Club with any other association, club or body.
- 11.7 For all other resolutions, a simple majority of supporting votes from Voting Members present at the meeting, and for all postal ballots, will apply.
- 11.8 Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of all Voting Members will be as valid and effectual as if it had been passed at a General Meeting of the full Club. A resolution in writing cannot be made under rules 13.1, 16, or 17 of this Constitution.

12. INCIDENTAL

- 12.1 One hard copy of any club publication that is produced, shall be circulated free to each Financial Member.
- 12.2 The Committee is responsible for maintaining the sustainable operation of the Club magazine including the appointment of the editor, and financial oversight. Any possible major changes to the publishing of the magazine shall be at the discretion of the Committee.
- 12.3 Trade advertisements in the magazine shall be published at space rates to be determined by the editor and the Committee.

13. ALTERATIONS OF RULES

- 13.1 The Club may amend this Constitution by a resolution passed by a three-quarter (3/4) majority of Voting Members who are present and entitled to vote at a General Meeting.
- 13.2 All amendments must be made in writing.
- 13.3 No addition to, deletion from or alteration of the Club's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this rule shall not be removed from this document and shall be included and implied into any document replacing this document."
- 13.4 The Committee may amend the terms of this Constitution by a unanimous resolution of the Committee if the amendment:

- (a) has no more than a minor effect; or
- (b) corrects errors or makes similar technical alterations,

PROVIDED THAT the Committee provides written Notice of the amendment to every member of the Club, with the Notice stating:

- (c) the text of the amendment; and
- (d) the right of the member to object to the amendment.
- (e) If no member objects within twenty (20) days after the date on which the Notice is sent, the Committee may make the amendment.

13.5 If a member objects to the amendment made under clause 13.4 within twenty (20) Working Days after the date on which the Notice is sent, the Club may not make the amendment under this rule.

13.6 Any changes to the rules agreed in accordance with rules 13.1 and 13.4 will not take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

14. PAYMENTS TO MEMBERS

14.1 No member of the Club or any 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.

14.2 Any payment to a member 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 rule shall not be removed from this document and shall be included and implied into any document replacing this document.

15. INDEMNITY AND INSURANCE

15.1 The Club may, with the authority of the Committee, indemnify and/or obtain insurance for an Officer for:

- (a) liability (other than criminal liability) for a failure to comply with:
 - (i) a duty under section 54 to 61 of the Act (officers' duties); or
 - (ii) any other duty imposed on an officer in their capacity as an officer of the Club; and/or
- (b) costs incurred by the Officer for any claim or proceeding related to a liability under rule 15.1(a).

15.2 The Club may indemnify or obtain insurance for an Officer, member or employee in accordance with the Act.

16. REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION OF CLUB

16.1 If at any time the Club becomes non-operational or it is desirable for the Club to be wound up and cease to operate, a resolution regarding the disposal of surplus assets (if

applicable) must be made under rule 19 of this Constitution and under the power given to the Club in section 215 of the Act. The Club may then request to be removed from the register in accordance with section 176(1)(a) of the Act. A resolution authorising a request for the Club's removal from the register must be made in accordance with rule 16.3. The resolutions described in this rule may be made at the same meeting of the Club.

- 16.2 The Club may be put into liquidation by first resolving to appoint a liquidator in accordance with rule 16.3. A resolution regarding the disposal of surplus assets must then be made in accordance with rule 17.
- 16.3 The Club may resolve to authorise a request for the Club's removal from the register or to appoint a liquidator in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee must give at least seven (7) Working Days' Notice of the General Meeting of all the members at which the resolution is to be considered.
 - (b) the Notice must include the matters required under section 228(4) of the Act; and
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Voting Members present and entitled to vote.

17. SURPLUS ASSETS ON REQUEST FOR REMOVAL FROM REGISTER OR LIQUIDATION

- 17.1 On a Voting Member vote in accordance with rules 16.1 or 16.2, any remaining portion of the Club's funds or the net proceeds arising from the sale of the assets of the Club must be applied, after payments of all liabilities, towards another Mustang Owners club in New Zealand whose purposes align with the Objects of the Club as may be determined by a three-quarter (3/4) majority of the Voting Members in accordance with rule 17.2.
- 17.2 A resolution providing for the disposal of the Club's surplus assets must be made in accordance with the provisions of Part 5 of the Act subject to the following modifications:
- (a) the Committee must give at least seven (7) Working Days' Notice of the General Meeting of all the Members at which the resolution is to be considered.
 - (b) the Notice must include the matters required under section 228(4) of the Act.
 - (c) the resolution must be passed by a three-quarter (3/4) majority of the Financial Members present and entitled to vote; and
 - (d) the resolution must set out which not-for-profit entity or entities the Club's surplus assets will be applied to in accordance with rule 17.1.
- 17.3 To be clear, a resolution under this rule 17 may be made at the same General Meeting as a resolution under rule 16.

18. REGISTER OF MEMBERS

18.1 The Club will keep a register of its members containing the names and addresses, (postal and electronic), telephone numbers and vehicle details and the dates at which they became and ceased to be members.

18.2 If a Member's contact or vehicle details change, that Member shall give the new details to the club secretary and the Secretary shall update the register as soon as practicable. The register shall include the details for members who have ceased to be members within the previous seven (7) years.

19. PRIVACY

19.1 The Club will comply with the requirements of the Privacy Act 2020 or as required by law.

19.2 The Club's constitution requires a register of members to be held by the Club. The Club will ensure that information regarding members is retained in safe storage and is not passed onto other individuals or organisations unless by prior consent of the member concerned.

19.3 Members may seek access to personal information held about them by the Club in accordance with the individual rights under the Privacy Act 2020. Members have the right to ask to have incorrect information corrected or deleted.

19.4 To protect privacy, the Committee may ask members to verify their identity as part of any access or correction of information held.

19.5 Members may be removed from any Club mailing list on request.

20. INTERPRETATION OF CONSTITUTION AND RULES

20.1 If at any time any matters arise which are not provided for in these constitution and rules, in the Act, or in the interpretation of these rules, the same will be determined by the Committee whose decision will be final.

21. CONTACT PERSON/S

21.1 Unless otherwise determined, the Committee will appoint one (1) or up to three (3) members of the Committee as the Club's contact persons by way of a majority resolution. All contact persons must be at least 18 years of age and ordinarily resident in New Zealand. The Club must give notice to the Registrar of Incorporated Societies of any changes to the contact person/s.

SCHEDULE ONE: DISPUTE RESOLUTION PROCEDURES

1. Introduction

- 1.1 Subject to rule 1.2 below, the Dispute Resolution Procedures set out in this Schedule One are intended to apply to disputes between:
 - 1.1.1. Members of the Club.
 - 1.1.2. Officers of the Club; and/or
 - 1.1.3. the Club itself.
- 1.2 The Dispute Resolution Procedures are intended to resolve disputes between the persons or groups of persons in relation to the Club and its activities.
- 1.3 Where a complaint is to be made by or against an employee in their capacity as an employee of the Club, then the complaints procedure set out in the employee's employment agreement must be followed.

2. How a Complaint is Made

- 2.1 A Member or Officer may make a complaint by giving to the Committee a Notice in writing that:
 - 2.1.1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - 2.1.2. sets out the allegation to which the dispute relates and whom the allegation is against. This must be enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.2 The Club may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a Notice in writing that:
 - 2.2.1. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - 2.2.2. sets out the allegation to which the dispute relates. This must be detailed enough to ensure the Member or Officer is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.3 The terms dispute and complaint are to be interpreted in accordance with section 38 of the Act.

3. Investigating and Determining a Dispute

- 3.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this policy, ensure that the dispute is investigated and determined.
- 3.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute ("the Elector") will determine how the dispute will be dealt with. This can include:
 - 3.2.1. appoint an external person to investigate and report; or
 - 3.2.2. with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or
 - 3.2.3. appoint an external person to investigate and make a decision; or
 - 3.2.4. appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

- 3.3.3. Despite rule 3.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:
 - 3.3.3.1. the complaint is trivial; or
 - 3.3.3.2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - 3.3.3.2.1. that a Member or an Officer has engaged in material misconduct.
 - 3.3.3.2.2. that a Member, an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's constitution or the Act; or
 - 3.3.3.2.3. that a Member's rights or interests or a Member's rights or interests generally have been materially damaged; or
 - 3.3.3.3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - 3.3.3.4. the person who makes the complaint has an insignificant interest in the matter; or
 - 3.3.3.5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - 3.3.3.6. there has been an undue delay in making the complaint.
- 3.4. While not binding on the Elector, the Club agrees that the following categories of disputes should be resolved as follows:
 - 3.4.1. where the dispute involves issues of personal animosity or where relationships within the Club have broken down, the dispute should go to mediation.
 - 3.4.2. where the dispute concerns interpretation of the Club's Constitution or the Club's statutory obligations, an independent lawyer should be appointed to investigate and provide a report.
 - 3.4.3. where the dispute concerns matter about the financial operations of the Club, an external person with accounting skills should be appointed to investigate and provide a report; and
 - 3.4.4. where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 3.5. Before making a decision under rule 3.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.
- 3.6. Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint ('the parties'). After reviewing the report, the parties will then meet to discuss whether:
 - 3.6.1. the Club will take any steps in light of the report-writer's findings; and
 - 3.6.2. the parties agree that those steps (if any) will resolve the dispute.
- 3.7. If the Elector initiates the steps under rule 3.2(a) or 3.2(b) and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under rule 3.2.
- 3.8. A person may not act as a decision maker in relation to a complaint if the majority of Officers of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 3.9. An external person appointed under rule 3.2(a) or 3.2(c) may, inter alia:
 - 3.9.1. call for written submissions from all relevant parties.
 - 3.9.2. call for specific evidence from the Club or any relevant party; and/or

- 3.9.3. prepare an interim report and circulate it to the relevant parties for their comments.
- 3.10 In addition to the powers under rule 3.6, an external person appointed under rule 3.2(c) may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 3.11 A decision reached by an external person appointed under 3.2(c) will not be subject to an appeal to or a review by the courts of New Zealand.
- 4. Person Who Makes a Complaint Has a Right to be Heard**
- 4.1 A Member or Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to rule 3.3.
- 4.2 If the Club makes a complaint:
- 4.2.1. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
- 4.2.2. an Officer may exercise the right on behalf of the Club.
- 4.3. Without limiting the manner in which the Member, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if:
- 4.3.1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 4.3.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 4.3.3. an oral hearing (if any) is held before the decision maker; and
- 4.3.4. their written statement or submissions (if any) are considered by the decision maker.
- 5. Person Who is Subject of a Complaint has a Right to be Heard**
- 5.1 Rules 5.2 and 5.3 apply if the complaint involves an allegation that a Member, an Officer, or the Club (the “respondent”):
- 5.1.1. has engaged in misconduct; or
- 5.1.2. has breached, or is likely to breach, a duty under the Club’s Constitution or the Act; or
- 5.1.3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 5.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined. If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- 5.3 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if:
- 5.3.1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- 5.3.2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- 5.3.3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- 5.3.4. an oral hearing (if any) is held before the decision maker; and
- 5.3.5. the respondent’s written statement or submissions (if any) is considered by the decision maker.