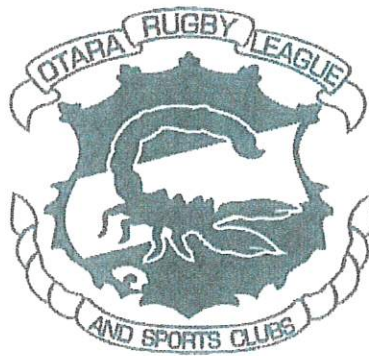





Constitution of the Otara Rugby League and Sports Club Incorporated



Signed  Executive
CLUB CHAIRMAN - WILLIE MAEA

Signed  Executive
Club Treasurer - Dawn Stone

Signed  Executive
JUNIOR CLUB CAPTAIN - SUE JOHNSON


Witnessed 
Emily Kaitiaki Horton-Maree
Secretary
C/O 1 mes
Auckland.

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Interpretation

In these Rules, unless inconsistent with the context, the listed words have the following meanings listed below.

Act means the Incorporated Society Act 1908 (or its subsequent replacement).

Annual General Meeting ("AGM") means the Annual General Meeting of the Society pursuant to Rule 19 of this Constitution.

Audited Accounts means the financial accounts audited by a member of the Chartered Accountants of New Zealand.

ARL means the Auckland Rugby League Incorporated.

Auckland Rugby League means the governing body of the game of Rugby League throughout the greater Auckland area.

Zone means the Counties Manukau Zone of NZRL Incorporated.

Club means Otago Rugby League and Sports Club Incorporated.

Constitution means the Constitution of the Society.

Executive Board means the Governance Board of the Society as constituted in accordance with Rule 10 of this Constitution.

Member(s) means a member of the Society as set out in Rule 5 of this Constitution.

ORL&SC means Otago Rugby League and Sports Club Incorporated.

President means the figurehead of the Society.

Scorpions is the moniker given to the players participating in Rugby League and other sport games/activities for the Otago Rugby League and Sports Club incorporated.

Rugby League means the game of Rugby League Football.

Other Sports means the Sports Club Collective or any other sport or activity.

Society means Otago Rugby League and Sports Club Incorporated.

Special General Meeting ("SGM") means a meeting, other than the AGM, called at any time by the Executive Board in accordance with Rule 20 of this Constitution.

Subscription means the annual fee payable by existing or new Members of the Club in accordance with Rule 6 of this Constitution.

General Manager means the person appointed by the club to undertake delegated duties on behalf of the Executive Board.

Returning Officer means person appointed by the Executive Board to oversee elections.

1. Name and Office

- 1.1 The name of the Society is Otara Rugby League and Sports Club Incorporated.
- 1.2 The Society's registered office is 95R Otara Road, Otara, Auckland 2023, or such other place as from time to time will be determined by the Society's Executive Board.

2. Affiliation

- 2.1 Otara Rugby League and Sports Club Incorporated shall affiliate with and be bound by the rules of ARL and the Counties Manukau Zone of NZRL Incorporated.

3. Objects

- 3.1 The objects of the Club shall be to:
- i) Govern, administer, promote, foster and develop Rugby League and any other sports as determined by the Executive Committee at the grassroots level including children, youth and adults both male and female (i.e. Juniors to Seniors including Masters) in the Otara and neighbouring areas as determined by the ARL.
 - ii) Conduct and oversee any other sporting activities and community events that would be a positive contribution to the community.
 - iii) Provide training facilities, equipment, playing uniforms and any other ancillary needs for all Club members actively involved in Rugby League and other groups directly affiliated to the Club.
 - iv) Provide training facilities, mentoring and support to other groups who use the clubroom and playing fields and who have signed an MOU with ORL&SC.
 - v) Develop and assist players/participants to achieve representative honours and receive recognition by way of honours and awards from the Rugby League community, other sports/organisations and the public at large.
 - vi) Assist with the development, progress and the gaining of the appropriate qualifications and certificates for coaches, managers, referees and support staff, to enhance their chances of higher representative appointments.
 - vii) Assist Club members with the appropriate workshops and courses to enable them to manage the Club's affairs in a professional manner.
 - viii) Encourage healthy lifestyles and physical and mental wellbeing.
 - ix) Encourage self-esteem, virtuous family values and peremptory attitudes to life in general.

- x) Encourage all the Club's members to be the best they can be "on and off the field" by establishing good codes of behaviour.
- xi) Support through Program or Initiatives with other events and/or activities that will benefit the Members and the local community in general.
- xii) Carry out all the above objects by leading the way in the setting of high standards, showing leadership, adopting best business practice and good governance and living within the Club's means. All activities will be conducted in the best interest of the Club to maintain its reputation to the highest level.

4. Powers

4.1 In addition to its statutory powers the Club can:

- i) Make or alter the Rules and regulations in accordance with this constitution.
- ii) May use its funds to carry out and further its objects by employing staff and engaging contractors and consultants.
- iii) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, right or privileges to further or carry out its objects as may seem expedient.
- iv) May invest in any New Zealand or Australian trading bank a term or call investment account.
- v) Borrow or raise money, with or without security, but such borrowing powers shall not be exercised other than by a unanimous decision by the Executive Board.
- vi) Set and pay honorariums to Executive Board members at a rate to be agreed annually.

5. Membership

5.1 Membership shall consist of such persons who are currently members as recognised by the Executive Board.

5.2 Categories of Members and Voting Entitlement

- i. **Full members** are entitled to vote at general meetings of the club.
- ii. **Honorary Club Members** who referee, coach and manage teams and all other personnel attached to those teams in an official capacity as determined by, and at the sole discretion of the Executive Board have voting rights at general meetings of the club.
- iii. **Life Members** are entitled to vote at general meetings of the club.
- iv. **Senior Playing members** (over the age of 18 years) are not entitled to vote at general meetings of the club.

- v. **Junior Playing members** (under the age of 18 years) are not entitled to vote at general meetings of the club.
- vi. **Social members** are not entitled to vote at general meetings of the club.
- vii. **Members of affiliated clubs** who use and benefit from use of the ORL&SC clubroom facilities, who have a Memorandum of Understanding with ORL&SC, are not entitled to vote at general meetings of the club.

5.3 All voting members must be financial if applicable to be eligible to vote.

5.4 Membership Applications

- i) New membership will be at the sole discretion of the Executive Board.
- ii) Applicants must complete an online application form provided by the Secretary and supply all information as may be required by the Club which will be held per adherence with the principles of the Privacy Act.
- iii) Applicants for membership must be eighteen (18) years of age and over, but this does not preclude members under this age from playing Rugby League or other sports being actively involved in some other way.
- iv) Players under the age of eighteen (18) years will require a parent or guardian to complete an online application form for the applicant to play at the Club.
- v) The Executive Board shall have the unfettered discretion whether to admit a membership applicant and shall advise the applicant of its decision but is not required to provide reasons for that decision.
- vi) All Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute.
- vii) Copies of this Constitution shall be provided to any Member on request.

5.5 Register of Members

- i. The Secretary or General Manager must keep a register of members, recording:
 - (a) Each member's name, postal address, email address or both and phone number.
 - (b) The date the person became a member.
- ii. If a member's name, address details or telephone number changes, then the member must give the Secretary the updated information. The Secretary must then update the register as soon as practicable. It is the responsibility of each registered member to inform the Secretary.
- iii. A Committee member may access the register of members, if access is necessary for the performance of the member's functions, or the exercise of the member's powers within the principles of the Privacy Act.

- iv. A member of the Club may make a request to the Secretary for access to the register of members. The Secretary will provide access to the extent that members have consented to access being granted to information about themselves on the register.

6. Annual Membership Subscriptions

- 6.1 Annual membership subscriptions for defined membership categories as outlined in Clause 5.2 will be determined by the Executive Board.
- 6.2 Payment of the annual subscriptions shall be paid to the registered office of the Club by the due date.
- 6.3 Subscriptions may be paid by arrangement with the approval of the Executive Board.
- 6.4 Failure of Members to pay their annual subscriptions (if applicable) could see them disqualified from any tournaments, competitions, and any other Club activities.

7. Cessation of Membership

- 7.1 Any Member may resign by written notice to the Secretary, and each such resignation shall take effect from the end of the Club's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall return to the Club all material produced by the Club, including any membership certificate, handbooks and manuals, etc. if any.
- 7.2 The club may act to terminate a membership if any fees or costs (including membership fees or uniforms not returned) are outstanding at the due date.
- 7.3 The Executive Board may terminate a member's membership if, after a grievance or complaints procedure under Rule 28 has been undertaken, the Executive Board considers that termination is appropriate. The termination takes immediate effect.
- 7.4 A person who ceases to be a member must return to the Club all Club property as soon as possible, and no later than 28 days from when their membership ceased.
- 7.5 The Executive Board may declare that a Member is no longer a Member if that Member either:
- i) Ceases to qualify as a Member.
 - ii) Fails to comply with the rules or any other duties and obligations of a Member.
 - iii) Commits any act or indiscretion which is in breach of these rules.

8. Suspension and Expulsion

- 8.1 The Executive Committee may suspend or expel a Member under Clause 28.
- 8.2 Subject to Rule 28.10 the decision will be conveyed in writing to the Member.
- 8.3 A Member whose membership is terminated under these Rules shall remain liable to pay

all subscriptions and levies to the end of the Club's financial year in which the membership was terminated, and shall return to the Club all material produced by the Club including any membership certificate, handbooks and manuals, etc. if any.

8.4 Termination will be effective immediately.

9. Management vested in the Executive Board

9.1 The management of the Club and the attainment of its objects in accordance with these Rules must be managed by, or under the direction or supervision of, the Executive Board.

9.2 The Executive Board has all the powers necessary for managing and supervising the management of the affairs of the Club including, but not limited to, those described in Rule 9.3.

9.3 The business monies and property of the Club shall be controlled, managed and administered by the Executive Board in such a manner as they may decide but must be adhered to the Rules of this Constitution being, but not limited to:

- i) The objects;
- ii) The powers;
- iii) Pecuniary profit;
- iv) Conflicts of interest;
- v) Banking, accounts and audits;
- vi) All legal requirements.

9.4 Notwithstanding any other provision, the Executive Board shall not expend any money:

- i) For any purposes not recognised by these Rules and by law; or
- ii) For the sole personal or individual benefit of any Member, unless other than by a unanimous decision of the Executive Board.

9.5 Any transactions between the Club and any Member, officer or member of the Executive Board, or any associated person shall be at arms' length and in accordance with prevailing commercial terms on which the Club would deal with third parties not associated with the Club, and other payments made in respect of such transactions shall be limited to:

- i) A fair and reasonable reward for services performed.
- ii) Reimbursement of expenses properly incurred.
- iii) Usual professional, business or trade charges.
- iv) Interest at no more than current commercial rates.

9.6 Any case not provided for in these Rules shall be dealt with and decided by, and at the

sole discretion of, the Executive Board. All resolutions passed at any meeting of the Executive Board shall be conclusive and binding on all Members.

10. The Executive Board

- 10.1 The Executive Board shall consist of seven (7) members elected at an Annual General Meeting and up to three (3) other members who the Executive Board believe have special skills or knowledge that might be beneficial to the club, or who might represent other sports using or sharing space at the complex.
- 10.2 Each term for an elected member is for two (2) years. Executive Board members must step down after his/her 2-year term but shall be eligible for re-election /appointment sat the conclusion of their term expiry.
- 10.3.1 Those members with special skills or knowledge not elected at the AGM shall be appointed at the first Executive Board meeting following the AGM. The term of office shall be by agreement between the Executive Board and the appointee. The Executive Board has the power to fill any vacancies as they arise.
- 10.4 Should a vacancy occur between AGMs, replacements can be appointed to the Executive Board at the sole discretion of the Executive Board. Temporary replacement tenures will expire at the next AGM.
- 10.5 Executive Board Members shall cease to be an Executive Board Member if he or she:
- i) Fails or neglects to attend three consecutive meetings of the Club without leave of absence, unless it appears to the other Executive Board Members at their first meeting after the last of such absences that there is proper reason for such non-attendance; or
 - ii) Becomes of unsound mind, becomes a person in respect of whose affairs an order under the Protection of Personal and Property Right Act 1988 is made, or otherwise becomes unfit or unable to act as a director; or
 - iii) Becomes bankrupt; or
 - iv) Is disqualified under section 39 of the Incorporated Societies Act and the disqualifying factor has not been waived by the Registrar.
 - v) Is removed from the Executive Board by a simple majority of the remainder of the Executive Board Members present at the meeting.
- 10.5.1 An Executive Board Member, who ceases to hold office in accordance with the provision of the above Rule, shall cease to be an Executive Board Member of the Club in all respects.
- 10.5.2 Reinstatement is at the sole discretion of the remaining Executive Board Members of the Executive Board.

11. Election of Executive Board

- 11.1 The Executive Committee will determine the process for any elections in line with relevant clauses of the Constitution.
- 11.2 The Executive Board may at its option appoint a Returning Officer who shall be responsible for administering the election. Any appointee shall then assume the responsibilities of the Executive Board in compliance with the relevant clauses of this constitution.
- 11.3 Nominations for requisite positions will be received from registered voting Members in writing at least seven (7) working days prior to the AGM. The Executive Board will provide official nomination forms. Any nomination must be signed by two (2) financial members who are eligible to vote per Clause 5.2 Any nomination must be signed by the nominee.
- 11.4 Where nominations are in excess of the required number of vacancies, a vote by secret ballot will be conducted at the AGM with the winner being declared on a "first past the post" electoral system.
- 11.5 A Scrutineer/s may be nominated to represent an Executive Board/nominee for the purposes of overseeing the process of a secret ballot.

12. Executive Board Appointments

- 12.1 **President:** At the first meeting following the AGM the Executive Board shall appoint a President who shall not have voting rights and will act as a Figure Head for the club.

Duties of the President

The role of the President is to represent the club at formal and informal occasions, to Chair the Annual General Meeting, to be a conduit between grassroots members and the Executive Board, Stakeholders, Partners and to ensure the Club retains and demonstrates the values on which the Club was founded. In the event of unavailability of the President for any reason, then the Board shall appoint one of its members to undertake the President's role during the period of unavailability.

- 12.2 **Chairperson:** At the first meeting following the AGM the Executive Board shall appoint from their members a Chairperson.
- 12.3 **Deputy Chairperson:** At the first meeting following the AGM the Executive Board shall appoint from their members a Deputy Chairperson.
- 12.4 **Secretary:** At the first meeting following the AGM the Executive Board shall appoint a secretary who can be one of their own (or can be a member outside of the Board) and may be honorary or may be a part-time employee of the club.
- 12.5 **Treasurer:** At the first meeting following the AGM the Executive Board shall appoint a Treasurer from their Members who can be one of their own (or can be a member outside of the Board) and may be honorary or may be a part-time employee of the club.

- 12.6 **Dual Roles:** The Secretary and Treasurer roles may be filled by a single person with the approval of the Executive Board.
- 12.7 **Senior and/or Junior Club Captain(s):** At the first meeting following the AGM the Executive Board shall appoint a Senior and Junior Club Captain who can be one of their own (or can be a member outside of the Board).
- 12.8 **General Manager:** The Executive Board may appoint a General Manager to manage the day to day operations of the club (who may also hold the position of President but may not hold a position as an Executive Board Member).
- 12.9 **Auditors:** The Executive Board will appoint auditors to examine, at any time, the books and accounts as defined in Clause 22 or any other accounts relating to the funds of the Club. The appointer auditor must be a member of the New Zealand Institute of Chartered Accountants.
- 12.10 **Legal Representative:** The Executive Board may appoint a lawyer for legal opinions relating to the Club's business only.

13. Executive Board Meeting Procedures

- 13.1 The Executive Board shall meet to conduct business at such intervals as the Executive Board Members may decide but not less frequently than six (6) times a year.
- 13.2 Meetings may be conducted in person or electronically.
- 13.3 The quorum for conducting the business of the Executive Committee is five (5) Executive Board members, with at least four elected member and one appointed member present.
- 13.4 The Chairperson will call for the meetings no less than seven (7) days prior. The Secretary will notify Executive Board Members by electronic communication or any other medium that is common practice at the time.
- 13.5 Any matter requiring a decision at a meeting of the Executive Board shall be decided by simple majority of the Executive Board present.
- 13.6 A resolution shall be valid and effectual once passed at a meeting of the Executive Board duly held.
- 13.7 The Chairperson holds the casting vote.
- 13.8 Minutes of an Executive Board meeting (whether held in person or electronically) must be recorded and confirmed at the following Executive Board meeting as being an accurate record of the meeting.

14. Ancillary Appointments

- 14.1 The Executive Board may appoint sub-committees and special committees for particular purposes and may adopt the minutes or reports of any such committees.
- 14.2 Members of such committees need not be Executive Board Members.

- 14.3 Patron/s: The Executive Board may appoint a Patron/s at its sole discretion but limited to three (3) persons at any one time.
- 14.4 Honorary/Life Members: The Executive Committee may appoint an Honorary/Life Member at its sole discretion.

15. Liability and Indemnity of Executive Board Members

- 15.1 ***No liability of Executive Board Member, with exceptions:*** No Executive Board Member shall be liable for any loss to the Club not attributable to his or her own dishonesty, or to the wilful commission or omission by him or her of an act known by him or her or proceedings against a co-Executive Board Member for any breach or alleged breach of Club committed by that Member.
- 15.2 ***Indemnity of Executive Committee Members:*** Each Executive Board Member shall be entitled to a full and complete indemnity from the Club for any personal liability which he or she may incur in any way arising from or in connection with his or her acting or purporting to act as a director of the Club, provided that such liability is not attributable to that Member's own dishonesty, or to the wilful commission or omission by him or her of an act known by him or her to be a breach of trust.

16. Conflicts of Interest

- 16.1 Any Executive Board Member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Club is or may be in any way concerned or involved shall disclose the nature and extent of that Executive Board Member's interest to the other Executive Board Members, and shall not take any part whatever in any deliberations of the Executive Board Members concerning any matter in which that Executive Board Member is or may be interested other than an Executive Board Member of the Club.

17. Execution

- 17.1 Any document requiring execution by the Executive Board Members shall be on the authority previously given at a meeting of the Executive Board. Every such documents shall be executed in the presence of and accompanied by the signature of two (2) Executive Board Members and properly witnessed by a witness who shall sign his or her name, address and occupation and shall be sufficient evidence of the authority of the Executive Board Members shall be bound or concerned to see or enquire as to the authority under which any document was executed or in whose presence it was signed.

18. General Meetings

- 18.1 A meeting of the club is either an annual general meeting or a special general meeting.
- 18.2 The Executive Board must determine when and how a general meeting will be held.
- 18.3 The Executive Board may put forward a motion to be voted on at a meeting.
- 18.4 A member may request a motion be voted on at a meeting by giving the Secretary at

- least 28 days' notice before that meeting. The Executive Board must decide whether the club will vote on the motion. However, if the member's motion is signed by at least 10 per cent of members it must be voted on at the meeting chosen by the member.
- 18.5 The Secretary must provide the required information to all members at least seven days before a meeting. Electronic notice is deemed to have been given immediately it is sent. Any other notices are deemed to have been given on the third day following the day it was sent.
- 18.6 For all meetings the Secretary must notify all members of the business to be conducted at the meeting and provide any notice of motion, any information provided by a member in support of the member's motion and the Executive Board's recommendation about the motion.
- 18.7 If the Secretary in good faith has made reasonable efforts to send all members written notice, the meeting and its business will not be invalidated because one or more members do not receive the notice.
- 18.8 To be eligible to vote an individual must have been a financial member for a period of not less than three months prior to the date of the General Meeting.
- 18.9 If the Chair is present at a meeting, the meeting will be chaired by the Chair. If the Chair is absent, the Executive Board shall elect another Board member to chair the meeting.
- 18.10 Any person chairing a general meeting of the club has a casting vote.
- 18.11 A general meeting may only be held if at least 10 per cent of members attend or participate by means of audio, and visual, or electronic communication. This will constitute a quorum.
- 18.12 All resolutions to be successful, must be endorsed by a majority of two thirds of the registered and financial members attending the meeting.
- 18.13 The voting procedure at all general meetings shall be by show of hands except where a secret ballot is requested by a majority of financial and registered Members attending (i.e. 50% plus 1) or as required per Clause 11.4.
- 18.14 There is no provision in this constitution for proxy votes at all meetings.
- 18.15 The Executive Board must ensure that minutes of all general meetings are recorded and at the following general meeting are confirmed as a true and accurate record of that meeting.

19. Annual General Meeting:

- 19.1 The AGM shall be held each year at a locality and at a time decided by the Executive Board, but no later than three (3) months after the end of the current financial year.
- 19.2 The business of the annual general meeting must include:
- a. Receiving the minutes of the club's previous general meeting(s)
 - b. Presentation of the annual report to the end of the previous financial year

- c. Presentation of the audited financial statements of the club for this same period
 - d. Election of committee members as defined in Rule 11.
 - e. Motions to be considered
 - f. Advice from the Executive Board on appointment of Life Members as defined in Rule 5.
- 19.3 For an annual general meeting, the Secretary must provide an annual report on the affairs of the club on the preceding financial year and the financial statements for the same period.
- 19.4 For any meeting at which a member or members will be elected to the Executive Board, the Secretary must provide a list of nominees and the information about them that has been provided.

20. Special General Meeting

- 20.1 An SGM may be called at any time by Resolution of the Executive Board, which states the date and place for holding the SGM; or
- 20.2 Any eight (8) Members requesting the Executive Board in writing that a SGM be held, a date and at a place to be determined by the Executive Board.

21. Banking

- 21.1 The Executive Board shall keep an account or accounts at such bank or banks as the Executive Committee Members may decide. Cheques or electronic withdrawals and payment authorities shall be signed or endorsed by such person or persons (including at least two Executive Board Members) as the Executive Board Members may decide.

22. Accounts and Audit

- 22.1 The financial year shall be from 1st October to 30th September each year.
- 22.2 The Executive Board Members shall ensure correct accounting records are kept that record and explain the transactions and affairs of the Club and that will, at all times, enable the true state of finances of the Club to be ascertained with reasonable accuracy.
- 22.4 The Audited Accounts should be presented to the Members at the AGM or, if not, at an SGM within ninety (90) days following the AGM.

23. Notices

- 23.1 Notice to Members may be sent by newsletter, general circular, electronic communication (including email and facsimile) or any other medium that is common practice at the time, to their contact details shown on the Register of Members.
- 23.1.1 Electronic notice is deemed to have been given immediately once it is sent. Any other notices are deemed to have been given on the third business day following the day it was sent.

24. Pecuniary Gain

24.1 No private pecuniary profit may be made by any person from the Club, except that:

- i) Any Executive Board Member may receive full reimbursement for all expenses properly incurred by him or her in connection with any of the affairs of the Club.
- ii) The Club may pay reasonable remuneration to any officer or servant of the Club (whether an Executive Board Member or not) in return for services rendered to the Club.
- iii) Any Executive Board Member may be paid all usual profession business or trade charges for services rendered, time expended, and all acts done by him or her or by any firm or entity of which he or she is a member, employee or associate in connection with the affairs of the Club.
- iv) Any Executive Board Member may retain for payment properly payable by him or her in respect to any remuneration, property, or any other undertaking subject to Rule 24 i) to v) (inclusive) provided that the Executive Board Member has disclosed his or her interest in any involvement in a company for which he or she has acted in any capacity whatever, is in anyway attributable to his or her connection with the Club.
- v) Boards and/or Executive Board members may be paid an honorarium as agreed and determined at the sole discretion of the Executive Board or Governance Boards established for the sole purpose of running the club.

24.2 **Executive Board Members to Comply with Restrictions:** The Executive Board Members, in determining all reimbursements, payments, remuneration and charges payable in terms of Rule 24 in its entirety shall ensure that the restrictions imposed by this Rule are strictly observed.

24.3 No part of the funds of the Society is used or available to be used for private pecuniary profit of any member, proprietor, shareholder, beneficiary, employee, promoter or associate of any of them.

25. Restrictions on Benefits to an Influence by Interested Persons

23.1 No "Interested Person" shall, by virtue of a conflict of interest, directly or indirectly, determine or materially influence in any way the determination or the nature of any benefit or advantage or income or the circumstance in which it is, or is to be received, gained, achieved, afforded, or derived by that person.

23.2 A professional accountant who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional service to the Club, or to any company by which any business of the Club is carried on, shall influence benefits.

26. Common Seal

- 26.1 The Club shall have a common seal which shall be fixed to all deeds and documents required to be sealed and to all notices required to be authenticated. The seal shall be kept at the Registered Office of the Club and shall not be affixed to anything without the authority of the Executive Board. Affixing the seal shall be attested to by two (2) Executive Board Members. The Seal may be altered only by resolution of the Executive Board.

27. Alteration of Rules

- 27.1 The club may amend the constitution at a general meeting of the club by a resolution passed by a majority of those members present and voting.
- 27.2 At least 14 days before the general meeting at which any rule change proposed by the Board is to be considered the Secretary shall give to all members written notice of the proposed motion, and the reasons for the proposal.
- 27.3 A proposed motion by members must be given in writing to the Secretary at least 28 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.
- 27.4 At least 14 days before the club meeting at which any rule change proposed by members is to be considered the Secretary shall give to all members written notice of the proposed motion, and the reasons for the proposal, and any recommendations the committee has.
- 27.5 No addition to or alteration of the aims, personal benefit clause or the wind-up clause shall be made which affect the tax-exempt status/non-profit body status of the club. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

28. Dispute resolution

- 28.1 If any dispute arises out of the interpretation of this Constitution, or any matter arises which is not provided for in this constitution, then such dispute shall be referred in writing to the Executive Board, whose decision shall be final and binding.
- 28.2 The Board must consider a complaint, or institute a disciplinary procedure, regarding alleged misconduct of a member.
- 28.3 An oral hearing of a complaint will be held if the Board decides that an oral hearing is needed to ensure an adequate hearing or is otherwise desirable.
- 28.4 The member has the right to be heard before the complaint or procedure is resolved or any outcome is determined.
- 28.5 The member will be fairly advised of all allegations concerning the member, with enough details and time given to enable the member to prepare a response.

- 28.6 An oral hearing of the grievance will be held if the Board decides that an oral hearing is needed to ensure an adequate hearing or is otherwise desirable
- 28.7 The member will be given a reasonable opportunity to be heard in writing or at an oral hearing (if one is held).
- 28.8 The member's written or oral submission will be considered by the Executive Committee.
- 28.9 A member can raise with the Executive Board an allegation of damage (caused by the Club or member) to a member's rights or interests (as a member) or to members' rights or interests generally.
- 28.10 The member will be heard before the grievance is resolved or any outcome is determined.
- 28.11 The Committee may refer a complaint or grievance to:
- i) A sub-committee or an external person(s) to investigate and report, or
 - ii) An independent sub-committee, an arbitral tribunal, or an external person to investigate and decide.
- 28.12 A person may not act as a decision-making in relation to a complaint or grievance if two or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not:
- i) Be impartial, or
 - ii) Be able to consider the matter without a predetermined view.
- 28.13 Any member who is aggrieved at a decision per Clause 28.11 may have a right of appeal to the Auckland Rugby League Incorporated.

29. Winding up of the Club

- 29.1 If upon winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities any assets or property whatsoever, the same shall not be paid or distributed amongst any members of the Society but shall be given or transferred to the ARL and be reinvested in the sport of rugby league by the ARL Directors for the benefit of rugby league in the wider Auckland area.

