

THE INCORPORATED SOCIETIES ACT 2022

**CONSTITUTION OF
HUIA MASTER SWIMMERS CLUB
INCORPORATED**

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Note : Unitary increments denote major revision; decimal increments denote minor or typographical revision

Approved by : Membership at SGM

Date Approved: 23/08/2025

1 NAME

The name of the Club shall be Huia Master Swimmers Club Incorporated.

2 COLOURS

The colours of the Club shall be: Blue, Yellow and White.

3 INTERPRETATION

In this Constitution and in any by-laws made in accordance with this Constitution unless inconsistent with the context:

- (a) The singular shall include the plural and the plural the singular.
- (b) "Club" shall mean the Huia Master Swimmers Club Incorporated.
- (c) "Committee" shall mean the Committee set up under Rule 11(a) hereof.

4 OBJECTS

The objects for which the Club is incorporated are:

- (a) To foster, develop and otherwise promote swimming as a means to health, fun, fitness and competition.
- (b) To promote, organise and/or conduct meetings, games, competitions, carnivals, tournaments and entertainments of all or any kinds whatsoever for the purpose of extending, assisting or fostering the objects of Master Swimming in New Zealand and elsewhere.
- (c) To promote the social activities of the members and the raising of funds for the general purposes of the Club. To assist and promote any movement idea suggestion or enterprise which in the opinion of the Club may be of practical help in giving effect to the objects of the Club.
- (d) To adopt such means as may seem expedient for making known or carrying out any of the objects of the Club and in particular by advertising the publication of books and periodicals and by any other means.
- (e) To subscribe to become a member of and/or co-operate with any society whether incorporated or not whose objects are altogether or in part similar to those of this Club and to procure from and communicate to such society any information that may be likely to benefit the objects of this Club.

5 AFFILIATION

The Club shall affiliate with and continue affiliation with the New Zealand Master Swimmers Incorporated and shall conform to and abide by the rules and regulations for the time being of that organisation.

6 MEMBERSHIP

- (a) Eligibility for membership of the Club shall be in accordance with the rules of New Zealand Master Swimmers Incorporated or in such other way as the Committee may from time to time decide.
- (b) All applications for membership must have the consent of the applicant and must be accepted, deferred or refused by the Committee. The Committee shall have the right to refuse any application for membership in its absolute discretion.

7 LIFE MEMBERSHIP

The Club in general meeting may elect any person who has rendered signal service to the Club to be a life member of the Club and any person so elected shall be entitled to all the privileges of membership but shall not be liable for any subscription

8 CESSATION OF MEMBERSHIP

- (a) A member shall cease to be a member
 - (i) Upon death
 - (ii) Upon suspension in accordance with the rules hereof
 - (iii) Upon resignation
- (b) The Committee may suspend a member from membership if that person has failed for a period of two months to pay their subscription or any other moneys due under these rules. Failure to pay the due subscription after 3 months will result in membership being cancelled.
- (c) The Committee may suspend any person from membership or cancel any membership if it is satisfied that the continuation of such membership is not in the best interests of the Club provided that before resolving so to do the Committee shall give not less than seven (7) days notice of its intention to act under this rule to the person concerned and afford that person the opportunity to appear before the Committee to show cause why such an order of suspension or dismissal should not be made.

9 SUBSCRIPTION

- (a) The annual subscription in respect of membership for each calendar year shall be such sum as fixed at the Annual General Meeting.
- (b) All subscriptions shall become due and be payable on the first day of January following the Annual General Meeting called to fix the annual subscription.

- (c) No member whose subscriptions are in arrears for more than two calendar months shall be entitled to take part in the activities of the Club.

10 MANAGEMENT

- (a) The Management of the affairs of the Club shall be vested in a Committee appointed or elected in accordance with these rules.
- (b) Any member of the Committee who fails to attend any three consecutive meetings of the Committee without adequate cause shall cease to be a member of the Committee.
- (c) The Committee may appoint any other person to fill any casual vacancy in its number.
- (d) The Committee may appoint sub-committees for any purpose and may discharge the same. The President of the Club shall be an ex officio member of any such subcommittee. Any such subcommittee shall include at least one other member of the Committee.

11 COMMITTEE

- (a) The Committee shall consist of the President, the Treasurer, and a minimum of three (3) other persons duly elected at the Annual General Meeting.
- (b) The Committee shall continue in office from the conclusion of the Annual General Meeting at which it is elected until the conclusion of the next succeeding Annual General Meeting.
- (c) Should a committee meeting be required outside of the AGM or a SGM a quorum will consist of a minimum of 3 committee members one of which must be an officer of the club.
- (d) The Committee may meet at such times as it thinks fit and a meeting of the Committee may be summoned at any time by the President or by the Treasurer or requisitioned by any four members of the Club and in the case of a meeting convened by requisition the same shall be held at the date not later than fourteen days from the receipt of the requisition and in the event of the President failing to call the **meeting** the person or persons signing the requisition or a majority of them may themselves convene the meeting. Any requisition addressed to the President under this Rule shall set out specifically the business which it is intended that the Committee Meeting shall deal with. At any such committee meeting only the business set out in the notice convening the meeting shall be dealt with. The meeting may be held in person or electronically.
- (e) The Committee shall have power to manage the day to day transactions of the business of the Club. All decisions to change any day to day transaction of the club by the Committee must be presented at the AGM or a SGM or shall lapse. The Committee shall present to the AGM a report of the transactions of the club from the past financial year.
- (f) Where a Committee member for any reason is unable to continue in that office the Committee may co-opt other members to fulfil the role through to the next scheduled Annual General Meeting.
- (g) Committee members must
 - (i) Act in good faith and in the best interests of the Club
 - (ii) Exercise powers for proper purposes only
 - (iii) Comply with the Incorporated Societies Act 2022 and the Constitution
 - (iv) Exercise reasonable care and diligence
 - (v) Not create a substantial risk of serious loss to creditors
 - (vi) Not incur an obligation the officer doesn't reasonably believe the Club can perform.

12 DUTIES OF PRESIDENT AND TREASURER

- (a) President

The President shall in addition to any other duties normally performed by that office or required to be performed under this constitution or the terms of appointment;

 - (i) conduct the correspondence of the Club
 - (ii) convene and attend all meetings of the Club and of the Committee either personally or by deputy and properly record the minutes
 - (iii) make provision for the safe custody of the Common Seal, the books and records and other documents of the Club
 - (iv) carry out other duties as may be required by the Committee
 - (v) foster and direct all the active operations of the Club subject to the general control of the Committee in all things.
 - (vi) liaise on behalf of Huia Master Swimmers Inc. with the Pool Manager of any swimming complex used by the Club
 - (vii) make provision for the safe custody of all the personal property of the Club.
 - (viii) Chair meetings of the Committee and Annual General Meeting, or alternatively appoint another person to act as chair. The Chair will have the casting vote in the event of any tied vote.
 - (ix) act as a contact person who can handle enquiries from the Registrar,
- (b) Treasurer
 - (i) receive all payments to the Club and forthwith upon receipt place the same to the credit of the Club in the Huia Master Swimmers bank account. As directed from time to time by the Committee and subject to the provisions of these Rules and the directions of the Committee pay out the same according to the specific general directions of the Committee.

- (ii) keep a correct account of all moneys received and payments made and prepare a statement of receipts and expenditure and a balance sheet to be required to be produced at the Annual General Meeting and obtain the Auditor's certificate in respect thereof (if necessary).
- (iii) Maintain the Register of Members.
- (iv) Submit the annual return to the Registrar, including the annual financial statements, copies of officer consents and confirmations as required by the act.
- (v) Act as a contact person who can handle enquiries from the Registrar.

13 FINANCIAL REVIEW

The books of the Club shall be reviewed annually and reported upon by the Treasurer at the Annual General Meeting

14 ACCOUNTS

- (a) The funds of the Club shall be under the sole control of the Committee which shall cause a Bank account or accounts to be opened and determine the methods of operation and as to the investment of funds that are not immediately required.
- (b) All disbursements from the accounts of the Club shall be by electronic payment authorized by any two of the President, the Treasurer or approved committee member. No moneys shall be paid (except in an emergency) without receipt of invoices or authorised expenditure receipt.

15 THE COMMON SEAL

The Common Seal of the Club shall be kept in the custody of the Honorary Secretary and shall not be affixed to any document except pursuant to a resolution of the Committee and in the presence of an Officer of the Club appointed for the purpose and the Secretary both of whom shall attest the due execution thereof.

16 INFORMATION TO NEW ZEALAND MASTER SWIMMERS INCORPORATED

The Committee shall see to the due despatch to the New Zealand Master Swimmers Incorporated any matters concerning any members which may properly be required by New Zealand Master Swimmers Incorporated to be supplied to them by Clubs affiliated to it.

17 ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of the Club shall be held not later than the 30th April in each year. At least seven (7) days notice of the meeting shall be given by the President to each member by email.
- (b) The business of the Annual General Meeting shall be -
 - (i) To receive the Annual Report and the financial statement
 - (ii) To receive the Interests Register
 - (iii) To elect a President and a Treasurer
 - (iv) To elect Committee members
 - (v) To consider motions of which notice has been given
 - (vi) To transact any general business acceptable to the meeting

18 SPECIAL GENERAL MEETING

- (a) A special general meeting shall be convened by the President in terms of Rule 9(a) or by resolution of the Committee or by five (5) members of the Club and in the case of a meeting convened by requisition the same shall be held at the date not later than twenty one days from the receipt of the requisition and in the event of the President failing to call the meeting the person or persons signing the requisition or a majority of them may themselves convene the meeting. Any requisition addressed to the President under this Rule shall set out specifically the business which it is intended that the General Meeting shall deal with. At any such special general meeting only the business set out in the notice convening the meeting shall be dealt with.
- (b) Any notice of motion(s) shall be in writing addressed in the first place to the President and this motion(s) must be circulated to members not later than fourteen (14) days prior to the meeting at which it is desired it shall be dealt with.

19 DISPUTE RESOLUTION

- (a) How complaint is made
 - (i) A member or an officer may make a complaint by giving to the Committee (or a complaints subcommittee) notice in writing that—
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Club.
 - (ii) The Club may make a complaint involving an allegation against a member or an officer by giving to the member or officer notice in writing that—
 - a. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's constitution; and
 - b. sets out the allegation to which the dispute relates.

- (iii) The information given under subclause (i)(b) or (ii)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (iv) A complaint may be made in any other reasonable manner permitted by the society's constitution.
- (b) Person who makes complaint has right to be heard
 - (i) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
 - (ii) If the Club makes a complaint,—
 - a. the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the Club.
 - (iii) 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—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the member's, officer's, or Club's written statement or submissions (if any) are considered by the decision maker.
- (c) Person who is subject of complaint has right to be heard
 - (i) This clause applies if a complaint involves an allegation that a member, an officer, or the Club (the respondent)—
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the Club's constitution or bylaws or this Act; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
 - (ii) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 - (iii) If the respondent is the Club, an officer may exercise the right on behalf of the Club.
 - (iv) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a. 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
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.
- (d) Investigating and determining dispute
 - (i) The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
 - (ii) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- (e) The Club may decide not to proceed further with complaint if—
 - (i) the complaint is trivial; or
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a member or an officer has engaged in material misconduct;
 - b. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act;
 - c. that a member's rights or interests or members' rights or interests generally have been materially damaged;
 - (iii) the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - (iv) the person who makes the complaint has an insignificant interest in the matter; or
 - (v) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
 - (vi) there has been an undue delay in making the complaint.
- (f) The Club may refer complaint to—
 - (i) a subcommittee or an external person to investigate and report; or
 - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- (g) Decision makers
 - (i) A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
 - a. impartial; or
 - b. able to consider the matter without a predetermined view.

20 INDEMNITY

No member of the Club, or their legal representatives, can take legal action against another member or any Officer of the Club for anything done, left undone, or allowed under these Rules, even if it was done in an irregular or informal way.

21 WINDING UP

- (a) The Club shall be wound up at a General Meeting of which notice has been given if a majority of those persons present pass a resolution to that effect and such resolution is duly confirmed by a similar majority at a subsequent general meeting called for that purpose and held not less than thirty days later.
- (b) If upon such winding-up or dissolution of the Club whether voluntarily or otherwise there remains after satisfaction of all the debts and liabilities any property whatsoever it shall be transferred to the New Zealand Master Swimmers Incorporated or alternatively disposed of in accordance with the aforesaid resolution of dissolution.

22 ALTERATION OF CONSTITUTION

This Constitution or any part thereof may be altered added to or rescinded by the Committee by simple majority voting but must be ratified either at the next scheduled Annual General Meeting or a Special General Meeting by a majority of the members present in person and entitled to vote provided that the notice convening such a meeting shall set out the alterations of the Constitution to be considered thereat and shall indicate the general nature of the proposed alterations.

23 PECUNIARY GAIN

No member shall receive or obtain any direct pecuniary gain except as salary or honorarium from the property or operations of the Club.

24 INTERESTS REGISTER

The Committee shall create and maintain an 'Interests Register' for to disclose and record any conflicts of interest.

25 BY-LAWS

The Committee or the Club in general meeting may at any time make such regulations and by-laws for the conduct of the Club or of its members as it shall be considered necessary. Such regulations or by-laws shall not in any way conflict with these Rules nor be repugnant to the provisions of the Incorporated Societies Act 2022.

26 VOTING

Only financial members shall be entitled to vote at any meeting of the Club and at all meetings voting shall be on the voices save where a vote is challenged, when a show of hands shall be taken or voting shall be by secret ballot if the motion so calls. Proxy votes shall not be allowed. In all contested offices at the Annual General Meeting the voting shall be by secret ballot. At all meetings the President will have the right to a casting vote if necessary.

27 FINANCIAL YEAR

Each financial year of the Club shall be a calendar year commencing 1 January and ending 31 December.

28 SPONSORSHIP

The Club may accept such sponsorship as the Committee determines appropriate from time to time.

29 BINDING OF THIS CONSTITUTION

If any question or dispute shall arise as to the construction of this Constitution or any of the clauses therein or the application thereof the decision of the Committee thereon shall be final and binding upon all members.