



### Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

**1. Name of society**

Bay of Plenty Officers' Club Incorporated

**2. Society number**

213496

I certify that the alteration has been made in accordance with the rules of the society.

**Name**

Michael James Chapman

**Position**

Solicitor

**Signature**

*M J Chapman*

13 July 2015

**3. Complete this checklist before filing your application**

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

**For society name changes --**

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

**What must be included in your rules?**

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

NPC# 23  
28 JUL 2015

**4. Your contact details**

Name and postal address  
 M J Chapman / NZMGI  
 PO Box 4246  
 Mt Maunganui South 3149

Telephone

Email (optional)

## BAY OF PLENTY OFFICERS' CLUB INCORPORATED.

## CONSTITUTION.

1. The name of the Society shall be "Bay of Plenty Officers' Club Incorporated", and it shall be registered under 'The Incorporated Societies Act, 1908' and its Amendments, and, hereafter, except where inconsistent with the context, shall be referred to as the "Club". Its headquarters shall be at the Club's Registered Office in Tauranga.

## OBJECTS.

2. The objects of the Club shall be to maintain, develop and improve the relations and comradeship of ~~officers and ex-officers of the British Commonwealth Forces~~ all Members of the Club, and, by mutual association, to develop professional knowledge, status and esprit-de-corps of such ~~officers~~ Members.

## RULES.

## MEMBERSHIP.

3a. (1) Any person of good character:

(a) Who is an officer, retired, or ex-officer of a New Zealand or friendly armed force being Naval, Land, or Air;

(b) Who is an officer, retired, or ex-officer of the Cadet Forces of New Zealand or other friendly nation, being Naval, Land, or Air; ~~or an officer of the Cadet Forces of New Zealand or other friendly nation;~~

(c) Who is a commissioned police officer, master mariner or a professional person of similar status to those who qualify for Full Membership of the Club under Rule 3a.(1)(a) and (b) who is currently in, or has had, appointments in New Zealand or another friendly nation, and is deemed to be suitable for Full Membership by the Management Committee of the Club;

is eligible to apply for Full Membership of the Club on production of their commission or certificate of honourable discharge or other appropriate documentation. (If requested to do so.)

(2) A Full Member of the Club admitted into membership under Rule 3a.(1)(c) is to enjoy all the privileges and benefits of a Full Member except that they are not eligible for election as President or Vice President of the Club.

(2 3) Any person of good character:

(a) Who is a surviving spouse or nominated partner of a deceased individual who was either, or would have been, eligible for Full Membership ~~in~~ of the Club

(b) Who is a spouse or nominated partner of a Full Member ~~in~~ of the Club

ASSISTANT REGISTRAR OF  
INCORPORATED SOCIETIES



AUCKLAND

is eligible to apply for Associate Membership of the Club on production of their spouse's or partner's commission or certificate of honourable discharge or other appropriate documentation. (If requested to do so.)

~~(3 4) An Associate Member of the Club is entitled to the full privileges of a Full Member of the Club except that they are not eligible for election as the President or Vice President of the Club.~~

~~(3) The number of Associate Members admitted is not to exceed 75% of the full membership.~~

~~(4) An Associate Member of the Club is entitled to the full privileges of the Club as a full member other than:~~

~~(a) is not entitled to vote at an Annual General Meeting or Special General Meeting of the Club;~~

~~(b) is not to hold the position of President or Vice President of the Club;~~

~~(c) is not entitled to attend the Annual Dinner for Full members.~~

3b. Officers joining the Club prior to 30th June, 1956, shall be foundation members.

3c. Honorary membership of the Club may be granted to officers of visiting armed forces of friendly nations ~~of the British Commonwealth and to those of a foreign power~~ for such period as the committee of the Club may authorise.

4. Life membership may be granted to officers who have rendered conspicuous service ~~to the British Commonwealth Forces~~ or to the Club.

#### ELECTION TO MEMBERSHIP.

5. New members shall be elected by the Management Committee of the Club. The nomination of new members must be signed by two or more financial and Full Members of the Club and shall give the following particulars in respect of the nominee:

(a) Category of Membership sought (Full or Associate).

(b) Full Name.

(c) Usual place of residence.

(d) For Full Membership, whether on Active List, Reserve of Officers, or Retired List, within which branch (Navy, Army, Air) of the services served in and within which nation. Rank and Decorations. Or details of service within the Cadet Forces. Or equivalent details of both appointments held and professional standing.

(e) For Associate Membership, details of partner's service as in (d) above.

The nomination form must also be signed by the applicant.

The completed nomination form shall be posted up in the Club Room for at least ~~two weeks~~ one opening of the Club for a function (and, if practical to do so, advice of the nomination is to be circulated to the membership by newsletter) before the Committee deals with the matter. The nomination must be accompanied by the membership fee. In order to qualify for election a nominee must receive the support of a majority of the members of the Management Committee, whether or not a majority of the Committee be is present at the meeting at which the nomination is considered. Also, before coming to a final decision the Committee shall take into consideration any objections against the nominee that they may have received from financial members of the Club. Successful candidates for membership shall be supplied with a copy of the Club's rules.

6. No rejected nominee for membership shall be again proposed within a period of six months from the date of his failure to secure election.

7. Any member who has voluntarily relinquished his membership of the Club may be re-admitted at the discretion of the Management Committee, subject to his being fully financial and paying the entrance fee as for a new member.

8. Honorary members may be admitted to the Club on such terms as shall be approved by the Management Committee, subject to revocation without notice.

9. Life memberships may be recommended by the Committee to an Annual Meeting or a Special General Meeting - a two-thirds majority of all members present being required to secure election.

10. All classes of members shall be required to comply fully with the rules and regulations of the Club.

#### RESIGNATIONS.

11. Any member intending to withdraw from the Club shall signify in writing to the Secretary before the 30th day of September of any year his intention to do so. If such member fails to so notify the Secretary, he shall be liable for the succeeding year's subscription. No such withdrawal shall relieve any member from the payment of any subscription or other money due, or payment by him at the time of such withdrawal.

#### ANNUAL SUBSCRIPTIONS.

12. The yearly subscription and entrance fee shall be fixed at the Annual General Meeting each year; the Committee being given power to abate subscriptions under special circumstances.

13. The financial year of the Club shall commence on the First day of May and the annual subscription shall be due and payable to the Treasurer as from the date of the Annual meeting fixing the amount.

#### ARREARS.

14. The Treasurer shall report to the Committee the name of any member who may at any time after the Thirty-first day of January in each year be in arrears with his subscription for the previous year, and the Committee may cause the name of such defaulting member to be posted in the Club Rooms as being in arrears with his subscription; they may also at any time after such date, at their discretion, cause the name of such member to be erased from the list of members; but in the event of sufficient explanation being made to the Committee they shall have the power to replace his name on the list of members after he has paid all sums due by him to the Club.

15. Any ordinary member joining the Club on or after the First day of November in any year shall be liable for one half of the annual subscription upon payment of which in advance he shall be, for the half-year ensuing such date, entitled to all the rights and privileges of an ordinary member.

16. No member who, after the First day of May in any year, is in arrear with his subscription for the previous year, shall be entitled to vote at any meeting of the Club, and any official or member of the Committee so in arrear at that date shall thereupon vacate his office, provided, however, that upon sufficient explanation by such official or committeeman to the Committee, and upon payment of all sums due, it shall be lawful for the Committee to allow such official or committeeman to retain his office.

#### DEFAULTERS.

17. Every member shall pay to the Club all expenses he may incur at such time and in such manner as may from time to time be decided upon by the Committee, and in case of any default for a period of one calendar month, the Committee shall have the power to post the name of such defaulter in the Club Rooms for such time as they think fit, or to erase his name from the list of members, or to take both courses, and upon such erasure he shall cease to be a member of the Club, provided, however, that the Committee may, within three calendar months of his so ceasing to be a member, reinstate such defaulter upon sufficient explanation being given and upon payment of all sums due by him to the Club.

18. The name of the member whose membership has been cancelled shall be reported by the Secretary to the Committee, who may thereupon cause the same to be erased from the list of members, and a memorandum certifying made in the books of the Club.

19. No member shall by reason of his membership have any transmissible or assignable interest by operation of law or otherwise in any of the property of the Club. On any member ceasing his membership by death, resignation, or otherwise, all his interest shall accrue, survive, and belong to the other members for the time being.

#### GENERAL MANAGEMENT OF CLUB.

##### ELECTION OF OFFICERS.

20. The Club shall be managed by a President, ~~two~~ one Vice-President, and a Committee of at least five members, such being elected at the Annual General Meeting of Members in each year, together with a nominee of each Service, and the Hauraki Regiment (if these Committee Members can be made available). The Secretary and Treasurer shall be appointed by the

Committee, who shall define their duties. ~~Associate Members are not to comprise more than one-third of the Management Committee.~~

21. Should any vacancy occur in any of the above offices, it shall be filled by the Committee until the next Annual General Meeting of Members, or by that General Meeting if such vacancy arises at the Annual Meeting.
22. Every candidate for any office must be nominated by not less than two financial members, and the member so nominated must signify his willingness to stand for such office.
23. If necessary, all officers of the Club shall be elected by ballot. The Officers of the Club shall hold office from the date of their election until the Annual General Meeting next following their election, or until they retire, which-ever first occurs; but if properly nominated as aforesaid, shall be eligible for re-election.
24. The President, or, in his absence, ~~one of the~~ Vice-President, shall preside at all Committee Meetings. The Chairman at any Committee meeting shall be entitled to exercise a casting vote in addition to a deliberative vote.

#### COMMITTEE'S POWERS.

25. Subject to any specific instructions or directions given by resolution carried at any General Meeting of the Club, the Committee shall have full power to invest, control, and dispose of the funds and property of the Club, and shall direct and manage all the affairs of the Club (including the power to borrow money on behalf of the Club), and shall be at liberty to use the funds of the Club for services rendered to the Club. This authority, so far as it applies to the purchase of fixed assets, the disposal of fixed assets, and the borrowing of money, shall be limited in each case to a sum of £500 in any one year. They shall from time to time as they think fit, make, alter, or repeal the By-laws for the good government of the Club, provided always that no changes shall be inconsistent with any of these rules.
26. The Committee shall meet at least once in each month for the transaction of business. The President, a Vice-President, or any three members thereof may cause a Special Meeting to be held at any time by giving the Secretary at least two days' written notice to call such meeting, specifying therein the day and hour and the business for which it is to be held. Upon the receipt of such direction the Secretary shall call the Special Meeting by giving to every member of the Committee at least twenty-four hours' previous notice thereof in writing, or by direct telephone message, specifying the day and hour, and the business for which it is to be held. Four members of the Committee shall form a quorum. Reasonable refreshments may be provided at the Club's expense for Committee members at the conclusion of Committee Meetings.
27. Any member of the Committee failing to attend three consecutive meetings without leave of absence, shall, ipso facto, cease to be a member thereof.

#### SUB-COMMITTEES.

28. The Committee may, from time to time, appoint from among their number, or from among other members of the Club, such Sub-Committees as they may deem necessary or expedient, and may depute or refer to them such of the powers and duties of the Committee

as the Committee may determine. Such Sub-Committees shall periodically report their proceedings to the Committee, and shall conduct their business in accordance with the direction of the Committee.

#### REMOVAL OF OFFICIALS.

29. Officials may be removed from their office at any Special General Meeting of the Club, of which ten days' notice shall have been given by the Committee. Such meetings as to number present, number voting, and number voting removal, shall be governed by the provisions of Rule 39, as if the question were the expulsion of a member.

30. The decision of the Committee on the construction or interpretation of any Rule shall be conclusive and binding on all members of the Club until set aside or varied at a specially convened General Meeting of the Club, to be held within Thirty days from the date of such decision.

#### MEETINGS.

31. The Annual General Meeting of the Club shall be held within three months of the end of the financial year, for the purpose of transacting the general business of the Club, electing officials and auditors for the current year, and receiving from the Committee a report and abstract of the accounts the Club for the past year. A General Meeting shall be deemed to have been duly convened if prior notice thereof in writing shall have been posted in the Club Rooms at least Fourteen days, in the case of the Annual General Meeting, and Ten days in the case of a Special General Meeting, and, in either case, notice in writing posted to financial members at least Seven days prior to such meeting.

32. The Committee may at any time call a special Meeting of the Club on giving Ten days' notice which notice shall specify the object of the Meeting, and shall be posted in the Club Room, and, in either case, notice in writing shall be posted to financial members at least Seven days prior to such meeting. At such Meeting no business shall be transacted, other than that mentioned in the notice. The Committee shall also, in like manner, call a Special Meeting upon receiving a written requisition from not less than ten members of the Club.

33. No rule shall be repealed or altered, nor any new rule made, ~~without sanction of a majority of two-thirds of the members constituting any~~ at an Annual or Special General Meeting, ten Twenty-one members at least voting on the occasion in favour of the proposed repeal, alteration or the adoption of a new rule; nor in any case, unless notice of the proposed repeal, alteration, or new rule shall have been exhibited in the Club Room for ~~Thirty consecutive days~~ one opening of the club for a function immediately preceding the day of Meeting, and posted to financial members at least Seven days prior to such Meeting.

34. At all meetings of the Club, twelve shall form a quorum, subject to the provisions of Rule 39.

35. In every case of a meeting of the Club, or of the Committee, if, after the lapse of half an hour, a quorum shall not be present, the meeting shall stand adjourned, ipso facto, until the following day (excluding Sundays and holidays) when, if a quorum be again not present the meeting shall lapse.

36. Any meeting of the Club, provided a quorum be present, may adjourn from time to time for any period not exceeding one calendar month. The Committee may from time to time, adjourn, as it thinks fit.

37. At all meetings of the Club (other than for the purpose contemplated by Rule 39, or for the election of Officers, at which the mode of voting shall be by ballot) and at all Committee Meetings, the mode of voting shall be by show of hands; but, if demanded by any member, or members of Committee, respectively, a ballot, or an actual division shall be taken, and the Chairman of every such meeting shall in all cases have an ordinary vote, and, in cases of equality, a casting vote. All questions not carried unanimously, shall, subject to Rules 29 and 39, be decided by the majority of votes. Proxies shall not be allowed.

38. All resolutions passed by those present at any meeting of the Club, or of the Committee, shall be conclusive and binding on all members, whether present at such meeting or not, provided that such meeting shall have been held in conformity with the Rules.

#### INFRINGEMENTS.

39. If any member shall wilfully infringe any of the Rules of the Club, or if any member shall, in the opinion of the Committee, be guilty, either in or out of the Club, of conduct derogatory to the character of an officer and a gentleman, or prejudicial to the interests of the Club, it shall be in the power of the Committee (provided a majority of the whole approve) to call upon such member to appear before the Committee to explain his conduct, and, in case he shall not appear, or in case he shall fail to satisfy the Committee as to his conduct, the Committee shall thereupon have power to censure him or call upon him to resign, and in the event of his being called upon to forward his resignation and failing to do so within seven days, it shall be the duty of the Committee to call a Special General Meeting of the Club to consider the conduct of such member. Ten days notice shall be given of every such Special Meeting, and a notice specifying the object thereof shall be posted in the Club Rooms and sent to every member of the Club.

The opinion of such Special General Meeting shall be obtained by ballot.

If at such meeting a majority of those present shall vote for a resolution that such member be censured, the Committee shall cause a copy of such resolution to be forwarded to him; and if at such meeting two-thirds of the members present and voting thereat shall vote to expel such member, and if also the members so voting for expulsion exceed Twenty-six, but not otherwise, he shall thereupon, ipso facto, cease to be a member of the Club.

In every case where a resolution for expulsion is moved, it shall be regarded as a formal motion and shall be put to the meeting without amendment.

40. Retiring or expelled members shall not have any claim on the Club or its estate.

#### MISCELLANEOUS.

41. Any person, whether or not otherwise qualified for membership, ~~who is not a resident in the Tauranga County,~~ shall be admitted as a guest into the Club Rooms at any time if accompanied by a member. A guest is to be entertained at the expense of the member inviting, and both the guest and the member shall sign the Visitors' Book. The Committee



shall have the power to throw the Club open to local and other guests on such occasions as the giving of a Ball, or a reception by the members of the Club.

Notwithstanding anything aforesaid, the President may invite any person to the Club Room.

42. Members are to communicate all changes of address in writing to the Secretary, and all notices sent by post or otherwise to such addresses shall be considered as duly delivered. Notices to any members who fail to comply with Rule shall be considered as duly delivered.

43. Any member breaking or injuring any article belonging to or in use by shall pay to the Secretary the necessary costs of replacing such article, the price to be fixed by the Committee.

44. Gambling shall not on any account be allowed in the Club, and the playing of, any games which may be deemed by the Committee to be gambling games shall not be permitted on the premises.

45. Dogs, or other animals, shall not be allowed in the Club Rooms.

46. All complaints and suggestions shall be written in a book kept for that purpose, and signed by the member making them, and shall be submitted by the Secretary to the Committee for consideration at its next meeting.

47. All servants of the Club shall be appointed by the Committee and shall be under the control of the Committee.

48. No member shall personally reprimand or abuse any servant of the Club.

49. Servants of the Club shall not be sent out of the Club Rooms except with the sanction of the Committee or an authorized member thereof.

50. Members shall not give any money or gratuity to any of the servants of the Club, Servants of the Club shall not directly or indirectly receive any present, money, or gratuity from any, member, or from any tradesman or other person employed by the Club under pain of immediate dismissal by the Committee.

51. No member shall "treat" another member on the Club premises.

52. Members shall not appoint the Club Rooms, by advertisement or otherwise, as a business medium, or use them for advertising purposes or as a place for meeting applicants for employment. Letters addressed by initials only shall not be received at the Club Rooms.

53. No notice shall be posted in or on any of the premises of the Club without the permission of the Committee.

54. The Rules of the Club shall be open at all times for inspection by all members, and a copy shall be supplied to each member on the Register of Members as at the date hereof and thereafter as provided by Clause 5 hereof.

55. The Club may at any time be wound up by resolution of a majority of the members thereof present at any General Meeting of the Club convened for that purpose by notice to members in writing, such notice to state the object of the meeting and be posted to members (at their last known address) at least Fourteen clear days before the day fixed for such meeting of the Club and such resolution shall be confirmed by a like majority at a Special General Meeting convened for the purpose, held not earlier than Thirty days, nor later than Forty days after the date on which such resolution shall be sent to the Registrar of Incorporated Societies. In the event of such winding up the property of the Club shall, subject to payment of its debts and liabilities, and the costs and expenses of such winding up, be given to such person or persons, or devoted to such object or objects, as the Club shall by such resolution to wind up determine.

56. THE COMMON SEAL of the Club shall be in the control of the Secretary, and shall be affixed to documents upon the resolution of the Committee and in the presence of the President, or an authorized member of the Committee, and the Secretary.

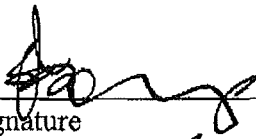
REPEAL OF PREVIOUS RULES.

57. These Rules shall repeal and replace all previous rules of Bay of Plenty Officers' Club Incorporated.

Dated: 13 July 2015

SIGNED by three Members of Bay of Plenty Officers' Club Incorporated:

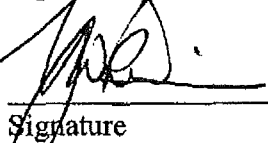
JOHN STEWART BOYS  
Name of Member (Printed)

  
Signature

JACK BEST  
Name of Member (Printed)

  
Signature

GRAHAM JOHN O'RORDAN  
Name of Member (Printed)

  
Signature