

These amendments include the new requirements or updates proposed in the new draft template constitution circulated by Bowls New Zealand to assist clubs with the re-registration process to be registered under the new act – Incorporated Societies Act 2022. This process is required in order for the club to remain an incorporated society with the protection that the Act gives to members. These notes cover the changes to the existing constitution of the Mairangi Bay Bowling Club.

1 Rule 3.3 (*new*) requires the club to supply the contact details of 1 and a maximum of 3 persons who are members of the club to be contact persons -

3.3 *At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.*

2 Rule 7.2 (d) (*reversal of previous wording*) Limited playing members are now able to play in any event at any other bowling club, if the other bowling club permits such participation.

Old wording -

7.2 Limited Playing Members: *All Limited Playing Members shall:*

- a. be entitled to such privileges and advantages of membership of the Club as determined by the Board;*
- b. be entitled to play in approved bowls events within the boundary of the physical club;*
- c. not be entitled to participate in club, centre or national events that progress to a centre or national championship;*
- d. not be entitled to participate in any event at any other bowling club;*
- e. be entitled to hold office in the Club; and*
- f. be entitled to speak and vote at General Meetings of the Club.*

New wording –

7.2 Limited Playing Members: *All Limited Playing Members shall:*

- a) be entitled to such privileges and advantages of membership of the Club as determined by the Board;*
- b) be entitled to play in approved bowls events within the boundary of the physical club;*
- c) not be entitled to participate in club, centre or national events that progress to a centre or national championship;*
- d) be entitled to participate in any event at any other bowling club, provided the other bowling club permits such participation;*

- e) *be entitled to hold office in the Club; and*
- f) *be entitled to speak and vote at General Meetings of the Club.*

3 Rule 7.3 (*Amend privilege*) now allows non-playing members to hold office in the club.

Old wording –

Non-Playing Members: *All Non-Playing Members shall be entitled to:*

- a. *such privileges and advantages of membership of the Club as determined by the Board;*
- b. *speak with approval of the chairperson but not vote at General Meetings of the Club nor hold office in the Club.*

New wording –

Non-Playing Members: *All Non-Playing Members shall be entitled to:*

- g) *such privileges and advantages of membership of the Club as determined by the Board;*
- h) *hold office in the Club; and*
- i) *speak with approval of the chairperson but not vote at General Meetings of the Club.*

4 Rule 7.5 (*new*) confirms a person consenting to become a member by submitting their application form and paying their fees.

7.5 Member Consent: *A person consents to become a Member by submitting their application form and paying their fees, unless otherwise specified in this Constitution.*

5 Rule 14.6 (*amended time*) amends the application closing date for positions on the board from at least 21 days to at least 14 days prior to AGM.

14.6 Call for Applications: *Prior to the AGM in each year, the Club shall call for applications for positions on the Board. The call for applications must include the closing date for receiving applications, which should generally be at least 14 Days prior to the AGM so that the details of any applicants for Board positions can be included in the agenda for the AGM.*

6 Rule 14.7 (b) (*new*) requires the application for a position on the Board to be signed by another member of the club as a seconder to the application.

14.7 Form of Applications: *Unless Rule 14.8 (No Applications) applies, all applications for positions on the Board shall:*

- a) *be in writing and signed by the applicant;*
- b) *be signed by another member of the club (with voting rights) as a seconder to the application;*
- c) *indicate the position for which the applicant is seeking election (if a specific position is sought); and*

- d) *include the applicant's full postal address and contact details and such other information as the Board may request in respect of each application.*

7 Rule 16.4 (*amended number*) amends the Board meeting quorum from 5 or more members to 50% of the elected Board members.

Old wording –

16.4 Quorum: *The quorum necessary for the transaction of business of the Board shall be five (5) or more Board Members. No business shall be transacted at any Board meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which must be notified to all Board Members. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Board Members present at the reconvened meeting shall constitute a quorum.*

New wording –

16.4 Quorum: *The quorum necessary for the transaction of business of the Board shall be greater than 50% of the elected Board Members. No business shall be transacted at any Board meeting unless a quorum is present when the meeting proceeds to business. In the event of a quorum not being present within half an hour after the appointed time on the meeting date, the meeting shall stand adjourned to a date, time, and place to be fixed on adjourning the meeting, which must be notified to all Board Members. If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the Board Members present at the reconvened meeting shall constitute a quorum.*

8 Rule 18.1 (f) (*new*) requires the secretary to be one of the nominated contact persons for the Registrar.

18.1 Duties: *The Secretary shall:*

- a) *give notice of, and attend, all General Meetings and Board meetings (unless they are unavailable in which case another Board Member (selected by the Board) shall fill this role);*
- b) *keep minutes of the proceedings of all General Meetings and Board meetings (unless they are unavailable in which case another Board Member (selected by the Board) shall fill this role);*
- c) *prepare and forward the annual return of the Club to the Centre and Bowls New Zealand, in accordance with the requirements of the Centre and Bowls New Zealand;*
- d) *maintain the Club's Register of Members in accordance with this Constitution;*
- e) *generally perform such duties as are required under the Governing Documents; and*
- f) *be one of the nominated person(s) as contact for the Incorporated Society and ensure all documentation is kept up to date with the Registrar of Incorporated Societies.*

9 Rule 21.1 (*amended time*) requires the AGM to be held no later than 2 months after financial year end, while currently it reads not later than 13 months after previous AGM.

Old wording –

21.1 Annual General Meeting: *An Annual General Meeting (“AGM”) of Club shall be held not later than thirteen months after the previous AGM of the Club.*

New wording –

21.1 Annual General Meeting: *An Annual General Meeting (“AGM”) of Club shall be held not later than two months after the Financial Year End of the Club.*

10 Rule 21.3 (*new*) includes a statement to say –

Written resolutions may not be passed in lieu of a General Meeting.

11 Rule 21.10 (*Amended person*) Changes the chair of general meetings from the President to the Chairman of the Board.

Old wording –

Chairperson: *The President (or another person nominated by the President & Board) shall chair all General Meetings of the Club.*

New wording –

Chairperson: *The Chairperson of the club Board shall chair all General Meetings of the Club. In the event the Chairperson of the Club Board being unavailable, the meeting shall appoint a person from amongst its number to chair the meeting.*

12 Rule 21.13 (*amended voting*) requires all voting at AGM to be by show of hands (unless requested otherwise), while current requirement is to conduct election of board members by secret ballot unless otherwise determined by the chair.

Old wording –

21.13 Voting: *At General Meetings:*

a. the election of Board Members shall be conducted by secret ballot unless otherwise determined by the chairperson of the General Meeting;

b. all other voting shall be by show of hands unless any two Voting Members present and entitled to vote at the General Meeting request a secret ballot, which in case voting shall be by secret ballot;

c. where a show of hands or ballot is taken, the total votes for and against the motion or amendment may be recorded;

d. voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution;

e. the chairperson of the General Meeting shall have a deliberative vote, and, in the event of a tied vote (but not otherwise), the chairperson of the General Meeting shall also have a casting vote; and

f. no proxy voting shall be allowed.

New wording -

21.13 Voting: At General Meetings:

- a) all voting shall be by show of hands unless any two Voting Members present and entitled to vote at the General Meeting request a secret ballot, in which case voting shall be by secret ballot;
- b) where a show of hands or ballot is taken, the total votes for and against the motion or amendment may be recorded;
- c) voting shall be by Ordinary Resolution unless this Constitution expressly requires a Special Resolution;
- d) the chairperson of the General Meeting shall have a deliberative vote, and, in the event of a tied vote (but not otherwise), the chairperson of the General Meeting shall also have a casting vote; and
- e) no proxy voting shall be allowed.

13 Rule 22 (new) includes definitions for Misconduct, and Disputes & Complaints.

22. Definitions

22.1 Misconduct: Misconduct means, but shall not be restricted to, situations where a Member:

- a) breaches any provision of the Laws of the Sport;
- b) deliberately loses or attempts to lose a Game of Bowls or plays unfairly; unless it is match fixing in which case the Bowls New Zealand Anti-Match Fixing Domestic Regulation shall apply;
- c) alters a bowl after it has been stamped by a registered bowls tester without submitting it for retesting and restamping;
- d) at any event, function, or activity of the Club whilst on the property of the Club, uses any profane, indecent, or improper language;
- e) at any time or place engages in offensive or insulting behaviour towards the Club, or any member of the Club, or any visitors to the Club, or any person acting for or on behalf of the Club;
- f) breaches:

22.1.f.1. any provision of this Constitution, or the Bowls New Zealand Constitution or the constitution of a Centre;

22.1.f.2. the regulations, by-laws, or other rules (however described) of the Club, Bowls New Zealand or a Centre;

22.1.f.3. any policies of the Club, Bowls New Zealand, or a Centre;

22.1.f.4. any reasonable direction of the Club, Bowls New Zealand, or a Centre (or person authorised on their behalf);

22.1.f.5. any decision of a General Meeting, the Board, or any decision of any equivalent bodies of Bowls New Zealand or a Centre;

g) acts in a manner which brought, or could bring, the Club, Bowls New Zealand, or a Centre into disrepute;

h) acts in a manner unbecoming of a Member, or which is prejudicial to the Objects and/or the objects of Bowls New Zealand and/or a Centre;

i) fails or refuses, for a period of one calendar month to pay any fine or monetary penalty imposed by the Club, Bowls New Zealand, and/or a Centre or any authority under the jurisdiction of the Club, Bowls New Zealand, or a Centre; and/or

j) aids or abets any of the conduct specified in (a) to (i) above.

22.2 Disputes & Complaints: A dispute or complaint is a situation where a Member has a grievance or difference about the meaning or effect of any rule, provision, decision, policy, practice, right, privilege or direction determined by another Member or the Club. A Dispute or Complaint shall not include:

a) any grievance or difference about the meaning or effect of any rule of the Bowls New Zealand Anti-Doping and Anti-Match Fixing Domestic Regulations;

b) any decision of the Bowls New Zealand Board; or

c) a matter which involves an allegation of Misconduct

14 Rule 27.6 (new) requires the club to file its annual financial statement with the Registrar within 6 months.

27.6 Filing Returns: The Society must file its annual financial statement with the Registrar of Incorporated Societies within six (6) months of the financial year end of the club. (As set out in the Incorporated Societies Act 2022).

15 Rule 29.2 (new) requires the club to consult with Bowls NZ/Centre on any decision being considered over changes to land ownership, major facility redevelopment, amalgamation or winding up of the club.

29.2 Timing: Notice of an intention to alter this Constitution may be given by the Board or any Voting Member by submitting the proposed amendments to the Club:

i. at least 14 Days prior to an AGM to be considered at an AGM; or

ii. as part of the request to hold a SGM (made in accordance with Rule 21.8 – Special General Meetings).

The Club shall consult with Bowls New Zealand and/or the Centre at the earliest possible time, and at least 14 days prior to any General Meeting being held to decide on any proposal which involves changes to land ownership, major facility redevelopment, amalgamation or winding up of the Club. Bowls New Zealand and/or the Centre, if it

requests, are to be given an opportunity to address the Club members at the General Meeting called to consider the proposal.

16 Rule 32 (new) provides steps towards the club applying for removal from the Register of Incorporated Societies.

32. Resolving to apply for removal from the Register

32.1 Removal: The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of part 5 of the Incorporated Societies Act 2022.

32.2 Notice: The Board shall give 30 working days written notice to all members of the proposed resolution to remove the Society from the Register of Incorporated Societies. The Board shall also give written notice to all members of the General Meeting at which any such proposed resolution is to be considered. The notice shall include all information as required by section 228 (4) of the Incorporated Societies Act 2022.

32.3 Resolution: Any resolution to remove the society from the Register of Incorporated Societies must be passed by two thirds majority of all members present and voting.