

**THE RULES
OF
THE NAPIER CLUB (INCORPORATED)**

(as at 15/2/89) updated 17/5/89

1. The Club shall be called "THE NAPIER CLUB (INCORPORATED)" and shall be registered under "The Incorporated Societies Act 1908".

OBJECTS

2. The objects of the Club are:
To carry on the Club heretofore carried on in Napier under the name of THE NAPIER CLUB and for such purposes to -
 - (a) Take over and manage the property of the Club known as THE NAPIER CLUB.
 - (b) Hold any necessary Charter or Licence.
 - (c) Purchase or otherwise acquire land or interests in land and to borrow money on mortgage or otherwise for the purposes of the club.
 - (d) Generally to hold and deal with the Club's property in the interests of and for the benefit of Club members.
 - (e) To conduct and carry on in Napier a Social Club for the benefit of members of the Club.
3. Members shall consist of:
 - (a) All persons who are members of The Napier Club at the date of the coming into force of these Rules.
 - (b) All persons who shall thereafter become members in accordance with the Rules of the Club.

INVESTMENT OF SURPLUS FUNDS

4. The surplus funds of the Club may be invested by the committee in the name of the Club in such securities as are approved by the Committee. Deeds and other documents in connection with investments shall be prepared by the Solicitor of the Club, and certified by him as in order, and all dividends and interest arising out of such investment shall go to augment the funds of the Club.

MANAGEMENT

5. The general affairs of the Club shall be managed by a Committee elected in accordance with these Rules, who shall have control of

funds and all assets of the Club and who shall from time to time make, alter, or repeal such by-laws and regulations consistent with the General Rules as they may think necessary or expedient for the well being of the Club and their regulations and decisions on all questions shall be binding until set aside by a Special General Meeting or the Annual General Meeting of the Club to be assembled as herein after directed.

COMMITTEE

6. The Committee shall consist of the President, Vice-President, the Immediate Past President and seven other members, five to form a quorum. The President, the Vice-President and three members of the Committee who shall retire by rotation shall be elected by ballot at each Annual General Meeting and shall hold office for one year and until the election of their successors. Each candidate for election must be proposed by one member and seconded by another and the name of the candidate, with the signature of the candidate's proposer and seconder, must be posted on the notice board of the Club for twenty-one days preceding the date of ballot.
7. Voting papers shall be prepared, on which shall be printed the names of all candidates for election to the offices of President and Vice-President and members of the Committee, and shall be posted to members at least fourteen days prior to closing of the ballot. Each member shall strike out from the voting paper the name of any candidate against whom he desires to vote. He shall leave un-cancelled the name of any candidate for whom he desires to vote. In the case of the election of the President and Vice-President he shall vote for one candidate for each office, and in the case of the election of the Committee for the number of candidates required to fill all the vacancies.
8.
 - (a) No member shall vote by proxy. Any member who desires to vote as provided by Rule 8 shall place his voting paper in an envelope which shall by the Club be provided and marked "Voting Paper", and affix his signature on the slip to be attached thereto.
 - (b) Scrutineers may either be appointed by the meeting, or in order to expedite the result of the election, be nominated by the President who may instruct them to commence the count at any time after closing time of the Ballot.

9. At the close of the ballot or earlier as provided in Rule 8 the Scrutineers shall open the voting papers, count the votes for and against each candidate, and announce the result to the Chairman of the meeting, without giving numbers.

In the event of a tie for any position being balloted for, the Scrutineers shall decide the tie by lot.

10. In the event of a vacancy occurring on the committee, the remaining members of the Committee shall fill such vacancy for the unexpired term of office.
11. The Committee shall hold meetings whenever called together by the Secretary or by the President, or the Vice-President, and at least one days notice of Committee Meetings shall be given to each member of the Committee.
12. The President, or the Vice-President, or in their absence one of the members present, shall take the chair at all Committee Meetings, and the Chairman shall have both a deliberate and casting vote.
13. Any member of the Committee absenting himself from three consecutive meetings, without permission of the Committee, shall on the resolution of the Committee to that effect, cease to be a member thereof, and the provisions of Rule 10 shall apply.
14. The Committee shall have power in the Corporate name of the Club to enter into any agreement or agreements it may think necessary or expedient in the interests of the Club and to execute any transfer lease assignment or mortgage of the Club's assets or any of them. Any such agreement, transfer, lease, assignment or other document shall bear the common seal of the Club and the common seal shall be deemed to be properly affixed thereto if affixed in accordance with Rule 76.

BORROWING

15. The Committee may from time to time at their discretion borrow for the purpose of the Club from any person, company or bank, any sum or sums of money, either without security or upon the security of all or any of the Club's assets and effects, either under legal mortgages or charges with powers of sale and other usual powers and debentures or bonds of the Club, and on such terms and conditions as to rate of interest or otherwise as the lender and the Club shall arrange.

SECRETARY AND TREASURER

16. The Committee shall from time to time appoint a Treasurer and a Secretary, or Secretary/Manager, who shall hold office at its pleasure. One person may hold all or any of those offices, and the holder of any such office need not necessarily be a member of the Club. All appointees as defined in this Rule can attend Committee meetings at the pleasure of the Committee, but without voting rights.

SIGNING OF CHEQUES

17. All cheques issued by the Club shall be signed either by the Secretary and one member of the Committee, or by two members of the Committee.

FINANCIAL YEAR

18. The financial year of the Club shall end on the 31st day of May in each year.

AUDIT OF ACCOUNTS

19. The Accounts of the Club shall be audited annually by an Auditor or Auditors to be appointed by the members assembled at the Annual General Meeting at a fee to be fixed by the Committee.

HOUSE & SUB-COMMITTEES

20. The Committee at its first meeting after each Annual General Meeting shall appoint not less than three Committee members to be a House Committee, the members whereof shall continue in office until the next following Annual General Meeting, unless sooner removed by death, resignation, resolution of the Committee or otherwise. All vacancies in the House Committee occurring in the meantime shall be filled by the Committee.
21. The President at the first committee meeting following an Annual General Meeting, shall appoint from the current committee members such sub-committees deemed necessary to manage the various activities of the Club, the members thereof shall continue in office until the next following Annual General Meeting, unless sooner removed by death, resignation, resolution of the Committee or otherwise. All vacancies in the Sub-Committees occurring in the meantime shall be filled by the President.

22. The House and/or Sub-Committees shall carry out the directions of the Committee, and see that the Rules and By-laws for the government of the Club are properly carried into effect.
23. The House and/or Sub-Committees shall hold an ordinary meeting at least once in every calendar month, two to form a quorum. Any member of the House and/or Sub-Committees may cause a Special Meeting thereof to be held at any time, by the Secretary giving to each member as much notice thereof as possible.
24. Every member of the House and/or Sub-Committees failing to attend three consecutive meetings shall, at the option of the Committee, cease to be a member thereof.

MEMBERSHIP

25. The number of members paying a full annual subscription shall not exceed 400 or such other greater or smaller number as may be determined by the Club in General or Special Meeting from time to time and of which due notice has been given in accordance with these Rules.
 - (a) Each candidate for admission must be of legal age,
 - (b) The name of each candidate for admission as a member other than a reciprocal member shall be proposed and seconded by two members and shall be submitted to the Committee through the Secretary on a proposal card in approved form. The Committee after making such investigation as it deems fit of the character, business, social standing and general eligibility of the person proposed shall consider the nomination and proceed to vote thereto and if a majority vote be in favour of the candidate (and the Chairman of the meeting shall have a casting vote in the event of equality of voting) then the name of the candidate shall be posted on the notice board of the Club.
 - (c) Members shall be elected by ballot at a General Meeting. The name of the candidate, with the signature of the proposer and seconder in the form provided, must be posted on the notice-board of the Club for twenty one days next preceding the date of the ballot.

(d) It shall be necessary for a person seeking to become a reciprocal member of the Club within the meaning of those words as defined by Rule 36 to be elected by ballot.

26. No member of less than one year's standing, and no member whose subscription is currently in arrears for two calendar months shall have the privilege of proposing or seconding a candidate for election.
27. No candidate shall, unless with the express permission of the Committee, be eligible for election until he shall have been resident in the Provincial District of Hawke's Bay for six months next preceding the date of his nomination.
28. Voting papers shall be prepared, on which shall be printed the names of all candidates for election, together with the names of the proposer and seconder of each, and these shall be posted to members at least fourteen days prior to the ballot. Each member shall strike out from the voting paper the name of any candidate against whom he desires to vote. He shall leave un-cancelled the name of any candidate for whom he desires to vote. He shall write the words "No vote" against the name of any candidate for whom he does not desire that his vote should be recorded.
29. (a) No member shall vote by proxy. Any member who desires to vote shall place his voting paper in an envelope which shall by the Club be provided and marked "Voting Paper", and affix his signature on the slip to be attached thereto and either place in the Club Ballot Box or post under separate cover to the Secretary who shall so place it in the Ballot Box. The Ballot Box shall be opened at the time notified on the Ballot Paper closing time by the Secretary who shall check the signature slips and having withheld any votes which under those Rules are not entitled to be recorded, remove the said signature slips and hand the remaining unopened envelopes to the Scrutineers appointed for that purpose.
- (b) Scrutineers may either be appointed by the Meeting, or in order to expedite the result of the election, be nominated by the President who may instruct them to commence the count at any time after the closing time of the Ballot within one hour before the closing time of the Ballot.
30. At the close of the ballot the Scrutineers shall open the voting papers, count the votes for and against each candidate, and announce the result to the Chairman of the meeting without giving the numbers. One

adverse vote for any six positive votes shall exclude the candidate, but only if such adverse votes are equivalent to more than five per centum of the number of members for the time being eligible to vote at such meeting.

31. No rejected candidate shall be re-proposed for election within the space of twelve calendar months after rejection, unless with the sanction of a majority of the whole of the Committee at a meeting convened for the purpose of considering the question.
32. On the election of each new member, the Secretary shall notify the fact to him, furnishing him at the same time with a copy of the Rules, and stating the amount of the entrance fee and the annual subscription, on payment of which within one month he shall be enrolled on the books of the Club, and become entitled to its privileges.
33. Any member may resign his membership at any time by notifying his resignation in writing, under his own hand, to the Committee, and thereupon he shall, ipso facto, cease to be a member of the Club; but no such resignation shall relieve any member from the payment of any subscription or other money due or payable by him, or from his proportion of any of the outstanding liabilities of the Club for which he is liable under these Rules or any of them at the time of such resignation.
34. Any person who has voluntarily ceased to be a member of the Club may be re-elected at any time at a General Meeting in the manner prescribed for the election of new members, on payment of an Entrance Fee as determined by the Committee, but no ex-member shall on re-election be required to pay an entrance fee if he has resigned from the Club within the previous 3 years.
35. The entrance fee shall be such proportion of the Annual Subscription as may from time to time be determined at a General Meeting or a Special General Meeting called for that purpose, but no entrance fee shall be payable by a Reciprocal Member.
36. (a)(i) The Annual Subscription payable by members for each financial year shall be determined at a General Meeting held during that year, or at a Special General Meeting called for that purpose.

(a)(ii) The Annual Subscription payable by members residing outside a distance of 40 kilometres by road from the Club premises shall be one half of the Annual Subscription determined under

Rule 36. (a) (i) or as determined from extraordinary circumstances in Rule.

- (a)(iii) The Annual Subscription payable by members who have on the 1st day of June in that year attained the age of 65 years and have been a member of the Club for not less than 10 years, shall be one half of the amount determined under Rule 36 (a) (i).
- (a)(iv) The Annual Subscription payable for Club members of thirty years standing shall be one quarter of the amount determined under rule 36. (a) (i).
- (b) The annual subscription for a Reciprocal Member shall be \$5.00.

Note - For the purposes of these Rules a Reciprocal Member shall mean and include any member of this Club, and of any other Club with whom this Club shall have made or may hereafter make an agreement for reciprocal membership, and only during the currency of such agreement.

- (c) Any member who shall have been admitted for membership without payment of Entrance Fee and who continues not to be liable for Entrance Fee shall be dis-entitled to a share of the disposition of the assets of the Club as provided by Rule 77, and shall not be deemed to be a member for the purpose of Rule 77.
- (d) This Rule shall not in any way limit the power of members assembled at the General Meeting convened in accordance with these Rules to increase from time to time the amount of such Entrance Fee and Subscription as members, or the requisite majority of them, shall think fit.
- (e) This Rule shall not in any way limit the discretionary power of the Committee convened in accordance with the Rules to vary, waive or remit Entrance and Annual Subscription Fees payable by any Club member on compassionate grounds.

37. Members elected at Meetings other than the Annual General Meeting, shall be charged one-fourth only of the Annual Subscription for each quarter until the expiry of the current financial year.

38. If a newly-elected member does not pay this Entrance Fee and Subscription within one month after his election, his election may be declared void at the discretion of the Committee.
39. The Annual Subscription is due on the first day of June in each year. No member shall be entitled to vote at that meeting either for election of members, or for any other purpose, if his subscription has been in arrears for two calendar months.
40. Interest at the rate of ten dollars per centum shall be added to all subscriptions other than full or maximum subscriptions unpaid after two calendar months in each year. This Rule shall not apply to members for the time being absent from New Zealand.
41. Any member whose subscription is unpaid for a period of two months subsequent to the first of June of that year shall at the discretion of the Committee cease to be a member of the Club. This Rule shall not apply to members for the time being absent from New Zealand.
42. Any member who shall be absent from the Provincial District of Hawke's Bay for twelve consecutive calendar months shall be liable for a proportionate amount only of his Annual Subscription due at the date of his departure. He shall during his absence retain full membership by payment at the rate of 7.5 per centum of the Annual Subscription determined under Rule 36. (a) (i), and upon his return shall again become liable for a proportionate part of his full subscription for the remainder of the then current year.
43. No member retiring from the Club, or ceasing, from any cause to be a member, shall be entitled to, or have any claim upon the property of the Club or any portion thereof.

LIFE MEMBERS

44. On the recommendation of the Committee any General Meeting may on the votes of two thirds of the members present thereat, elect any member of the Club of not less than ten years standing to be a life member. Any member so elected shall be entitled to all the privileges of membership, without payment of any subscription, but shall be subject to the Rules and By-laws of the Club.

GENERAL AND SPECIAL MEETINGS

45. At all meetings of the Club, the President, or the Vice-President, or a member of the Committee, or in the event of their absence some

member to be elected by the meeting shall be the Chairman of the meeting. The Chairman shall have a deliberate and casting vote at such meeting.

46. An Annual General Meeting of the Club shall be held during either July or August, with power of adjournment, fourteen days prior notice of such meeting, and of the business to be discussed thereat, must be sent by the Secretary to each member. The business of the meeting shall be to elect the President and the Vice-President for the ensuing year and the necessary Committee numbers and new members, to receive from the Committee a Report and a Statement of the financial affairs of the Club for the past year, to amend the Rules and to discuss any other business of which due notice has been given.
47. A Special General Meeting of the Club may be called by the Committee, on their own motion, or on the written request of 20 members of the Club. All Special General Meetings shall have the same powers as an Annual Meeting, provided that twenty-one days notice of the subject matter to be discussed at such meeting shall be posted in the Club, and fourteen days prior notice of such meeting shall be sent to each member.
48. No General Meeting shall be competent to transact business, excepting the election of new members, as provided by Rule 29, unless at least 20 effective members be present and vote: and no proposition for altering or adding to or repealing the Rules, or dealing with the property of the Club shall be adopted without the sanction of a majority consisting of two thirds of the members present at a General Meeting and voting thereto.
49. No subject but that which relates to the affairs of the Club shall ever be brought forward or proposed at any General Meeting.
50. All resolutions passed at any meeting of the Club shall be conclusive and binding on all members of the Club, whether they shall be present at such meeting or not, provided that such meetings are held in conformity with the Rules.
51. Quarterly General Meetings shall be held on such days and times as shall be fixed by the Committee, with power of adjournment, for election of new members, and for such other business as may be necessary.
52. Notice of all General Meetings, and of the business to be transacted thereat, shall be exhibited in the Club, and notice thereof shall be

posted not later than fourteen days before such meeting to every member.

53. In ordinary cases the mode of voting shall be by show of hands; but if required by a majority of the members present, by actual division or ballot. In all cases of voting the matter shall be decided by a majority, except in cases otherwise expressly provided for by these Rules.
54. All meetings, whether of Committee or members, to transact any business of the Club shall be held at the Club House or such other place as the Committee may from time to time decide.
55. Any member wilfully infringing the Rules or Regulations of the Club or becoming a defaulter, or whose conduct in or out of the Club after his election shall, in the opinion of the Committee, be derogatory to the character of a gentleman, or prejudicial to the interest of the Club, shall be subject to suspension or expulsion as herein after provided. Charges of this nature shall first be considered by the Committee, who, if they consider such a course necessary, shall direct the Secretary to inform the member of the charge brought against him with a view of giving him an opportunity of explaining his conduct to the Committee. The Secretary shall, if called upon by any such member to do so, within seven days after such member shall be notified of the charge brought against him, call a meeting of the Committee for the purpose of allowing such member to explain his conduct. Should such member decline or fail to satisfactorily explain his conduct, the Committee shall convene a Special General Meeting of the Club, before which they shall lay their report on the subject. The opinion of the meeting shall be ascertained by ballot, when if two thirds of the members present shall decide that such member has merited suspension, he shall be suspended for any period not exceeding twelve calendar months, during which period such member shall not be entitled to any of the privileges of the Club. If two-thirds of the members present at such meeting shall decide that the accused member has merited expulsion, he shall be expelled, and shall forthwith cease to be a member of the Club.
56. The Club Rooms shall be open and ready for the reception of members at a time or times to be provided for in the By-laws, and shall be finally closed at the hour for the time being fixed by the Committee; after which hour no game shall be played or refreshments provided except on special occasions by direction of the Committee.
57. All suggestions shall be made to the Secretary in writing or entered and signed by the member complaining, in a book to be kept for that

purpose in the reading room of the Club. Such suggestion shall be laid before the Committee at its next ensuing meeting, and an answer sent by the Secretary under its direction.

58. Subject to such regulations as the Committee or House Committee may make, any member of the Club shall have the privilege of introducing friends to the Club provided that such member shall remain in the company of his friend throughout the duration of the visit of his friend. All member's friends must be duly signed into the visitors book provided in the Club entrance.
59. All servants of the Club shall be appointed by the House Committee, and shall be under the control of the House Committee.
60. 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.
61. Servants of the Club shall not be sent out of the Club House by members except as the House Committee may from time to time sanction.
62. All complaints of any inattention or improper conduct of a servant shall be stated in a letter signed by the member complaining, addressed to the Secretary, and shall be by him laid before the House Committee with as little delay as possible.
63. No member shall bring a dog into the Club on any pretext whatsoever.
64. No member of the Club shall take away from the Club Room in which it is customarily kept, or deface, tear, or damage any newspaper, book, pamphlet, or other article the property of the Club.
65. Any member breaking or damaging any article belonging to or in the use of the Club shall pay to the Secretary the necessary cost of replacing such article, the price to be fixed by the House Committee.
66. Games which may be deemed by the Committee gambling games shall not be allowed in the Club.

HONORARY MEMBERS

67. No person residing within a radius of 20 kilometres of the Club premises or who is under the legal age shall be eligible for honorary membership of the Club.
68. Any person eligible for honorary membership may be admitted as an honorary member by any member of the Committee upon being proposed by a member whereupon the name of the honorary member shall be entered in a book to be kept for that purpose. No member whose subscription is in arrears for two calendar months may propose or second any person as an honorary member.
69. The period of admission under the last preceding Rule shall be one calendar month, during which no fee or subscription shall be charged. After the expiry of such calendar month the admission may be extended by the Committee, upon application of the proposer, from month to month for a period not exceeding six consecutive months, upon payment of such subscription as the Committee may decide.
70. No person admitted as an honorary member shall be re-admitted within six calendar months from the expiry of his previous honorary membership without a resolution of the Committee sanctioning such re-admission.
71. Honorary members shall make themselves acquainted with and observe the Rules of the Club. The member who proposes an honorary member shall be held responsible for his obligations for the first month of his membership.
72. Persons who have been proposed and seconded for membership may, at the discretion of the Committee, be admitted as honorary members for the period between their being proposed and seconded and their being submitted to the ballot.
73. The Committee shall have power to revoke the admission of any honorary member at any time.
74. No honorary member shall be permitted to attend or vote at any meeting of members of the Club, or to bring into the Club Rooms or entertain therein any strangers.

COMMON SEAL

75. The Club shall have a Common Seal, which shall be affixed to documents and contracts made by the Club in the presence of the Secretary and any two members of the Committee, and the Committee shall at all times have control of the Common Seal.

DISSOLUTION AND REPEAL

76. On application in writing made to the Committee by twenty effective members signifying their desire that the Club should be dissolved, a Special General Meeting shall be called to consider the question, at which meeting the votes of a majority of the effective members on the books of the Club shall be necessary to carry the proposition for dissolution, and upon such resolution being carried the assets of the Club shall, subject to the liquidation of the then existing liabilities, be disposed of as shall be determined by the members in general meeting.
77. It is expressly declared (anything in these Rules to the contrary notwithstanding) that nothing in these Rules shall be construed to modify or limit the right of members, convened for the purpose in accordance with these Rules, to add to, vary, amend or repeal these Rules, or any of them by a resolution passed by a two-third majority of those present at a general meeting of which fourteen days notice has been given, and subject to the provisions of Section 21 of "The Incorporated Societies Act 1908" any such amendment, addition, variation, or repeal, whether such amendment, addition, variation, or repeal, shall be valid and effective, and shall, when passed and registered, be binding on all members of the Club without reference to the date of the commencement of their membership.
78. The above Rules shall unless where otherwise expressly provided come into force on the registration of same under the Incorporated Societies Act 1908.

