

**Articles of Association  
of  
Christchurch Disc Golf Club Incorporated**

**THE CLUB**

**1 Name and Date**

- 1.1 The name of the club is Christchurch Disc Golf Club Incorporated (hereinafter the “Club”).
- 1.2 The Club is constituted by resolution dated 4th November 2018.

**2 Registered Office**

- 2.1 The Registered Office of the Club is 86A Memorial Avenue, Ilam, Christchurch 8053, New Zealand.

**3 Purposes of the Club**

- 3.1 The purposes of the Club are:

- (a) to promote, maintain and develop the sport of disc golf;
- (b) to do anything necessary or helpful to the above purposes.

- 3.2 Pecuniary gain is not a purpose of the Club.

- 3.3 The purposes of the Club are charitable, bearing in mind especially:

- (a) the improvements that disc golf brings to the health and well-being of players, families and communities;
- (b) the benefits that disc golf brings to wider society (including the potential for reduced youth delinquency, revitalisation of parkland areas, a reduction in littering, vandalism and other anti-social activities, and improved personal safety in public parks);
- (c) the potential for wide uptake of the sport (including young and old, girls and boys, men and women, the fit and the less fit);
- (d) ease of access to play.

**4 Geographic Focus**

- 4.1 The efforts of the Club shall be devoted mainly (but not necessarily exclusively) to the city of Christchurch and the province of Canterbury.

**5 Disc Golfer’s Code**

- 5.1 Members of the Club shall observe (and encourage all players to observe) the international code:

- (a) Play smart. *Never throw into a blind area or when players, spectators, pedestrians, or other facility users are within range. Use a spotter.*
- (b) Respect the course. *Observe all posted rules. No littering, graffiti, or abuse of equipment or flora.*

- (c) Represent the sport. *Be responsible and teach others.*

## **MANAGEMENT OF THE CLUB**

### **6 General Committee**

6.1 The Club shall have a General Committee, comprising the following persons:

- (a) the Chairman or Chairwoman (hereinafter the “Chairman”);
- (b) the Secretary;
- (c) the Treasurer; and
- (d) such other Members as the Club shall decide.

6.2 Only Members of the Club may be General Committee Members.

6.3 Members must be at least 16 years of age in order to be appointed to the General Committee, except that the Chairman, Secretary and Treasurer must all be at least 18 years old.

6.4 There shall be a minimum of five General Committee Members (including the Chairman, Secretary and Treasurer), and a maximum of nine. Nine shall be the preferred number.

6.5 The core responsibilities of the Chairman, Secretary and Treasurer are fixed and must remain separate (a different person must occupy each role). Other responsibilities (or portfolios) may be assigned and reassigned between any General Committee Members as the Club sees fit. See also Article 11 below.

### **7 Appointment of General Committee Members**

7.1 At an Annual General Meeting or Extraordinary General Meeting, the Club Members may decide by majority vote:

- (a) how large the General Committee shall be (subject to the constraints of Article 6.4 above);
- (b) who shall be the Chairman, Secretary and Treasurer;
- (c) who else shall be appointed to the General Committee.

7.2 The term of appointment of General Committee Members shall be until the next Annual General Meeting.

### **8 Cessation of General Committee Membership**

8.1 Persons cease to be General Committee Members when:

- (a) their term expires; or
- (b) they are removed by majority vote of Members at an Extraordinary General Meeting; or
- (c) they resign by giving written notice to the General Committee.

8.2 If a person ceases to be a General Committee Member, that person must within one month give to the General Committee all Club documents and property in their possession.

## **9 Nomination of General Committee Members**

- 9.1 To be eligible for election to the General Committee, a Club Member must be resident in Canterbury, nominated in writing to the Secretary by another Club Member, and seconded by another Club Member, as set out in Articles 23.11 and 23.12 below.
- 9.2 Elections to the General Committee are made by majority vote of Club Members at an Annual General Meeting or Extraordinary General Meeting, as set out in sections 23 to 26 below.
- 9.3 If the position of Chairman, Secretary or Treasurer falls vacant between Annual General Meetings, the General Committee may appoint any of their number to fill that vacancy until the next Annual General Meeting.
- 9.4 In the event that the number of elected General Committee Members falls below five voting members, or if for any reason the General Committee is unable to fill the position of Chairman, Secretary or Treasurer, the Club shall without undue delay call an Extraordinary General Meeting (or if appropriate bring forward the date of the next Annual General Meeting) in order to fill the vacancy or vacancies by election.
- 9.5 In the event that a General Committee Member position other than Chairman, Secretary or Treasurer falls vacant, the General Committee may at its discretion co-opt any willing Club Member to fill the vacant position until the next Annual General Meeting of the Club. A Member so co-opted to the General Committee shall have no voting rights on the Committee.
- 9.6 In special circumstances (for example unforeseen projects or workload) the General Committee may at its discretion co-opt any willing Club Member to the General Committee on a temporary basis. A Member so co-opted to the General Committee shall have no voting rights on the Committee.
- 9.7 The positions of Chairman, Secretary and Treasurer may not be filled by co-opted Members of the General Committee, but must be filled by Members of the General Committee elected by Club Members at an Annual General Meeting or Extraordinary General Meeting.

## **10 Role of the General Committee**

10.1 Subject to these Articles of Association, the role of the General Committee is:

- (a) to administer, manage and control the Club;
- (b) to carry out the purposes of the Club, and use money or other assets to do so;
- (c) to manage the Club's financial affairs, including approving the annual financial statements for approval at Annual General Meetings;
- (d) to set accounting policies in line with generally accepted accounting practice;
- (e) to delegate responsibility and co-opt General Committee Members as necessary;
- (f) to ensure that all Club Members follow these Articles of Association;
- (g) to decide how a person becomes a Club Member, and how a person ceases to be a Club Member;
- (h) to decide the times and dates for Annual General Meetings, Extraordinary General Meetings, and Member's Hearings, and to set the agenda for such meetings;
- (i) to decide the procedures for complaints;

(j) to set Membership fees, including subscriptions and levies;

(k) to make rules, regulations and bylaws as it sees fit.

10.2 The General Committee has all of the powers of the Club, unless the Committee's power is limited by these Articles of Association, or by a majority decision of the Club at an Annual General Meeting or Extraordinary General Meeting.

10.3 Decisions of the General Committee bind the Club, unless the Committee's power is limited by these Articles of Association or by a majority decision of the Club at an Annual General Meeting or Extraordinary General Meeting.

## **11 Roles of General Committee Members**

11.1 The Chairman is responsible for:

- (a) ensuring that the Articles of Association are followed;
- (b) convening Meetings and establishing whether or not a quorum is present (half of the General Committee at a General Committee Meeting, 9 Club Members at a Club Meeting);
- (c) chairing Meetings, deciding who may speak and when;
- (d) overseeing the operation of the Club;
- (e) providing a report on the operations of the Club at each Annual General Meeting.

11.2 The Secretary is responsible for:

- (a) recording the minutes of Meetings;
- (b) keeping the Register of Members;
- (c) holding the Club's records, documents, and books except those required for the Treasurer's function;
- (d) receiving and replying to correspondence as required by the General Committee;
- (e) forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by Club Members at an Annual General Meeting;
- (f) advising the Registrar of Incorporated Societies of any changes to these Articles of Association.

11.3 The Treasurer is responsible for:

- (a) keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (b) preparing annual financial statements for presentation at each Annual General Meeting (these statements should be prepared in accordance with the Club's accounting policies, see article 10.1d above);
- (c) providing a financial report at each Annual General Meeting;
- (d) providing financial information to the General Committee as determined by them.

- 11.4 The responsibilities (portfolios) of other General Committee Members shall be as decided by the General Committee from time to time. These responsibilities may include, but are not limited to:
- (a) course maintenance and repair;
  - (b) course design and redesign;
  - (c) training, education, outreach and development;
  - (d) communications and information technology, including social media;
  - (e) the direction of tournaments and leagues;
  - (f) fundraising, sponsorship and promotion.

## **12 General Committee Meetings**

- 12.1 General Committee Meetings may be held face-to-face, by video or telephone conference, or in any format determined by the General Committee.
- 12.2 No General Committee Meeting may be held unless more than half of the General Committee Members are present.
- 12.3 The Chairman shall chair General Committee Meetings, or if the Chairman is absent, the General Committee shall elect another General Committee Member to chair that meeting.
- 12.4 Decisions of the General Committee shall be made by majority vote of General Committee Members present and voting. In the event of an equal (tied) vote, the motion, resolution or decision does not pass. There shall be no casting (or second) vote.
- 12.5 Only General Committee Members present at a General Committee Meeting may vote at that Meeting (Members are reminded of Article 12.1 above).
- 12.6 Subject to these Articles of Association, the General Committee may regulate its own practices.
- 12.7 The Chairman (or the General Committee Member elected to chair the meeting) shall adjourn the meeting if necessary.
- 12.8 If within half an hour after the time appointed for a General Committee Meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by the Chairman of the Club. If at such an adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments.

## **CLUB MEMBERSHIP**

### **13 Types of Members**

- 13.1 Membership may comprise different classes as determined by the Club.
- 13.2 Members have the rights and responsibilities set out in these Articles of Association.
- 13.3 Members must be at least 16 years of age and resident in Canterbury in order to vote at Club Meetings, propose or second Members for election to the General Committee, and to propose or second Motions for consideration at Club Meetings. Other than these, non-resident Members and Members under 16 years of age have all other rights of Members.

## **14 Admission of Members**

14.1 To become a Member, a person (hereinafter “the Applicant”) must:

(a) complete an application form, if required by these Articles of Association, or by the General Committee; and

(b) supply any other information that the General Committee requires.

14.1 The General Committee may interview the Applicant when it considers Membership applications.

14.3 The General Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The General Committee shall advise the Applicant of its decision, and that decision shall be final.

14.4 Once an Annual General Meeting has been notified (see Article 23.2 below), new Club Members may not be admitted until after conclusion of that Annual General Meeting.

## **15 The Register of Members**

15.1 The Secretary shall keep a register of Club Members (hereinafter the “Register”), which shall contain the names, dates of birth and contact details of all Members, and the dates at which they became Members.

15.2 If a Member’s contact details change, that Member shall give the new details to the Secretary.

15.3 Each Member shall provide such other details as required by the General Committee.

15.4 Members shall have reasonable access to the Register of Members.

## **16 Cessation of Membership**

16.1 Membership lasts until the next Annual General Meeting of the Club, but may be renewed annually thereafter subject to payment of Membership fees and any other requirements of the General Committee.

16.2 Any Member may resign by giving written notice to the Secretary.

16.3 Membership may be terminated in the following way:

(a) If for any reason whatsoever, the General Committee is of the view that a Member is breaching the Articles of Association, or acting in a manner inconsistent with the purposes, bylaws and other rules of the Club, or acting in a manner that brings the Club into disrepute, the General Committee may give written notice of this to the Member (hereinafter “General Committee’s Notice”). The General Committee’s Notice must:

(i) explain how the member is breaching these Articles of Association, or acting in a manner inconsistent with the purposes, bylaws and other rules of the Club, or acting in a manner that brings the Club into disrepute;

(ii) state what the Member must do in order to remedy the situation; or state that the member must write to the General Committee giving reasons why the General Committee should not terminate the Member’s Membership; or both;

(iii) state that if, within 14 days of the Member receiving the General Committee’s Notice, the General Committee is not satisfied, the Club may at its absolute discretion immediately terminate the Member’s Membership;

- (iv) state that if the General Committee terminates the Member's Membership, the Member may appeal to the Club;
- (b) 14 days after the Member received the General Committee's Notice, the General Committee may at its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice (hereinafter "Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Club at the next Club Meeting by giving written notice to the Secretary (hereinafter "Member's Notice") within 14 days of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be heard at a Club Meeting held within the following 28 days. Such a Meeting is known as a "Membership Hearing". If the Member so chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (hereinafter "Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary's receipt thereof. If the Member is not satisfied that the other Club Members have had sufficient time to consider the Member's Explanation, the Member may defer his right to be heard until the following Club Meeting.
- (d) When the Member is heard at a Membership Hearing, the Club may question the Member and General Committee Members.
- (e) The Club shall then by majority vote decide whether to reinstate the Member, or to let the termination stand (the Motion being to re-instate the Member).
- (f) If the Member defers his right to be heard until the following Club Meeting, then this shall be the first item of business at that meeting (in order that the Member may not be unfairly deprived of his right to speak and vote).

16.4 Should there be any conflict between Article 16.3 and any other Article, Article 16.3 shall take precedence.

## **17 Obligations of Members**

17.1 All Members of the Club (including General Committee Members) shall:

- (a) in good faith follow the rules and obligations set out in these Articles of Association, and as set out in the Club's Bylaws, if any, as set out from time to time;
- (b) promote the purposes of the Club;
- (c) be a worthy representative and ambassador of the Club to others;
- (d) do nothing to bring the Club into disrepute;
- (e) respect the privacy of Members and their personal information held by the Club.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **18 Use of Money and Other Assets**

18.1 The Club may only use money and other assets if:

- (a) it is for a purpose of the Club;
- (b) it is not for the sole personal or individual benefit of any Member; and

- (c) that use has been approved by either the General Committee or by a majority vote of members at an Annual General Meeting or Extraordinary General Meeting.

## **19 Joining Fees, Subscriptions and Levies**

If any Member does not pay a subscription or levy by the date set by the General Committee or the Club, the Secretary may give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Club) have no Membership rights and shall not be entitled to participate in any Club activity.

## **20 Additional Powers**

20.1 The Club may:

- (a) employ people for the purposes of the Club;
- (b) exercise any power that a trustee might exercise;
- (c) invest in any investment in which a trustee might invest;

(d) borrow money and provide security thereto if authorised by a majority vote of Members at an Annual General Meeting or Extraordinary General Meeting.

## **21 Financial Year**

21.1 The financial year of the Club begins on 1st January and ends on 31st December.

## **22 Assurance on the Financial Statements**

22.1 The Club shall appoint a suitable person or organisation to compile its annual financial statements. If the Club appoints a compiler who is unable to act for some reason, the General Committee shall appoint another compiler as replacement.

22.2 The General Committee is responsible for providing the Reviewer with:

- (a) access to all information of which the General Committee is aware that is relevant to the preparation of the financial statements such as records, statements, documentation and other information;
- (b) additional information that the Reviewer may request from the General Committee for the purpose of the review; and
- (c) reasonable access to persons within the Club from whom the reviewer deems it necessary to obtain information or evidence.

22.3 The Reviewer shall be appointed by majority vote of the General Committee, and confirmed by majority vote of Members at an Annual General Meeting or Extraordinary General Meeting.

22.4 An audit of the Club's annual financial statement by a suitably qualified professional auditor shall be conducted if:

- (a) required by the General Committee; or
- (b) required by majority vote of Members at an Annual General Meeting or Extraordinary General Meeting.



## **CONDUCT OF CLUB MEETINGS**

### **23 Club Meetings**

23.1 Club Meetings are of four kinds:

- (a) the Annual General Meeting, which shall be held once every year no later than five months after the Club's financial year end (see Section 21.1 above);
- (b) an Extraordinary General Meeting, which may be called by the General Committee at any time;
- (c) a Membership Hearing, at which only the Membership matters specific to that Hearing may be heard and voted on (see Article 16.3 above wherein rules specific to Membership Hearings are set out);
- (d) an Annual General Meeting Convened by Members, which is a special kind of Annual General Meeting (see Section 28 below wherein rules specific to such Meetings are set out).

23.2 The Secretary shall give all Members at least 30 days written notice (but not more than 60 days notice) of the date, time and place of any Annual General Meeting or Extraordinary General Meeting, and 10 days written notice of the business to be conducted at that Meeting.

23.3 The Secretary shall provide all Members, as appropriate, with:

- (a) copies of the Chairman's report on the Club's operations;
- (b) copies of the Annual Financial Statements as approved by the General Committee;
- (c) a list of nominees for election to the General Committee;
- (d) notice of any Motions and the General Committee's recommendations relative to these Motions.

23.4 If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more of the Members do not receive the notice.

23.5 All current Members may attend and vote at Club Meetings. Voting rights are subject to residence requirements (see 13.3 above).

23.6 No Club Meeting may be held unless at least 9 members attend (which constitutes a quorum).

23.7 Club Meetings shall be chaired by the Chairman. If the Chairman is absent, the Club shall elect another General Committee Member to chair the Meeting.

23.8 On any given Motion at a Club Meeting, the Chairman shall in good faith determine whether to vote by:

- (a) voice (acclaim);
- (b) show of hands; or
- (c) secret ballot (which must be used at any Membership Hearing).

23.9 Before any Motion is voted upon at a Club Meeting, any Member may request that the vote be by secret ballot. If the Chairman in his absolute discretion does not agree, the matter shall be put to a

special vote, requiring a majority, or at least 9 Members (including the Member requesting) to ensure that a secret ballot be held. Such special vote shall be by show of hands.

23.10 The business of an Annual General Meeting shall include:

- (a) receiving any minutes of the previous Annual General Meeting and of any other Club Meetings held since the previous Annual General Meeting;
- (b) the Chairman's report on the Club's operations;
- (c) the annual financial statements of the Club as approved by the General Committee and presented by the Treasurer;
- (d) election of nominated and seconded General Committee Members as notified to the Secretary;
- (e) Motions to be considered, which may include confirmation of the Reviewer of the Club's financial statements for the current financial year;
- (f) general and other business (if any).

23.11 Any Club Member may nominate any other Member for election to the General Committee. Such nomination must be given to the Secretary in writing at least 20 days before the date of the Annual General Meeting or Extraordinary General Meeting at which General Committee Members are to be elected. A Member may not nominate himself.

23.12 A Member nominated for election to the General Committee must also be seconded by a Member other than the nominating Member. Secondment must be given to the Secretary in writing at least 20 days before the date of the Annual General Meeting or Extraordinary General Meeting at which General Committee Members are to be elected. A Member may not second himself. If a Member is nominated, but not seconded, he shall not be eligible to stand for election.

23.13 The Secretary shall make minutes of previous Club Meetings available for inspection by any Club Member on request.

## **24 Adjournment of Club Meetings**

24.1 The Chairman shall adjourn any Club Meeting if necessary.

24.2 If within half an hour after the time appointed for a Meeting a quorum is not present, the Meeting, if convened by request of Members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairman. If at such an adjourned Meeting a quorum is not present, the Meeting shall be dissolved without further adjournments. The Chairman may with the consent of any Club Meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

## **25 Motions at Club Meetings**

25.1 Any Club Member may request that a Motion be voted on (hereinafter a "Member's Motion") at a particular Club Meeting by giving written notice to the Secretary at least 20 days before that Meeting. The Member may also provide information in support of the Motion. The Member's Motion must be seconded by another Club Member. The General Committee may at its absolute discretion decide whether or not the Club will vote on the Motion. However, if the Member's Motion is signed by at least 9 Members:

- (a) it must be voted on at the Club Meeting chosen by the Member; and

(b) the Secretary must give the Member's Information to all Members at least 10 days before the Club Meeting chosen by the Member.

25.2 The General Committee may also decide to put forward motions for the Club to vote on (known as "Committee Motions"), which shall be duly notified.

## **26 Voting at Club Meetings**

26.1 Decisions made at Club Meetings shall be by majority vote of those Members present and voting, except that Motions to alter or replace these Articles of Association shall require a two-thirds majority (see section 27 below).

26.2 If the vote on any Motion at a Club meeting is tied, it shall be recounted. If still tied after recounting, the Motion does not pass. There is no casting (or second) vote.

26.3 Elections shall be held to all 9 General Committee positions at each Annual General Meeting. In addition, elections to General Committee positions may be held at an Extraordinary General Meeting in order to fill any vacant position or positions, according to the needs of the Club.

26.4 At all Annual General Meetings, and at any Extraordinary General Meeting at which elections are held to fill more than one vacant General Committee Member position, elections shall be carried out strictly in the following order:

(a) Chairman;

(b) Secretary;

(c) Treasurer;

(d) Up to 6 ordinary General Committee positions (6 at Annual General Meetings).

26.5 Where a General Committee Member position is contested by only one candidate, the ballot given to Members shall allow a "Yes" or "No" vote for the candidate. This allows Members a vote of no confidence in the candidate, as well as allowing a successful candidate to gauge the popularity of their proposed policies. In order for the candidate to be elected, he or she must secure more "Yes" votes than "No" votes. If the candidate secures an equal number of "Yes" and "No" votes, these shall be recounted. If after recount the vote is still tied, the candidate is not elected.

26.6 Where the position of Chairman or Secretary or Treasurer is contested by two candidates, the ballot given to Members shall allow Members to vote for one candidate or the other (but not both). The candidate who secures the most votes shall be elected. In the event of a tied vote, there shall be a recount. If still tied after recount, the election shall be decided by the toss of a coin, overseen by the Chairman of the Meeting with the approval of voting Members present.

26.7 Where the position of Chairman or Secretary or Treasurer is contested by three or more candidates, the ballot given to Members shall allow Members to number candidates in order of preference, 1,2,3, etc., with 1 being their most preferred candidate, 2 being their next preferred candidate, and so on. There is no requirement for Members to number more than 1 candidate, however, it is recommended that they do so. When voting is finished, the ballots shall be gathered and tallied in rounds as follows:

(a) The number of "1" votes for each candidate shall be counted. If any candidate secures more than half of the "1" votes cast, he or she is duly elected.

(b) If no candidate secures more than half of the "1" votes in the first round, the candidate with the least "1" votes shall be eliminated from the ballot, and the votes of Members who voted for the eliminated candidate shall be transferred to the candidate that they ranked "2". Votes shall then be

recounted and if any candidate secures more than half of the “1” votes plus transferred “2” votes, he or she is duly elected.

(c) If no candidate secures more than half of “1” and transferred “2” votes in the second round, the process shall be repeated as necessary (the candidate with the least votes shall be eliminated from the ballot, and the votes of Members who voted for the eliminated candidate shall be transferred to their next ranked candidate) until such time as a single candidate has secured more than half of votes, when he or she is duly elected.

(d) In the event of a tied count (whether to eliminate a candidate, or to elect a candidate), there shall be a recount. If the vote is still tied, the elimination or election shall be decided by countback, that is, by reference to the votes received by the candidates in the previous round, failing which the round before that, and so on. In the case of elimination, the candidate who secured the least votes in the previous round or rounds is eliminated. In the case of election, the candidate who secured the most votes in the previous round or rounds is duly elected.

(e) In the unlikely event of a tied vote for elimination or election of a candidate that cannot be resolved by countback, the matter shall be decided by coin toss or similar random method, overseen by the Chairman of the Meeting with the approval of voting Members present.

26.8 Candidates may if they wish put themselves forward for election to two different General Committee Member positions (henceforward “dual candidates”), being one of Chairman or Secretary or Treasurer, plus as an ordinary General Committee Member. This is to ensure that good candidates are not lost to the General Committee simply because they fail to be elected as Chairman, Secretary or Treasurer (and also to encourage healthy competition for these positions). Should any candidates put themselves forward for two positions, the following procedures take effect:

(a) Once a dual candidate is duly elected to the position of Chairman or Secretary or Treasurer, then that candidate is eliminated from the subsequent ballot or ballots for ordinary General Committee Member elections.

(b) Once a dual candidate fails to be elected to the position of Chairman or Secretary or Treasurer, then that candidate stands in the subsequent ballot or ballots for ordinary General Committee Member elections.

26.9 Where there are more candidates for ordinary General Committee Member positions than vacancies (e.g. 7 or more candidates for the 6 ordinary General Committee Member positions at Annual General Meetings), elections to these positions shall be carried out as follows:

(a) The ballot given to Members shall allow them to cast a single vote for up to as many candidates as there are vacancies to be filled (6 vacancies at Annual General Meetings).

(b) The candidates securing the most votes are duly elected.

(c) In the event of a tie, the votes shall be recounted. If still tied, the election shall be decided by coin toss or similar random method overseen by the Chairman of the Meeting with the approval of voting Members present.

26.10 Where there are the same or fewer candidates for General Committee Members as vacancies (e.g. 6 or fewer candidates for the 6 General Committee Member positions at Annual General Meetings), election is decided for each candidate by Yes/No vote according to the method set out in Article 26.5 above.

26.17 Votes may be gathered, counted and tallied by General Committee Members, or by tellers appointed by them.

- 26.18 Votes of individual Members shall be kept strictly secret.
- 26.19 The Secretary shall publish the results of elections for each position without undue delay.
- 27.20 Club Meetings are preferably to be held in person, but the General Committee may at its sole discretion decide to hold meetings by video conference should circumstances warrant (e.g. at times of epidemic or pandemic).

## **27 Altering the Articles of Association**

- 27.1 The Club may alter or replace these Articles of Association at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 27.2 Any proposed Motion to amend or replace these Articles of Association shall be given in writing to the Secretary at least 20 days before the Club Meeting at which the Motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 27.3 At least 10 days before the Club Meeting at which any change to the Articles of Association is to be considered, the Secretary shall give to all Members written notice of the proposed Motion, the reasons for the proposal, and any recommendations by the General Committee relative to the Motion.
- 27.4 When a change to these Articles of Association is approved by a Club Meeting, no change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **DISFUNCTION OF THE GENERAL COMMITTEE**

### **28 Remedies Available to Members in the Event of General Committee Disfunction**

- 28.1 If a Club Member or Members find that one or more General Committee Members, or the General Committee as a whole, are not discharging their duties or obligations properly as set out in these Articles of Association, there are processes and remedies available to them, including:
- (a) discussing the matter with the General Committee Member or Members, or with the General Committee as a whole;
  - (b) tabling and voting on Motions at Club Meetings;
  - (c) nominating, seconding and electing General Committee Members at Annual General Meetings or Extraordinary General Meetings.

However, there is a need to provide an effective remedial mechanism to Members in the unlikely, but possible, event that the Club ceases to hold Annual General Meetings within a timely manner as set out in Articles 21.1 and 23.1(a) above. This mechanism is set out in Article 28.2 below.

- 28.2 In the event that the Club does not hold an Annual General Meeting within a timely manner as set out in Articles 21.1 and 23.1(a) above, Club Members may proceed as follows:
- (a) any 9 or more Club Members may give written notice, signed by all of them, and citing this Article, to the Secretary, requesting that the Club issue notification of an Annual General Meeting within 30 days, copied in good faith to the Chairman and Treasurer (however, if the Chairman and/or Treasurer fail to receive their copies, this does not invalidate the written notice given to the Secretary);
  - (b) members of an Annual General Meeting, the 9 or more Club Members may elect one of themselves to perform the role of Acting Secretary for the sole purpose of giving notice of an Annual General Meeting (known as an “Annual General Meeting Convened by

Members”), citing this Article, and otherwise following the obligations for such notification as set out elsewhere in these Articles of Association;

- (c) At the Annual General Meeting so convened, the order of business shall include:
  - (i) under the guidance of the Acting Secretary, the election of a Club Member to chair the Meeting;
  - (ii) the election of General Committee Members as nominated, seconded and notified;
  - (iii) all other business usually conducted at an Annual General Meeting (see 23.10 above);
  - (iv) the setting of dates for the completion of any important business that cannot be completed at the Meeting (for example, the approval of annual financial statements, if not ready).

28.3 Should there be any conflict between Article 28.2 and any other Article, Article 28.2 shall take precedence, except that Article 16.3 shall take precedence over Article 28.2.

## **WINDING UP**

### **29 Winding up of the Club**

If the Club is wound up:

- (a) the Club's debts, costs and liabilities shall be paid;
- (b) surplus money and other assets of the Club may be disposed of by resolution, or according to the provisions of the Incorporated Societies Act 1908 (or any subsequent amendment thereof);
- (c) no distribution may be made to any Member;
- (d) physical assets of the Club shall be sold at fair market value, or gifted to an appropriate registered New Zealand charity or charities active in disc golf or in the youth and/or sports fields;
- (e) non-cash financial assets and investments of the Club shall be liquidated in an orderly manner and/or sold or otherwise realised into money at fair market value;
- (f) physical assets of the Club which are part of installed disc golf courses (e.g. baskets, tee pads, signage) may exceptionally be gifted to a government body appropriate to each course (e.g. a Crown agency, the local Council, the local Community Board) for charitable purposes;
- (g) surplus money or assets of the Club, after payment of the Club's debts, costs and liabilities, and after sale, disposal or liquidation of all physical and non-cash assets of the Club as set out in clauses (a) to (f) above shall be gifted to an appropriate registered New Zealand charity or charities active in disc golf or in the youth and/or sports fields."

## **OTHER MATTERS**

### **30 Bylaws**

30.1 The General Committee may from time to time make, alter or rescind bylaws for the general management of the Club, so long as these are not repugnant to these Articles of Association or to the provisions of law. All such bylaws shall be binding on Members of the Club. A copy of the bylaws

for the time being (if any) shall be made available by the Secretary for inspection by any Member on request.

### **31 Common Seal**

31.1 The General Committee shall provide a common seal for the Club and may replace it with a new one from time to time.

31.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the General Committee. Every document to which the common seal is affixed shall be signed by two persons, being any two of Chairman, Secretary and Treasurer.

### **32 Definitions, Interpretation, and Matters not Covered by the Articles of Association**

32.1 In these Articles of Association:

- (a) “money or other assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Club;
- (b) “Club Meeting” means any Annual General Meeting, any Extraordinary General Meeting, or any Membership Hearing, but not a General Committee Meeting.
- (c) “use money or other assets” means to use, handle, invest, transfer, give apply, expend, dispose of, or in any way deal with, money or other assets.
- (d) “written notice” may be (but is not limited to) by hand, by post, by courier, by electronic means (including e-mail, website posting and social media), by advertisement in newspapers or periodicals (whether in hard copy or electronic form), or by any combination of these methods.

32.2 In these Articles of Association, it is assumed that:

- (a) where a masculine is used, the feminine is included (for example he includes she, Chairman includes Chairwoman);
- (b) where the singular is used, plural forms of the noun are also inferred.

32.3 Headings are for reference, and are not a part of these Articles of Association. Where the term “section” or “sections” is used in these Articles of Association, it refers to the text of the Article or Articles between headings.

32.4 Ambiguities in, and matters not covered in these Articles of Association shall be decided upon by the General Committee at its sole discretion. If the General Committee deems it appropriate, it may refer its interpretation or decision on any such matter to a subsequent Club Meeting for ratification and/or record.

### **33. IRD Requirements**

33.1 No Member of the Club or any person associated with a Member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm’s length transaction (being open market value). See Article 18 above.

33.2 No addition to or alteration of the Articles relating to Purposes, Winding Up, or anything to do with personal benefit, shall be made which affect the tax exempt status/non profit body status. The provisions and effect of this Article shall not be removed from this document and shall be included into any document replacing this document. See article 27 above.

*This is the third revision to the Articles of Association, incorporating changes approved by Members at the Annual General Meeting on 23MAY21 (replacement of Article 22.1 removing the need for a Chartered Accountant to review the Club's annual financial statements), and at the Annual General Meeting of 24MAY22 (change to Article 23.10(c) removing the need for a separate and redundant Treasurer's Report, and adding Article 26.20 allowing Club Meetings to be held by video conference in appropriate circumstances).*

*The second revision to the Articles of Association was approved by Members at the Extraordinary General Meeting on 11NOV18. The only change was to Article 29 (Winding Up), which has been removed and replaced in its entirety.*

*The first revision to the Articles of Association was approved by Members at the Extraordinary General Meeting on 23rd February 2020. Revised sections were: 6.4 (minor deletion), 22 (minor re-wording), 26 (major change, whole section re-written), and 33 (new section).*

*The original Articles of Association were approved by Members at the Extraordinary General Meeting on 04NOV18.*