

# Constitution of Parnell Cricket Club Incorporated

Adopted at the Annual General Meeting held on 29 July 2025

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Name:  
Member

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Name:  
Member

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Name:  
Member

**Constitution**

**of the**

**Parnell Cricket Club Incorporated**

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## **1.0 Name and Colours**

- 1.1 The name of the Club is Parnell Cricket Club (Incorporated)
- 1.2 The colours of the Club shall be maroon and gold.

## **2.0 Registered office**

Upon adoption of this Constitution the Registered Office of the Club shall be situated at 32b Shore Road, Parnell, Auckland. The situation of the registered office may, however, from time to time be changed by the Board following which the Registrar of Incorporated Societies shall be notified accordingly.

## **3.0 Objects of Parnell Cricket Club**

- 3.1 The objects of the Club are:
  - The facilitation of cricket for the residents of Parnell and neighbouring suburbs;
  - To provide the organisation and infrastructure for enjoyment of the game and the fulfilment of potential for members of all ages;
  - The advancement and promotion of sports other than cricket as the Board considers appropriate;
  - To administer all the assets, rights, privileges and liabilities of the Club; and
  - To do all such other things as may be incidental or conducive or reasonably required to achieve the attainment of these objects.
- 3.2 The Club undertakes to co-operate with and assist the New Zealand Cricket Association, Auckland Cricket Association and the Eastern Districts Cricket Association, and such other authorities both local and national in promoting and advancing the game of cricket.

## **4.0 Definitions**

In this Constitution, the following terms have the meaning set out below:

- 4.1 “Act” means the New Zealand Incorporated Societies Act 2022, including any regulations made under that Act, and any amendments or replacement legislation.
- 4.2 The “Board” means those Members elected to the Club’s Committee as provided for in this Constitution.
- 4.3 The “Chair” means the Board Member elected as the Chair under clause 6.1 and may also be referred to as Chairperson,

Chairman, or Chairwoman.

- 4.4 The “Club” means the Parnell Cricket Club Incorporated.
- 4.5 “Code of Conduct” means the written set of standards, expectations, and rules of behaviour adopted by the Club (and as amended from time to time), that apply to all Members and Officers.
- 4.6 “Conflict of Interest” means any financial or other interest held by a Member or Officer that could reasonably be perceived to influence their decision making on Club matters.
- 4.7 The “Financial Year” means, in each year, the period that shall commence on the 1st day of May of that year and end on the 30th day of April in the following year both dates included.
- 4.8 A “Junior Playing Member” is a Playing Member under the age of 18 years who participates in the Junior Section.
- 4.9 The “Junior Section” means the Junior Section of the Club providing for cricketing activities of Junior Playing Members.
- 4.10 “Life Member” means a member of the Club elected as such under clause 5.3.
- 4.11 “Member” means any Life Member, Playing Member or Non-Playing Member of the Club.
- 4.12 “Membership” means membership of the Club in the capacity of a consenting Member whose name is entered in the Register of Members in accordance with these Rules and the Incorporated Societies Act 2022.
- 4.13 “Non-Playing Member” has the meaning given to that term in clause 5.3.
- 4.14 “Officer” means any Member of the Board or any other person who occupies a position that allows them to exercise significant influence over the management or administration of the Club and includes any person who is an Officer under section 46 of the Act. An Officer must be at least 16 years of age, not be disqualified under section 47 of the Act, and must have consented in writing to be an Officer of the Club.
- 4.15 “Parent” means the natural parent or legal guardian of a Junior Playing Member who has been identified under clause 16.7.2.
- 4.16 “Person” means individual person and excludes any corporation, society or body corporate.

- 4.17 "Playing Member" has the meaning given to that term in clause 5.3.
- 4.18 The "Playing Year" means the period from 1 September to 30 April both dates included.
- 4.19 The "Rules" means this Constitution and includes any by-laws of the Club made in accordance with this Constitution.
- 4.20 The "Senior Section" means the Senior Section of the Club providing for cricketing activities of Playing Members who are not Junior Playing Members.

## **5.0 Membership**

- 5.1 Any person who wishes to become a Member must complete the application form prescribed by the Board. Upon receipt of an application for membership and payment of any subscription payable or fixed under clause 5.6 the Board shall have the sole discretion to either accept or decline the application.
- 5.2 Every applicant for membership must provide their consent to become a member of the Club. Consent may be given in writing or by electronic means and must be recorded by the Club in its membership records.
- 5.3 The categories of membership will be as follows:
- Playing Member, being any person admitted to the membership of the Club in terms of this Constitution and who, in respect of each Playing Year, actively participates in games or sporting events organised by or participated in by the Club but who in so doing is not a Junior Playing Member.
  - Life Member.
  - Non-Playing Member, being
    - (a) any person other than a Playing Member or Life Member who shall be admitted to the membership of the Club in terms of this Constitution; or
    - (b) a Parent of a Junior Playing Member in respect of any Playing Year as described in clause 16.7 of this constitution; or
    - (c) any person invited by the Board, at its sole discretion, based on their historical or expected future involvement with the Club, longstanding association, and/or alignment with the Club's values and Objects.

- Junior Playing Member, being any person admitted to the membership of the Club in terms of this Constitution and who shall in respect of each Playing Year actively participate in games or sporting events organized by or participated in by the Junior Section of the Club.
- 5.4 Any person may, if nominated by the Board, be elected at any Annual General Meeting as a Life Member. The nominee for election as a Life Member must receive either the unanimous support of the meeting, or if a vote is called for, a minimum of seventy five per cent (three quarters) of the votes cast by the Members at such a meeting,
  - 5.5 All memberships, apart from Life Membership, shall be renewed annually. A membership shall be deemed to have been renewed upon receipt by the Board of the subscription determined as being payable in respect of any Financial Year under clause 5.6.
  - 5.6 The Board shall recommend the amount of all subscriptions and fees payable to the Club in respect of the Financial Year by Playing Members, Junior Playing Members, and Non-Playing Members, to the Members for confirmation at the Annual General Meeting. All such subscriptions shall be due at the commencement of the Playing Year.
  - 5.7 Life Members shall not be liable to pay any subscription.
  - 5.8 Any Member who wishes to resign from membership of the Club must tender his or her resignation to the Secretary in writing, but shall continue to be liable for any unpaid subscription, fines, arrears and other monies due to the Club at the date of his or her resignation.
  - 5.9 Membership of the Club may be terminated by the Board in accordance with the Rules prescribed in this Constitution.
  - 5.10 Members shall be responsible for advising the Honorary Secretary of any change of addresses or contact details.
  - 5.11 The Club must maintain a Register of Members that includes, for each Member, the full name, address, contact details, membership start date, date of cessation and any required changes. The Register will be updated promptly when the Club becomes aware of changes to the Member's details.

## **6.0 The Board**

- 6.1 The Board shall comprise the Chairman, Honorary Secretary, Honorary Treasurer and Board members elected at an AGM.



- 6.2 The Board will comprise a minimum of 7 members and a maximum of 9 members at any given time, subject to any vacancy which may arise under clause 6.5.
- 6.3 The composition of the Board will ideally reflect our broad membership. It must be such that it comprises at least two representatives from each of the Junior, Senior Male and Female Sections of the Club.
- (a) All Officers must:
- Be at least 16 years old;
  - Not be disqualified under section 47(3) of the Act;
  - Consent in writing to act as an Officer.
- (b) Officers have duties under the Act, including to:
- Act in good faith and in the best interests of the Club;
  - Exercise powers for proper purposes;
  - Comply with the Act and this Constitution;
  - Exercise reasonable care and diligence;
  - Avoid reckless trading and incurring obligations the Club cannot perform.
- 6.4 The Board shall have the power to appoint sub-committees for any purpose it deems necessary. Any such sub-committee shall have such powers and duties as the Board may from time to time determine.
- 6.5 Should any vacancy arise by the death or resignation or otherwise of any Officer or of any member of the Board (the "Departee") the remaining members of the Board may fill such vacancy by the appointment of any Member from the same section of the Club as the Departee who is willing to fill such vacancy until the next Annual General Meeting. If no nomination is provided by the next meeting, a nominee from either section of the Club is acceptable.
- 6.6 Notwithstanding clause 6.3 if a motion proposed at the Annual General Meeting is passed by either the unanimous support of the meeting, or if a vote is called for, a minimum of seventy five per cent (three quarters) of the Members present the requirement for the Board to have equal sectional representation may be removed

for the upcoming year.

- 6.7 The Board must appoint at least one and no more than three Contact Officers. A Contact Officer must:
- Be at least 18 years of age;
  - Ordinarily reside in New Zealand;
  - Be an Officer of the Club and not disqualified under section 47 of the Act.
- (a) The Registrar will be notified of the name and contact details of each Contact Officer, and of any change in those details.
- 6.8 Each person appointed to the Board shall serve a term of one (1) year. At the conclusion of each term, each Board member shall be eligible for re-appointment at the AGM, in accordance with this constitution.

## **7.0 Responsibilities of the Board**

- 7.1 The Board shall act as the governing body of the Club and generally administer the Club's affairs so that the Club may achieve the purpose and objects of the Club set out in clause 3.0. The Board shall furnish a report to each Annual General Meeting of the workings, operation and activities of the Club during the preceding Financial Year.
- 7.2 The Board will be responsible for the control and investment of the Club's funds, including preparation of an annual budget for each Financial Year.
- 7.3 The Board will be responsible for general operations, asset management and strategic planning for the Club, including capital works planning.
- 7.4 The Board shall appoint such employees as it deems necessary to perform and manage the business and operations of the Club. Board Members may not be employees of the Club.
- 7.5 The Board is responsible for overseeing all disciplinary and dispute resolution matters. The Board must ensure:
- All disciplinary matters referred to the Club, by any Member, Auckland Cricket Association, or any other person, are managed in accordance with the Code of Conduct and the procedures set out in clause 18.0;
  - All disputes relating to the Club, including those between

Members or between a Member and the Club, are managed in accordance with the procedures set out in clause 27.0, including compliance with Schedule 2 of the Act;

- The Board may not itself act as the decision maker in any dispute if this would breach the requirements in clause 27.0.

## **8.0 Board meetings**

- 8.1 The Board shall meet as required, either at the discretion of the Chair or upon the request of any two Board members, with a minimum of six meetings per year.
- 8.2 Notice of each Board meeting shall be given at least one week in advance to every Board Member. Notice may be sent by post or email and is deemed given when posted or sent.
- 8.3 The Chair shall preside over all Board meetings. If the Chair is absent, the Board members present shall elect a Chair for that meeting.
- 8.4 A quorum for Board meetings is four Board members. Decisions shall be made by a majority of those present, and shall be binding on the Board
- 8.5 If there is an equality of votes on any resolution at two consecutive Board meetings, the Chair may call a Special General Meeting of the Club in accordance with clause 13.0.
- 8.6 The Board must maintain a Register of all Conflict of Interest disclosures made by Officers. A summary of these disclosures must be presented at each AGM, in accordance with section 64 of the Act.
- 8.7 Any Officer who has a financial or personal interest in a matter being considered by the Board must:
  - Disclose the nature and extent of the interest as soon as practicable;
  - Ensure the interest is recorded in the Club's Conflict of Interests Register;
  - Not vote on the matter, however, will be counted in the quorum for that decision under clause 8.4.
- 8.8 A member of the Board may be disqualified and removed from office if they fail to attend three consecutive Board meetings without the prior consent of the Board. Such consent shall not be unreasonably withheld.

- 8.9 A Board member may be disqualified and removed from office if, in the opinion of a majority of the Board, they make any public statement or take any action that may harm the welfare or reputation of the Club.
- 8.10 A Board member may resign by giving written notice of their intention to do so to the Board. The resignation takes effect immediately upon receipt of the notice.
- 8.11 A resolution in writing, signed or assented to by all Board members, is as valid as if it had been passed at a Board meeting. The resolution may consist of one or more documents in the same or similar form, including copies exchanged by email or other electronic means.

## **9.0 Responsibilities of the Chairman**

The responsibilities of the Chairman shall be:

- Overseeing the overall operation of the Club;
- Acting as spokesperson for the Club;
- Representing the Club, or by delegating this responsibility as approved by the Board;
- Liaising with the Senior and Junior Sections of the Club on strategic matters;
- Chairing Board Meetings, Annual General Meetings and Special General Meetings;
- Presenting a report on the previous year's operations at each Annual General Meeting;
- Advising the Registrar of Incorporated Societies of any alteration to the Rules or change to the Club's registered office.

## **10.0 Responsibilities of the Honorary Secretary**

The responsibilities of the Honorary Secretary shall be:

- To oversee applications for membership, the Register of Members, and all Notices and correspondence requested by the Board.
- To ensure that the Register of Members is maintained in accordance with clause 5.11 and the Section 79 of the Act.
- To liaise with the Senior and Junior Sections of the Club regarding cricketing activities and communications with other organisations.

- To keep correct minutes of all Board Meetings, Annual General Meetings and Special General Meetings.

## **11.0 Responsibilities of the Honorary Treasurer**

The responsibilities of the Honorary Treasurer shall include:

- Managing the Club's funds and banking arrangements.
- Maintaining accurate financial records and preparing a duly audited set of Financial Statements for presentation at the AGM.
- Liaising with the Board in preparing the seasonal budgets, and monitoring expenditure throughout the year.
- Ensuring the Club meets all applicable statutory financial reporting obligations.

## **12.0 Annual General Meeting**

12.1 The Annual General Meeting of the Club shall be held within 6 months of the end of the Financial Year, and no later than 15 months after the previous AGM, at such place, date and time as the Board shall determine, in accordance with the Act.

12.2 The regular business of the Annual General Meeting shall take precedence over all other business and includes:

- Apologies
- Condolences
- Confirmation of Minutes of Previous Annual General Meeting
- Adoption of the Annual Report and Financial Statements
- Elections:
  - Chair,
  - Honorary Secretary and Honorary Treasurer
  - Chair of the Senior and Junior Sections
  - Board Members
  - Life Members
  - Patron
- Approval of annual subscription as recommended by the Board
- Appointment of Auditor

- General Business

12.3 All Members shall have the right to attend an Annual General Meeting or a General Meeting but only those permitted by clause 16.1 to vote shall be entitled to speak and to vote at such General Meeting.

### **13.0 Special General Meetings**

- 13.1 A Special General Meeting of the Club may be called by resolution of the Board, requisition signed by at least 15 Members, or requisition by the Chair under clause 8.5. In all cases, the resolution or requisition must state the purpose and intended business of the meeting.
- 13.2 The Board must call a Special General Meeting within 14 days of passing a resolution or receiving a valid requisition under clause 13.1.

### **14.0 Notice of General Meetings**

Notice of the Annual General Meeting or any Special General Meeting must be given at least ten (10) days in advance to all Officers, Board members and Members entitled to vote. Notice shall be sent to each Member's email address as recorded in the Register of Members. If no email address has been provided, notice must be sent to the physical or postal address recorded in the Register.

### **15.0 Chair of General Meetings**

The Chair shall preside at all General Meetings if present. If the Chair is absent, the Members present shall elect one of their number to act as Chair for that meeting.

### **16.0 Voting power**

- 16.1 Voting rights at General Meetings are limited to:
- Playing Members aged 18 years and over,
  - Life Members,
  - Current Board Members; and
  - One Parent of a Junior Playing Member, as identified under clause 16.7.2 (subject to clause 16.3).
- 16.2 Playing Members under 18, Junior Playing Members, and other Non-Playing Members do not have voting rights. A quorum for an Annual General Meeting or Special General Meeting is fifteen Members aged 18 or over who are eligible to vote.
- 16.3 A Member may not vote at a General Meeting if they, or in the case of a Parent, the Junior Playing Member on whose behalf they are identified, are in arrears with their subscription.
- 16.4 All questions at General Meetings shall be decided by a show of

hands, unless a ballot is demanded by two or more Members may demand a ballot. Where a ballot is demanded, it shall be conducted in a manner determined by the Chair.

- 16.5 The decision of a majority of those Members present and entitled to vote shall be binding, unless specified otherwise in this Constitution.
- 16.6 At all General Meetings and Board meetings in the case of an equality of votes, the person chairing the meeting shall have a (second) casting vote.
- 16.7 This clause applies to Junior Playing Members and their Parents:
  - 16.7.1 Junior Playing Members are not be eligible to vote and are not counted for quorum purposes.
  - 16.7.2 At the time of each Junior Playing Member's enrolment, one Parent must be nominated as the person entitled to act on the Member's behalf. That Parent shall hold membership rights as a Non-Playing Member.
  - 16.7.3 Any Parent identified under clause 16.7.2 shall be entitled to exercise all Non-Playing Member rights, including voting rights, in the relevant Financial Year.
  - 16.7.4 If there is any dispute within a family regarding the allocation of the Non-Playing Member membership rights, those rights cannot be exercised until the dispute is resolved and the Board has received written notice, of the resolution, to its satisfaction and in its sole discretion.

## **17.0 Organisational structure**

- 17.1 Senior and Junior Sections
  - 17.1.1 The Senior Section of the Club shall comprise those teams generally providing cricket for Members after leaving secondary school. The Junior Section will comprise those teams generally providing cricket for Members still enrolled in primary, intermediate or secondary education.
  - 17.1.2 The activities of each Section will be organised by the Club, including input from the respective committees.
  - 17.1.3 The committee of each Section shall be constituted as provided below in these rules, except that each committee may co-opt Members from time to time as deemed necessary to conduct its organisational business.
  - 17.1.4 Five committee members shall represent a quorum at

Senior, Junior/Youth and Female Committee meetings.

17.1.5 All material decisions made by the Senior, Junior/Youth and Female Committees shall be subject to ratification by the Board. The chairperson of each Committee will update the Board on the actions and activities of that Committee as is relevant.

17.1.6 If the Board deems it necessary to alter the organisational structure of the club to more effectively run the clubs activities then it is empowered to do so. Such decision shall be subject to ratification by the membership at the next Annual General Meeting.

## 17.2 Committees

17.2.1 The Committees will be the:

- Senior Committee;
- Junior/Youth Committee;
- Female Committee: and
- any additional committees as determined by the Board (each a Committee and together the Committees).

17.2.2 Each Committee will comprise of a chairperson, who will be a Board representative, as set out in clause 6.1 and a minimum of 3 other members.

17.2.3 The Committees will meet as required.

17.2.4 Minutes of Committee meetings will be kept electronically.

## 18.0 Discipline

18.1 The Board will be responsible for preparing and maintaining the Club's Code of Conduct. Furthermore the Board will ensure that at the start of each season Members of the Club are notified of the requirements of the Code of Conduct.

18.2 All Members shall conduct themselves in line with the expected conduct as prescribed in the Club Code of Conduct.

18.3 The Board shall adjudicate all disciplinary matters referred to the Club. Should the Board deem a member to have acted in a manner not in accordance with the Code of Conduct disciplinary



procedures will be as prescribed in the Code of Conduct or in the absence thereof as agreed by the Board. Such procedures shall include for right of appeal.

## **19.0 Constitution amendments**

- 19.1 Any revision, addition, alteration, amendment or revision of these Rules may be made at the Annual General Meeting or at any Special General Meeting, called for the purpose, and passed by a vote of at least three quarters of the Members present and voting thereat.
- 19.2 Notice of any proposed addition, alteration, or amendment shall be given to each Member in a notice convening the meeting in accordance with the procedures and provisions set out in this Constitution.
- 19.3 The Constitution may also be amended by written resolution signed by a majority of eligible voting Members, if these Rules permit such resolutions to be passed in lieu of a meeting, in accordance with sections 89 and 91 of the Act.

## **21.0 Auditor**

At each Annual General Meeting an auditor who is not a member of the Board shall be appointed at such remuneration (if any) as resolved by the Board. It shall be the duty of such auditor to audit the annual accounts and to certify that having compared them with the books and vouchers relating thereto, the accounts give a true and fair view.

## **22.0 Property**

- 22.1 The Board may without the sanction of a General Meeting adopt, ratify and confirm any mortgage, or other security given on any purchase or conveyance made or taken, or contract entered into by the Board on behalf of the Club.
- 22.2 All purchases, leases, investments, sales, mortgages, borrowing, contracts and other transactions authorised by such direction mentioned in the previous rule shall be made and conducted in the name of the Club in its incorporated capacity and all deeds and instruments affecting the same shall be in the name of the Club in its said capacity.

## **23.0 Payments to Members**

- 23.1 The Club's funds must be used solely to advance its purposes, and no Member may receive a private gain from the Club's income or property, except as allowed below.

- 23.2 The Club may pay a Member or Officer for services provided, reimburse reasonable expenses, or approve fair honoraria, provided the payment is reasonable and approved by the Board.
- 23.3 If any payment is proposed to an Officer, they must disclose their interest in accordance with section 62 of the Act and must not take part in any related decision, in accordance with section 63 and clause 8.7 of this constitution.
- 23.4 A Member must not participate in decisions about payments to themselves or any associated person.

## **24.0 Winding up**

- 24.1 If the Club is wound up, and after payment of all debts and liabilities there remains any surplus assets, those assets must not be distributed to Members but must be transferred to one or more not-for-profit entities with similar purposes to the Club, as determined by resolution at a General Meeting.
- 24.2 The Club's preferred recipient of any surplus assets is New Zealand Cricket. This recommendation should be considered by the liquidator when distributing surplus assets. The Club may amend or replace this recommendation, by resolution passed at a General Meeting, provided the new recipient is a not-for-profit entity with similar purposes.
- 24.3 No addition to, or alteration of, these Rules shall be permitted if it affects this winding up clause or permits any distribution of surplus assets to Members.

## **25.0 Not for Profit**

- 25.1 The Club is a not-for-profit organisation.
- 25.2 Notwithstanding clause 25.1 and 23.0, the Club may make payments to Members in order to reimburse Members for expenditure properly incurred on behalf of the Club and may make payment to Members for professional services rendered to the Club.

## **26.0 Indemnity and Insurance**

- 26.1 The Club may indemnify each Officer and employee for any costs incurred in any proceeding:
- that relates to liability for any act or omission in their capacity as an Officer or employee; and
  - in which judgment is given in their favour, or in which they are acquitted, or which is discontinued.
- 26.2 The Club may indemnify each Officer and employee in respect of:

- liability to any person other than the Club for any act or omission in their capacity as an Officer or employee, provided such liability is not criminal and does not arise from a failure to act in good faith and in the best interests of the Club;
  - costs incurred in defending or settling any claim or proceeding relating to such liability.
- 26.3 The Club may, with the prior approval of the Board, effect insurance for any Officer or employee in respect of:
- liability (excluding criminal liability) for any act or omission in their capacity as an Officer or employee; and
  - costs incurred in defending or settling any claim or proceeding relating to such liability.
- 26.4 costs incurred in defending any criminal proceeding brought in relation to such act or omission where the Officer or employee is acquitted.

## **27.0 Dispute Resolution**

27.1 If any dispute arises between:

- (a) two or more Members; or
- (b) one or more Officers and the Society; or
- (c) one or more members or Officers and the Society; and

the dispute relates to an allegation that:

- (d) a member or an Officer has engaged in misconduct; or
- (e) a member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act;
- (f) the Society has breached, or is likely to breach, a duty under this Constitution or the Act;
- (g) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged;

then any party involved with the dispute may make a complaint to the Board and the procedures contained in clause 2 to 8 (inclusive) of Schedule 2 of the Act shall be deemed to be included in this Constitution and shall apply to the resolution of the dispute.

27.2 The Board shall be the decision maker responsible for resolving the dispute provided that:

- (a) If the complaint relates to one or more Officers, that officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making;
  - (b) If the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Board's management of the dispute resolution process and decision making; and
  - (c) If the Board is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of clause 27.2(a), the Board must appoint an individual who is not a Member to manage the dispute resolution process and make a decision about the complaint.
- 27.3 After completing the dispute resolution processes provided for in clause 27.1, the Board or the independent person appointed pursuant to clause 27.2(c), (the decision maker) may:
- (a) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
  - (b) In the case of a complaint against a Member, suspend the Member's membership for a defined period or terminate the Member's membership; or
  - (c) In the case of a complaint against an Officer, remove the Officer from their role as an Officer (and, if the Officer is also a Member, the penalties in clause 5.9 could also be applied).

## **28.0 General**

- 28.1 No person other than a Member shall be allowed to use the Clubrooms or facilities unless introduced by a Member.
- 28.2 Any dispute or difference arising in the interpretation of the Rules or for any decision needed on a matter not particularly dealt with in the Rules shall be decided by the Board.