

Croatian Cultural Society Wellington Incorporated
Constitution
as at 27 July 2024

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1. NAME

The name of the organisation shall be the "Croatian Cultural Society Wellington Incorporated" and is hereinafter referred to as "the Club".

The registered office of the Club shall be 32 Hania Street, Mt Victoria, Wellington 6011.

2. OBJECTS

The objects for which the Club is established are:

- a. To promote and instil pride in Croatian identity and awareness (Hrvatstvo) in New Zealand by all legal means including promotion and cultivation of the teaching, speaking and conservation of the Croatian language and the teaching of Croatian history, literature, drama, folklore, customs, music and culture.
- b. To promote in New Zealand by all reasonable means the good name of Croatia and things Croatian and where possible to ensure through knowledge a good understanding of them.
- c. To promote and foster friendship, cooperation and goodwill between all people of Croatian descent, their families, and the people living in New Zealand.
- d. To provide a focal point and establish and maintain meeting places for the Croatian Community in Wellington.
- e. To initiate, organise and promote social functions, entertainment, intellectual, sporting, educational and cultural activities for the benefit of the Club and its members.
- f. To hold regular gatherings at which matters of interest to the Club its members and members of the Croatian Community can be discussed.
- g. To help the old, poor and needy members of the Club.
- h. To assist Croatian immigrants who have arrived in New Zealand by providing them with community and social support.

3. POWERS

The powers the Club shall have in pursuing its objects shall include powers:

- a. To raise funds or borrow money and accept the same by means of subscriptions, levies, donations, bequests, loans secured or unsecured, debentures and other fund-raising activities the Club or its members may arrange for the benefit of the Club, its members the Croatian Community and to further any of the other objects for which the Club is established.
- b. To purchase, take on lease, sublease rent, hire or otherwise acquire chattels and any land and/or buildings and to erect buildings, for the purposes of the Club either for use by or occupation by the Club or by way of investment and to sell, lease, sublease, rent, hire or otherwise dispose of upon any terms, the whole of, or any part of, such property and generally to manage the same.
- c. To give security for any borrowing by the Club over any of the Club's property.
- d. To invest and reinvest the money of the Club.
- e. Otherwise to do all things necessary and legal to attain any of the objects for which the Club is established.

4. MEMBERSHIP

- a. The Incorporated Societies Act 2022 requires the Club to always have a minimum number of 10 members.

- b. **Categories of Membership**

The Club has the following categories of membership; full, life, honorary, junior, and associate subject to nomination or application duly accepted or invitation as set down in this Constitution.

- i. **Full Membership**

Full membership is open to any person 18 years or over of any degree of Croatian origin or descent and any spouse of such a person who is a member of the Club. The membership status if

a full member who is the spouse of a full member of Croatian origin or descent who dies is not changed by that death.

ii. **Life Membership**

Full members may be admitted to life membership, as a mark of respect or honour or in recognition of service to the Club or to Croatia or the Croatian Community. Upon attaining the status of life membership, a member shall have no further liability to pay subscriptions.

iii. **Honorary Membership**

Honorary membership is open to any person who does not qualify for full membership and who is invited to join the Club without liability for subscription in recognition of special services to the Club, Croatia, or the Croatian Community, or in recognition of standing in the wider community or being in some other way particularly worthy of merit or recognition by such honour.

iv. **Junior Membership**

Junior membership is open to any person under 18 years of age of any degree of Croatian origin or descent.

v. **Associate Membership**

Associate membership is open to any person who does not qualify for full membership.

c. Obligations and Rights

- i. Every Member shall provide the Club with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Club of any changes to those details.
- ii. Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Club.
- iii. All Members (including Committee Members) shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- iv. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property) if all subscriptions and have been paid to the Club, but no Member or Life Member is liable for an obligation of the Club by reason only of being a Member.
- v. The Committee may decide what access or use Members may have of or to any premises, facilities, equipment, or other property owned, occupied, or otherwise used by the Club, including any conditions of and fees for such access or use.
- vi. **Access to Register of Members** - With reasonable notice and at reasonable times, the Membership Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.
- vii. **Access to other information** – A Member may at any time make a written request to the club for information held by the Club. The request must specify the information sought in sufficient detail to enable the information to be identified.
- viii. The Club must, within a reasonable time after receiving a request:
 - a. provide the information, or
 - b. agree to provide the information within a specified period, or
 - c. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - d. refuse to provide the information, specifying the reasons for the refusal.
 - e. Without limiting the reasons for which the Club may refuse to provide the information, the Club may refuse to provide the information if:
 - i. Withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - ii. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its Members, or
 - iii. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club, or
 - iv. withholding the information is necessary to maintain legal professional privilege, or
 - v. the disclosure of the information would, or would be likely to, breach an enactment, or

- vi. the burden to the Club in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
 - vii. the request for the information is frivolous or vexatious.
- f. If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Club
- i. that the Member will pay the charge; or
 - ii. that the Member considers the charge to be unreasonable
- g. Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020.

5. MEMBERSHIP APPLICATION NOMINATION AND INVITATION

a. Full and Associate

- i. Any person seeking membership of the Club as a full member or associate member shall complete in writing an application and consent for membership, in such form as the Executive Committee shall from time to time determine.
- ii. The applicant shall obtain nomination by a financial full member of the Club. The application shall be lodged with the Club Secretary.
- iii. Application for new membership is to be communicated to the membership one month before they are decided on by the Executive Committee.
- iv. Except in the case of a previous member who was expelled in accordance with a disciplinary process under this Constitution, if not less than 60% of the Executive Committee vote in favour of the applicant's admission to membership the applicant shall be admitted as a member in the category for which the applicant is qualified. If membership is declined the Committee shall not be obliged to give any reason for doing so.
- v. Where an applicant for membership has previously been expelled in accordance with a disciplinary process, the applicant can only be re-admitted to membership by resolution of members in a General Meeting on the recommendation of the Committee.

b. Junior

In the case of persons applying for junior membership the same application, nomination and admission clauses shall apply but the application may if necessary be completed by a legal guardian of the applicant on the applicant's behalf.

c. Life Membership

can be conferred and an invitation to Honorary Membership issued only by resolution of the members of the Club in general meeting following nomination by the Executive Committee.

6. CESSATION OF MEMBERSHIP

a. A member of the Club ceases to be a member:

- i. by tendering his or her resignation in writing to the Club, or
- ii. by death, or
- iii. If the Executive Committee of the Club votes for that member's expulsion in accordance with the disciplinary clauses set out in this Constitution and that member does not successfully appeal that decision, or
- iv. by cancellation of membership in accordance with clause 16.d.iii, or
- v. Upon dissolution of the Club.

b. Cessation of Membership will be effective from (as applicable):

- i. the date of death of the Member, or
- ii. the date of receipt of the notice of resignation by the Secretary (or any subsequent date stated in the notice of resignation), or
- iii. the date of termination of membership under this Constitution, or
- iv. the date specified in a resolution of the Committee, or
- v. the date of dissolution of the Club.

c. Obligations on Resignation or Termination

A member who resigns or whose membership is terminated under this Constitution:

- i. shall cease to hold himself or herself out as a Member of the Club, and

- ii. shall return to the Club all material provided to Members by the Club (including any of the Club's resources or documents).
- iii. shall cease to be entitled to any of the rights of a Club Member.

7. DISCIPLINARY PROCESS

- a. The Executive Committee has the obligation to enforce this Constitution, bylaws and regulations of the Club and to maintain harmony, good order and discipline in the Club. It has the power to caution, suspend or expel any member for misconduct, breach of this Constitution, bylaws or regulations of the Club, or for conduct against the interests and spirit of the Club and its objects. A suspension can be for such period of time as the Executive Committee considers appropriate or may be for an indefinite time and its end may be conditional on the suspended member satisfying or complying with obligations under this Constitution or obligations that the Executive Committee and the suspended member may agree.

b. **Dispute Resolution Procedures**

The Incorporated Societies Act 2022 Section 39 requires the procedures in the Club's Constitution relating to disputes to be consistent with the rules of natural justice. The following parts relate to the Incorporated Societies Act 2022.

i. **How complaint is made**

- a. A member or a committee member may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
 - i. states that the member or a committee member is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - iii. sets out any other information reasonably required by the Club.
- b. The Club may make a complaint involving an allegation against a member or a committee member by giving to the member or a committee member a notice in writing that—
 - i. states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution; and
 - ii. sets out the allegation to which the dispute relates.
- c. The information given under subclause (i)(b) or (ii)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- d. A complaint may be made in any other reasonable manner permitted by the Club's Constitution.

ii. **Person who makes complaint has right to be heard**

- a. A member or a committee member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- b. If the Club makes a complaint—
 - 1. the Club has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 2. a committee member may exercise that right on behalf of the Club.
- c. Without limiting the manner in which the member, a committee member, or Club may be given the right to be heard, they must be taken to have been given the right if—
 - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iii. an oral hearing (if any) is held before the decision maker; and
 - iv. the member's, committee member's, or Club's written statement or submissions (if any) are considered by the decision maker.

iii. **Person who is subject of complaint has right to be heard**

- a. This clause applies if a complaint involves an allegation that a member, committee member, or the Club (the **respondent**)—

- i. has engaged in misconduct; or
 - ii. has breached, or is likely to breach, a duty under the Club’s Constitution or bylaws or this Act; or
 - iii. has damaged the rights or interests of a member or the rights or interests of members generally.
 - b. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
 - c. If the respondent is the Club, a committee member may exercise the right on behalf of the Club.
 - d. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - i. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - iv. an oral hearing (if any) is held before the decision maker; and
 - v. the respondent’s written statement or submissions (if any) are considered by the decision maker.
- iv. **Investigating and determining dispute**
 - a. A club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
 - b. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner.
- v. **The Club may decide not to proceed further with complaint**

Despite clause 5, the Club may decide not to proceed further with a complaint if—

 - a. the complaint is trivial; or
 - b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or a committee member has engaged in material misconduct:
 - ii. that a member, committee member, or the Club has materially breached, or is likely to materially breach, a duty under the Club’s Constitution or bylaws or the Act:
 - iii. that a member’s rights or interests or members’ rights or interests generally have been materially damaged:
 - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
 - d. the person who makes the complaint has an insignificant interest in the matter; or
 - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - f. there has been an undue delay in making the complaint.
- vi. **The Club may refer complaint**
 - a. The Club may refer a complaint to—
 - i. a subcommittee or an external person to investigate and report; or
 - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
 - b. The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation).
- vii. **Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

 - a. impartial; or
 - b. able to consider the matter without a predetermined view.
- c. Any member who refuses or fails to attend any Executive Committee Meeting to which that member may have been required to attend to answer any charge of misconduct, breach of the Constitution,

bylaws or regulations of the Club, or any action against the spirit of the Club or its objects, may be suspended or expelled.

8. THE MODE IN WHICH THE CONSTITUTION OF THE CLUB MAY BE ALTERED, ADDED TO OR RESCINDED

- a. The name of the Club and its objects may be changed at any annual or special meeting of the Club but notice of any proposed change must be lodged with the Secretary at least one calendar month before the date of such a meeting and such change(s) cannot be made except by a 90% majority of the financial full members and or life members present at a meeting called for the purpose; provided however any change in accordance with this clause shall not be valid until registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 2022.
- b. The Constitution of the Club (other than the name of objects thereof) may be added to, rescinded or amended at any annual or special meeting of the Club, but notice of any proposed change must be lodged with the Secretary at least one calendar month before the date of the meeting and no clause can be altered, added to, amended or rescinded (in accordance with this paragraph) except by a 75% majority of the financial full members and life members present at that meeting. Any change of Constitution in accordance with this paragraph shall not be valid until registered by the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 2022.

9. MODE OF SUMMONING AND HOLDING GENERAL MEETINGS OF THE CLUB AND VOTING THEREAT

- a. The proceedings and records of meetings of the Club may be conducted in either the Croatian or the English language, or partly in one and partly in the other.

b. Annual Meetings

- i. The Annual General Meeting of the Club must be held
 - a. no later than 6 months after the Club's balance date and
 - b. not later than 15 months after the previous Annual General MeetingThe time, place and means of delivery of the meeting shall be determined by the Executive Committee.
- ii. The business of the Annual General Meeting shall (apart from matters normally included in the procedure of Meetings) include:
 - a. Minutes of prior annual meeting
 - b. The President's Report
 - c. The Treasurer's Report which shall include the financial report and balance sheet for the previous year and a proposed budget for the upcoming year
 - d. Resignations of committee members of the Club
 - e. The election and appointment of committee members of the Club
 - f. Actioning of a pre-publicised agenda
 - g. General business
- iii. The Annual General Meeting shall be chaired in order of priority by the following persons:
 - a. the President; and if not present,
 - b. the Vice President; and if not present,
 - c. a person appointed by the members at the General Meeting.

c. Special General Meetings

The President or Vice President or the Secretary may call a special general meeting of the Club at any time for the transaction of any business they may have in hand. Any such committee member shall also call a special general meeting if same is requisitioned by:

- i. The Executive Committee,
- ii. 25% of financial members who have first signed a dated requisition in writing which requisition must state the purpose of the meeting.

In any case all special general meetings shall be held within 30 days of being requested and in writing and members shall be given 10 clear days' notice of the date, time and purpose of the meeting.

d. Executive Committee Meetings

Executive Committee Meetings may be held as often as required and may be summoned by the Secretary by notice in writing. Special Executive Committee Meetings shall be summoned by the Secretary on receiving a written notice to do so from three members of the Executive Committee. Such special meeting to be held within fourteen days after receipt by the Secretary of such notice. If more than 50 per cent of the committee members are unable to vote on a particular issue because they have an interest in it, a special general meeting must be held.

e. Notice of Meetings

- i. Annual General Meetings a minimum of 28 days' (4 weeks) notice shall be given of all Annual General Meetings.
- ii. Special General Meetings – Members shall be given 10 clear days' notice of Special General Meetings.

All notices will be given in writing and sent by email or post to all current Club members at their last known address. Non-receipt of a notice shall not invalidate a meeting.

f. Quorum

- i. Annual General Meetings, Special General Meetings, Members' Meetings – the quorum for these meetings shall be 25% of the total number of financial full members and life members in the Club. The decision of the majority of those present in voting at any such meeting on any question shall be binding on all members of the Club including those absent or abstaining from voting.
- ii. Executive Meetings – 6 elected members of the Executive Committee shall constitute a quorum of such Committee.

g. Quorum Not Present at Commencement of Meetings

At any General Meeting of the Club and any Executive Meeting, at which a quorum is not present, such meeting shall stand adjourned to the same time and day the following week. If a quorum is not present at the commencement of the adjourned meeting, then that meeting will proceed irrespective of the number of members present and its decisions will be binding on the Club.

h. Voting

- i. At all meetings, every life member and financial full member present in person shall have one vote on each motion before the meeting. In the event of equal votes on any matter including but not delimited by the foregoing election of committee members a further ballot shall be held and if this again should result in an equal vote, whoever is presiding at the meeting shall exercise a casting vote.
- ii. All motions to be decided at meetings of the Club and the Executive Committee (except elections) shall be determined by the presiding committee members ruling on the voices, provided that motions shall be determined by a show of hands or by secret ballot if a majority of members present so require.
- iii. Written resolutions can only be passed by a majority of attendees at a Special or Annual General Meeting.

g. Proxy Voting

Proxy voting shall only be permitted at Annual General Meetings. An eligible voting member may cast a proxy vote at an Annual General Meeting only if unable to attend that meeting due to illness, or disability of such a nature as to prevent attendance at the meeting, or leave of absence in respect of those who are to be away from the district where and for when a meeting is called, and then the correct procedure for proxy voting must be followed.

The correct procedure of proxy voting is as follows:

- i. The member shall have first sought and obtained in writing the special leave of the Executive Committee to cast a proxy vote.
- ii. The proxy shall be valid only if the member has in the form prescribed from time to time by the Executive Committee lodged a proxy form nominating the person to hold the proxy.
- iii. The proxy form must be received at the Club office not less than one day prior to the Annual General Meeting.
- iv. The person holding the proxy must attend the Annual General Meeting in person and may not transfer any proxy vote to that person's own proxy.
- v. A member may direct the person to whom the proxy has been given:
 - a. to vote at the proxy's discretion on all matters arising at the meeting; or
 - b. to vote in a particular way on any specific issue or issues and at the proxy's discretion on all other matters arising at the meeting.

10. COMMITTEE MEMBERS OF THE CLUB: THEIR QUALIFICATION FOR OFFICE, APPOINTMENT AND REMOVAL

- a. The Club shall be governed by an Executive Committee elected by the financial full members and life members. The Executive Committee shall consist of: – The President, Vice President, Secretary, Treasurer and 6 Committee members.
- b. The Executive Committee may from time to time and as required co-opt persons to its Committee. Those co-opted members will not have a vote on the Executive Committee.
- c. The election of committee members for the Executive Committee shall be carried out at the Annual General Meeting. All committee members retiring may offer themselves for re-election.
- d. The President or Secretary, duly elected at the Club's Annual General Meeting, shall be the contact person of the Club, notice of which, along with any changes in names and positions of the Executive Committee, must be lodged with the Registrar of the Incorporated Society within 20 working days of the said changes.
- e. Conflicts of interest**
 - i. A member of the Committee and/or member of a sub-committee who is an Interested Member in respect of any matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified). Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
 - ii. A member of the Committee and/or sub-committee who is an Interested Member regarding a matter—
 - a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
 - c. may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
 - iii. However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
 - iv. Where 50% or more of Committee Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter.
- f. Qualification for Office**
 - i. Committee Members have a duty of care in exercising their responsibilities and must:
 - a. Consent to being elected or appointed, and
 - b. Certify that they are not disqualified from being appointed or holding office as a committee member by this Constitution.

Each such consent and certificate should be in writing and retained in the club's records.

A person is disqualified from being a Committee Member if they do not meet the qualification criteria of the Incorporated Societies Act 2022 Part 3, Subpart 4, No 47 (3) (a-g).
 - ii. No member of the Club shall be eligible for office who is in arrears with any membership subscription at the time of his or her being nominated.
 - iii. A candidate for the office of President and Vice President must have a financial full member or life member of the Club for at least 5 complete (not necessarily successive) years and in the case of a candidate for the office of Secretary or Treasurer the period shall be 3 years.
 - iv. No person shall be eligible for office as the President who has for a period of two years immediately preceding the election held that position in the Club.
 - v. A candidate for the Executive Committee must have been a financial member or a financial and/or life member of the Club for at least one year preceding the date nominations close.
 - vi. Any member of the Executive Committee who without explanation or leave of absence fails to attend three consecutive monthly meetings of the Executive Committee shall cease to be a member thereof.
- g. Nominations**
 - i. Nominations shall be called annually for President, Vice President, Secretary, Treasurer, 6 Committee members.

- a. Any person may be nominated for more than one position on the Executive Committee.
- b. As Committee Members are elected at the Annual General Meeting in the order of President, Vice President, Secretary, Treasurer and Committee Member their nominations for other positions as committee members of the Club shall be withdrawn.
- c. Nominations shall be signed, addressed and dated by the nominator and shall be signed by the nominee to signify their acceptance of the nomination.
- d. The date for the closing of nominations shall be 14 days prior to the Annual General Meeting.
- ii. If there is not a sufficient number of nominations received to fill the Executive Committee positions by closing date then further nominations will be accepted at the Annual General Meeting.
- iii. No less than 7 days prior to the scheduled Annual General Meeting, the Secretary shall forward to all Club members by email or post a list of all members nominated for office.
- iv. If for any position on the Executive Committee there are no more nominations than are necessary to fill the position/s, the members so nominated shall be deemed to be duly elected.

h. Removal of a Committee Member

Where a complaint is made about the actions or inaction of a Committee Member (and/or not in the Committee Member's capacity as a Member of the Club) the following steps shall be taken:

- i. The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
- ii. The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- iii. The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee. When the committee hears the evidence the Committee Member who is the subject of the complaint shall not form part of the committee. Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).

If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a 60% majority of those present and voting.

11. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee must act in good faith and in the best interests of the Club. It shall have the following general powers:

- a. To lease, sublease, rent or hire facilities of the Club if doing so will benefit the Club.
- b. To incur expenses for non-budgeted items/projects to a limit set at a General Meeting.
- c. The Executive Committee has the power to spend funds and act as necessary in emergency situations.
- d. To invest funds of the Club upon such securities and in such manner as is authorised by the Constitution and to vary such investments from time to time.
- e. To raise money by subscriptions or any other means and to grant rights or privileges to subscribers.
- f. The preparation of an annual financial budget for the Club.
- g. To enter into on behalf of the Club any legal agreement, contract or arrangement for the purpose of carrying out the Club's objects.
- h. The Executive shall have the power to employ, commission, co-opt or call upon any person or persons, within or outside the Club to carry on such task requested of them by the Executive Committee to help in achieving the Club's objects.
- i. The Executive may appoint one of their number in the absence of the Secretary or the Treasurer from any meeting or for any period of time for any other reason to be Acting Secretary or Acting Treasurer.
- j. The Executive Committee may from time to time decide and publish bylaws and regulations of the Club.
- k. Generally, to do all such things as are necessary or conducive to the attainment of the objects of the Club or any of them.

12. BANK ACCOUNT

All moneys belonging to the Club shall be invested or deposited in the name of the Club in such bank or banks as the Executive Committee shall from time to time decide and such account shall be operated on by any two of the President, the Vice President, the Secretary or the Treasurer.

13. DUTIES OF COMMITTEE MEMBERS

- a. All committee members must:
 - i. Act in good faith and in the best interests of the Club.
 - ii. Exercise powers for proper purposes only.
 - iii. Comply with the Act and the Club's Constitution.
 - iv. Exercise reasonable care and diligence.
 - v. Not create a substantial risk of serious loss to creditors.
 - vi. Not incur an obligation the Committee Member doesn't reasonably believe the Club can perform.
- b. The President or a Vice President in the absence of the President, or at his request shall
 - i. preside at all meetings and functions of the Club.
 - ii. In the absence of the President and the Vice President at any meeting of the Club, a Deputy nominated by resolution of such meeting shall preside at the meeting and any decisions reached at the meeting will be binding.
 - iii. It will be the duty of the person presiding at any meeting in accordance with this clause to ensure that the Constitution, regulations, and bylaws of the Club are carried out in all respects.
- c. The Secretary or the Acting Secretary
 - i. Shall attend all Executive and General Meetings of the Club
 - ii. Shall keep regular and correct Minutes of the same and conduct correspondence according to directions received from the Executive Committee. Such minutes shall be read at the next following meeting of the same type of meeting and must be agreed as a true record of proceedings.
 - iii. Shall liaise with relevant sub-committees
- d. A Membership Secretary, appointed from the Executive Committee
 - i. Shall keep a register to record current details of all Club members' full names, residential, postal and email addresses, contact telephone numbers and their status regarding subscription payments or suspensions.
 - ii. Shall display in the Clubrooms, a list of current financial members names.
- e. The Treasurer or Acting Treasurer
 - i. Shall collect and account for all monies payable to the Club and shall bank all monies promptly to the Club's bank account.
 - ii. Shall pay all accounts due by the Club under the authority and approval of the Executive Committee.
 - iii. Shall keep proper accounts of the financial affairs of the Club.
 - iv. Shall provide each Executive Committee meeting a report on the state of the Club's finances.
- f. The Treasurer
 - i. Shall prepare an Annual Revenue Statement, Balance Sheet and Statement of Accounts as at 31st March in each year
 - ii. Shall present the same at the following Annual General Meeting
 - iii. Shall submit copies of the same to the Registrar of Incorporated Societies as required by the Incorporated Societies Act.
 - iv. Shall prepare a proposed budget for the upcoming year for internal Club use only
- g. Members of the Committee will form and lead sub committees as required with the president and vice president as honorary members.

14. THE USE AND CONTROL OF THE COMMON SEAL OF THE CLUB

The common seal of the Club is not required for any purpose under New Zealand law. It is retained for use as required by overseas governments and/or organisations.

15. ACCOUNTING RECORDS, FINANCIAL REPORTING, AND ANNUAL RETURNS

a. Accounting records must be kept

- i. The Committee must ensure that there are kept at all times, accounting records that—
 - a. Correctly record the transactions of the Club; and
 - b. Allow the Club to produce financial statements that comply with the requirements of the Incorporated Societies Act 2022; and
 - c. Would enable the financial statements to be readily and properly audited (if required under any legislation or the Club's Constitution).
- ii. The Committee must establish and maintain a satisfactory system of control of the Club's accounting records.
- iii. The accounting records must be kept—
 - a. In written form in English
 - b. In a form or manner that is easily accessible and convertible into written form in English.
- iv. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Club.

b. Annual financial statements must be prepared and registered

- i. The Club must ensure that, within 6 months after the balance date of the Club, financial statements are—
 - a. Completed in relation to the Club and that balance date; and
 - b. Dated and signed by or on behalf of the Club by 2 members of the committee.
- ii. The financial statements must be prepared in accordance with,—
 - a. In the case of a specified not-for-profit entity, generally accepted accounting practice; or
 - b. In any other case, generally accepted accounting practice.
- iii. The Club must ensure that, within 6 months after the balance date of the club, copies of the financial statements of the club for the period ending on that date are given to the Registrar of the Incorporated Societies for registration.

c. Minimum requirements for financial statements of small clubs

The financial statements for an accounting period must—

- i. Contain the following information:
 - a. The income and expenditure, or receipts and payments, of the Club during the accounting period; and
 - b. The assets and liabilities of the Club at the close of the accounting period; and
 - c. All mortgages, charges, and other security interests of any description affecting any of the property of the Club at the close of the accounting period; and
- ii. Otherwise comply with requirements prescribed by the regulations.

d. Annual financial statements of certain clubs must be audited

- i. A club that is of a kind prescribed by the regulations must ensure that the financial statements are audited by a qualified auditor.
- ii. An auditor must, in carrying out an audit for the purposes of this section, comply with all applicable auditing and assurance standards.
- iii. If it is passed at an Annual General Meeting that an audit is required, an audit will be undertaken for the current year.

e. Auditor must report to members

- i. The auditor of a club (if any) must make a report to the members on the financial statements audited by the auditor.
- ii. The auditor's report must comply with the requirements of all applicable auditing and assurance standards.

f. Auditor's report must be sent to Registrar and External Reporting Board if requirements have not been complied with

If an auditor's report indicates that the requirements of the Incorporated Societies Act 2022 have not been complied with, the auditor must, within 7 working days after signing the report, send a copy of the report and a copy of the financial statements to which it relates to the Registrar of the Incorporated Societies and the External Reporting Board.

g. Annual returns

- i. The Club must, in the manner prescribed by the regulations, ensure that an annual return is given to the Registrar of the Incorporated Societies for registration.
- ii. The annual return must contain the information prescribed by the regulations.

16. SUBSCRIPTIONS

- a. The annual subscriptions and membership application fees payable by members shall be determined by the annual general meeting. Life members and Honorary Members are exempt from subscriptions.
- b. All annual subscriptions shall become payable on the 1st of May each year.
- c. A list of current financial members will be displayed in the clubrooms.
- d. Any member who:
 - i. has not paid the current subscription, shall not have the right to attend or vote at any meeting of the Club until they have done so.
 - ii. has not paid the current subscription within four calendar months of it becoming payable (1st May each year), will be automatically suspended from membership of the Club on the 1st September in that year.
 - iii. has been suspended will remain so until their outstanding subscription for the current year is paid or until in the absence of payment by 30th April of the following year, their membership is automatically cancelled.

17. DISSOLUTION AND DISPOSITION OF THE PROPERTY OF THE CLUB IN THE EVENT OF WINDING UP

- a. The Club may be dissolved or wound up in accordance with the provisions of Section 175 (1)(a) of the Incorporated Societies Act 2022.
- b. The Secretary shall give Notice to all Members of:
 - i. The proposed motion to wind up the Club or remove it from the Register of Incorporated Societies, and
 - ii. The General Meeting at which any such proposal is to be considered,
 - iii. The reasons for the proposal, and
 - iv. Any recommendations from the Committee in respect to such notice of motion.
 - v. Any resolution to wind up the Club or remove it from the Register of Incorporated Societies must be passed by a 75% majority of all financial and honorary members present and voting.
- c. If the Club is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- d. On the liquidation or removal from the Register of Incorporated Societies, the Club's surplus assets — after payment of all debts, costs and liabilities — shall be distributed in the following way:
 - i. all books, documents, posters, archives, and general items of educational and historical interest shall be donated in whole or in part to such institutions, organisations that the Club considers will best utilise such items in the interests of the Croatian Community of New Zealand.
 - ii. surplus assets shall be gifted to the Wellington region from which the Club membership is drawn, as follows:
 - a) To the Wellington Sculpture Trust, a sum sufficient to create and maintain a sculpture to commemorate Croatian immigrants and a sum to purchase a seat with a plaque on the Wellington waterfront.
 - b) Purchase an ambulance for Wellington Free Ambulance.
 - c) Half of the remaining funds to set up a scholarship for Wellington students of Croatian descent to Victoria University of Wellington Foundation.
 - d) The remainder to be split equally between Te Omanga and Mary Potter Hospices.

18. MATTERS NOT PROVIDED FOR IN THIS CONSTITUTION

Any matter occurring that is not provided for by this Constitution shall be referred to the Executive Committee whose decision shall be final and binding unless and until such decision shall be superseded by any decision of a general or special meeting of the Club.

19. VISITORS

No person not a member of the Club shall have an automatic right of entry to the clubrooms of the Club. The Executive Committee or any member of the Club may, however, extend to a visitor or friend an

invitation to the Club's clubrooms on such occasions and upon such conditions as the Executive Committee may from time to time determine or allow subject to such visitor or friend signing the visitors book. The Executive Committee or host member shall be responsible for the conduct of such visitor or friend while such visitor is on the Club's premises.

20. INTERPRETATION

The headings used in this Constitution shall constitute a guide only and shall not affect the interpretation of the Constitution. Words signifying the male sex shall extend to and include the female sex; words signifying the singular shall extend to and include the plural and in each case the latter shall extend to and include the former.