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**CHRISTCHURCH
SCHOOL
OF
GYMNASTICS
INC**

CONSTITUTION

REVISED September 2019

Christchurch School of Gymnastics Incorporated

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Christchurch School of Gymnastics Incorporated

1. TITLE

- (a) The Club shall be called the Christchurch School of Gymnastics Incorporated and shall be registered under the Incorporated Societies Act 1908, hereinafter referred to as the Club or CSG.

2. DEFINITIONS

The following short terms shall be used and interpreted in the spirit of the following meanings unless specifically defined elsewhere.

- (a) Associate Member. The type of membership described in clause 6(c)(iii).
- (b) Awards Committee. Two or more Life Members elected at the AGM.
- (c) Board. Elected or appointed Members who govern the Club.
- (d) Board Member. Elected or appointed member of the Board.
- (e) CEO. Chief Executive Officer. The officer appointed by the Board and responsible to the Board for operational management of the Club.
- (f) Chair. The Chairman/woman of the Club elected by the Board at their first meeting following the AGM.
- (g) Competitive Gymnastics Member. The type of membership described in clause 6(c)(i).
- (h) CSG. Christchurch School of Gymnastics Incorporated or the Club.
- (i) FIG. International Gymnastics Federation.
- (j) General Gymnastics Member. The type of membership described in clause 6(c)(ii).
- (k) GFA. Gym for All.
- (l) GNZ. Gymsports New Zealand Incorporated (trading as Gymnastics New Zealand).
- (m) Gymnastics. Those disciplines which from time to time come under the jurisdiction of GNZ with those disciplines to be defined by the FIG.
- (n) Life Member. The type of membership described in clause 6(c)(iv).
- (o) Member. Means either a Competitive Gymnastics Member, General Gymnastics Member, Associate Member or Life Member.

3. REGISTERED OFFICE

- (a) The Registered Office of the Club shall be
Queen Elizabeth II Park
38 Mark Treffers Drive
North New Brighton
Christchurch 8083
- (b) All correspondence shall be addressed to
Christchurch School of Gymnastics Inc
P.O. Box 18-827
New Brighton
Christchurch 8641

4. OBJECTS OF THE CLUB

- (a) The objects of the Club are to promote, develop, foster and encourage participation in gymnastics for the health, well-being, education and enjoyment of all in the community.
- (b) Means of achieving these objects:
 - (i) Foster, develop and deliver coaching and coaching services as a means to achieve the Club objects.
 - (ii) Provide and maintain facilities for the delivery and education of gymnastics and its related sports.
 - (iii) Provide opportunities and pathways for all young people to develop to be the best they can be.
 - (iv) Do all such things as are incidental or conducive to the attainment of the objects in paragraph (a).
- (c) The objects of the Club are exclusively charitable and include the promotion of sport for the pursuit of physical fitness and other purposes beneficial to the community, including training, education and development of those involved in gymnastics. To the extent that any of the objects in clause 4(a) are found to be non-charitable they are ancillary and secondary to the charitable objects.

5. AFFILIATION

- (a) The Club shall be affiliated to Gymsports New Zealand Incorporated (trading as Gymnastics New Zealand).

6. MEMBERS

- (a) CSG shall consist of the following classes of Members:
 - (i) Competitive Gymnastics Members;

- (ii) General Gymnastics Members;
 - (iii) Associate Members; and
 - (iv) Life Members.
- (b) The Members shall be all persons who are Members of the Club at the date of adoption of these Rules, and all other persons who thereafter shall become a Member in accordance with these Rules.
- (c) Each class of Members have the following rights and characteristics as set out below and are subject to such obligations as to Membership fees or otherwise as are prescribed by, or pursuant to, these Rules:
- (i) General Gymnastics Members are Gymnasts who are registered with GNZ through CSG as GFA members. General Gymnastics Members do not have voting rights at Special or Annual General Meetings.
 - (ii) Competitive Gymnastics Members are Gymnasts who are registered with GNZ through CSG as competitive members. Competitive Gymnastics Members are entitled to vote at Special or Annual General Meetings if 18 or over. If under 18, one parent per Competitive Gymnastics Member is able to vote on behalf of the gymnast.
 - (iii) Associate Members:
 - A. Are any other person who has an interest in gymnastics and CSG and has applied to and been accepted as an Associate Member by the Board.
 - B. May include (without limitation) any employees of CSG or previous Competitive Gymnastics Members or General Gymnastics Members.
 - C. Associate Members are able to vote at Special or Annual General Meetings if over the age of 18.
 - D. The duration of membership of an Associate Member is for one year, from the date of approval by the Board.
 - (iv) Life Members:
 - A. On the recommendation of the Board, the Club may at any Special or Annual General Meeting confer Life Membership upon a Member or other person who has rendered significant service to or on behalf of the Club. Any Member may propose such nomination to the Board for consideration.
 - B. The election of a Life Member shall require the vote of at least three quarters (3/4) of the Members present and eligible to vote at such meeting.
 - C. Life Members shall not be liable to pay any Club subscription or fee.

7. GENERAL, COMPETITIVE GYMNASTICS, ASSOCIATE AND LIFE MEMBERS

- (a) Every application for General Gymnastics Membership or Competitive Gymnastics Membership shall be in writing on the Club Membership form for the period of Membership for which the application is being made.
- (b) Any new Associate Members shall apply in writing to the Board.
- (c) A Membership form must be signed by the person applying or (if under the age of 18) by a parent or guardian. By signing the Membership form, every applicant (and the person signing on their behalf) agrees to be bound by the Rules and Policies of the Club.
- (d) On receipt of the Club Membership form, the CEO (or his or her delegate) or the Board (as relevant) shall determine if the application is to be accepted. If the application for Membership is approved, the CEO or delegate shall enter the details of the Membership in the Club's Register of Members.

8. REGISTER OF MEMBERS

- (a) The CEO shall keep and maintain a Register of Members as required by the Incorporated Societies Act 1908. Every Member shall furnish the Club office with any changes to name, physical, postal and e-mail address, and telephone number to maintain such register.
- (b) The Register of Members of the Club shall be *prima facie* evidence of Membership and category of Membership of the Club.

9. TERMINATION OF MEMBERSHIP

- (a) The Membership of any Member of the Club shall cease on the happening of any of the following events:
 - (i) Death;
 - (ii) Written resignation which has been duly received and acknowledged by the Club;
 - (iii) Non-payment of any Membership fee, or other charges owing to the Club for a duration of three (3) months from the date such payment is due, unless such payment has been remitted by the Club;
 - (iv) In the case of Competitive Gymnastics Members or General Gymnastics Members, ceasing to be registered with CSG as a competitive member or GFA member; or

- (v) Expulsion from Membership in accordance with these Rules.

10. GOVERNANCE

- (a) The affairs of the Club shall be governed by a Board consisting of elected and appointed Board Members.

11. BOARD MEMBERS AND APPOINTMENT PANEL PROCESS

- (a) The Board comprises seven persons, including four (4) Members of the Club and three (3) appointed Board Members who are not required to be Members. Club Board Members are elected at the AGM (Elected Members). Appointed Board Members are appointed by the Appointment Panel (Appointed Members).
- (b) An Appointment Panel (AP) will be established by the Board as and when the Board determines that it is required to fill a vacancy in order to maintain the requirements for the Board as set out in (a) above. The Appointment Panel shall comprise:
 - (i) The Chair of CSG, or if he or she is seeking reappointment or re-election to the Board, then the Deputy Chairperson or another Board Member;
 - (ii) A Life Member who, as determined by the Board, has experience, knowledge and an understanding of CSG and Gymnastics; and
 - (iii) A person appointed by the Board, who, if possible, will be independent of CSG and who has suitable experience in governance and the functions of an appointments panel, taking into account the skills, qualifications and experience of the Appointment Panel individuals.
- (c) The Appointment Panel shall be responsible for:
 - (i) Identifying and inviting suitable candidates to apply for appointment as an Appointed Member;
 - (ii) Advertising (if necessary) for candidates to apply for appointment as an Appointed Member;
 - (iii) Assessing candidates who have made an application for appointment as an Appointed Member including holding interviews and meetings as it sees fit; and
 - (iv) Determining which candidates are to be appointed as Appointed Members.

- (d) AP decisions must be agreed by at least two AP Members. Considerations include (without limitation):
 - (i) Prior governance experience and competence;
 - (ii) Knowledge and experience of competitive gymnastics;
 - (iii) Awareness of conflicts of interests associated with the Club; and
 - (iv) Experience and success in the community-based and/or commercial sectors including sport, commerce, finance, marketing, communications, information technology or human resources as priorities.
- (e) If the AP is not able to fill all available vacancies within such timeframe as determined by the Board (not being less than two months) the Board may appoint Board Members per the casual vacancy process in rule 11(i).
- (f) Process for election of Elected Members:
 - (i) Nominations of Club Members for the Board must be submitted in writing to the CEO, proposed and seconded by any Member of the Club, no later than fourteen (14) days prior to the Annual General Meeting. All appointments will be confirmed following a police check.
 - (ii) Election process is outlined in Rules 15 and 16.
- (g) Term of office:
 - (i) The term of office for Elected Members is two (2) years with the term beginning at the end of the AGM at which they are elected and ending at the conclusion of the second AGM following their election.
 - (ii) The term of office for Appointed Members begins from the date of their appointment by the AP and ends either:
 - A. at the conclusion of the second AGM following their appointment; or
 - B. if an Appointed Member has been appointed to replace a Board Member, their term ends on the date that term of the Board Member they are replacing would have ended.
 - (iii) Subject to clause 11(g)(iv) below, at the conclusion of a Board Member's term of office, he or she may stand for re-appointment (if an Appointed Member) or re-election (if an Elected Member).

- (iv) An Elected Board Member may not serve more than three consecutive terms on the Board.
- (h) The Chair, and in the absence of the Chair, the Deputy Chair, shall, in addition to all other duties described in these rules, oversee and direct the governance of the Club.
- (i) The Board may co-opt candidates to fill casual vacancies, whether elected or appointed, that may occur between elections. Such co-opted Board Members shall be entitled to full voting and other rights as if they had been elected at the AGM or appointed by the AP, but the term will continue only for the term of the Member whom they have replaced. In addition, they must be vetted by the AP during the election process at the next AGM to ensure they meet all necessary qualifications before being allowed to complete the full term if still open.
- (j) Any Board Member who, without leave from the Board, absents herself/ himself from two consecutive Board Meetings shall be deemed to have forfeited her/his seat. Video or telephone attendance is acceptable if approved by a majority vote of the Board prior to the Board Meeting. The Board shall co-opt a replacement Member in accordance with rule 11(i).
- (k) The Chair of the Board shall be elected from and by the Board Members and shall be elected annually at the first Board Meeting following the AGM unless the Board elects to replace the Chairperson between Annual Meetings.

12. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of the Club shall be held each year within the first five months of the end of the Club's financial year, on a date and at a place determined by the Board.
- (b) Written notice of the date and place of the Annual General Meeting shall be communicated to all Club Competitive Gymnastics, Associate, and Life Members at least twenty-one (21) days prior to the date of the Meeting and must include closing date for any nominations for any elections.
- (c) Notices of Motion and Remits for inclusion on the Agenda of the Annual General Meeting must be forwarded in writing to the Chief Executive Officer at least fourteen (14) days prior to the date of the Meeting.
- (d) At least seven days prior to the Meeting, a copy of the Agenda, Chair's Annual Report and audited Financial Report shall be made available

to all Competitive Gymnastics, Associate and Life Members of the Club.

- (e) The business to be transacted at the Annual General Meeting shall be:
 - (i) Roll Call;
 - (ii) Apologies;
 - (iii) Confirmation of Minutes of previous Annual General Meeting;
 - (iv) Confirmation of Minutes of any Special General Meeting;
 - (v) Presentation and Adoption of The Annual Report;
 - (vi) Presentation and Adoption of Financial Report and Annual Accounts;
 - (vii) Present the forecast for the budget covering the next financial year;
 - (viii) Notices of Motion;
 - (ix) Remits;
 - (x) Election of Board Members, Award Committee and Club Auditors; and
 - (xi) General Business.
- (f) All Competitive Gymnastics Members (or their parent/caregiver if the Competitive Gymnastics Member is under 18 years), Associate and Life Members at the date of the AGM shall be eligible to attend the Meeting and shall be accorded speaking and voting rights.
- (g) The Board Chair presides over all general meetings. If not available, then the Deputy Chair or whoever is nominated by a Board decision shall take over this role.
- (h) If an error is made during this process for any General Meeting, then the Chair has the authority to allow the meeting to proceed following a Special Resolution vote to confirm.

13. SPECIAL GENERAL MEETINGS

- (a) A Special General Meeting of the Club shall be convened on a resolution of the Board, or upon the request of a minimum of thirty (30) Competitive Gymnastics, Associate or Life Members of the Club.

- (b) The request shall state the purpose for which a Special General Meeting is called, and no other business shall be considered at the Meeting.
- (c) The procedure to be adopted for the conduct of the Meeting shall be in accordance with that stipulated for the Annual General Meeting, in so far as is applicable.
- (d) Notice of every Special General Meeting shall be communicated to all Competitive Gymnastics, Associate and Life Members of the Club at least twenty-one (21) days prior to the Meeting and shall state the date, time, venue and business to be transacted thereat.

14. ELECTIONS

- (a) All elections of Board Members shall be by secret ballot.
- (b) All valid nominations for Elected Board Members shall be submitted to the vote if nominations exceed vacancies.
- (c) If there are insufficient nominations received, further nominations may be received from the floor at the Annual General Meeting.
- (d) Ballot papers shall be destroyed in the presence of the Meeting immediately after the election to which they relate is completed.

15. VOTING

- (a) Only Competitive Gymnastics Members (or one parent or caregiver, where the Competitive Gymnastics Member is aged under 18), Associate and Life Members of the Club shall have voting rights at AGMs and SGMs.
- (b) No Member shall have more than one (1) vote except as provided under Rule 16(c).
- (c) The Chair shall have one (1) deliberative vote, and in the case of equilibrium of votes, shall additionally have one (1) casting vote.
- (d) Unless otherwise specified in the Rules, voting shall be by voices or show of hands, or secret ballot as the Chair shall direct.
- (e) Two scrutineers must be appointed prior to the general meeting to count the votes. They will be responsible to confirm the number of voting Members present and supply voting papers via a register of Members. Upon completion of voting, scrutineers will count votes and announce results. Scrutineers cannot vote at elections they work.

- (f) The declaration by the Chair, that a vote has been carried or lost, shall be final, provided that the declaration reflects the results.

16. PROXIES

- (a) No Competitive Gymnastics, Associate or Life Member of the Club may appoint any other person as his/her Proxy to attend and/or vote at any Meeting of the Club Membership or Board.

17. QUORUMS

- (a) At any Annual or Special General Meeting of the Club, at least twenty (20) Members eligible to attend and vote shall constitute a quorum, plus a minimum of four (4) Board Members.
- (b) At any meeting of the Board, at least seventy percent (70%) of those eligible to attend and vote shall constitute a quorum.
- (c) A quorum shall be present throughout the duration of the meeting. At any meeting when a quorum cannot be achieved, or if during the meeting attendance falls below a quorum, the meeting shall be adjourned and reconvened within one month as determined by the Board.
- (d) At a Special General Meeting if a quorum is not achieved by twenty (20) minutes after the advertised starting time, the Chair shall adjourn the meeting; the persons present shall determine the place, time and date of the next meeting. The notice of such meeting shall be advertised as per rule 13 (d).
- (e) At the Second Special General Meeting if no quorum is present, then the Board shall be entitled to transact the business at their next Board Meeting as follows.
 - (i) Seventy percent (70%) of those eligible to attend and vote at the Board Meeting shall constitute a quorum.
 - (ii) Such business shall require the affirmative vote of at least seventy percent (70%) of the Members present.

18. POWERS OF THE BOARD

- (a) The Board shall be responsible for the governance of the Club which is accountable to the Members for the implementation of the policies of the Club.
- (b) Subject to these Rules and resolution of any General Meeting, the Board shall exercise all of the Club's powers, other than those required

by statute or by the rules to be exercised by the Members at the AGM. The Board from time to time may make and amend regulations, bylaws and policies for the conduct and control of Club activities, but no such regulations, bylaws and policies shall be inconsistent with these rules. These rules and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies should be provided to any Member on request.

- (c) The Board shall have the full power and authority to:
 - (i) Set, review and monitor the Club's Strategic Plan in consultation with the Membership.
 - (ii) Appoint a Chief Executive Officer (CEO):
 - A. The CEO is delegated with written authority from the Board to manage all affairs of the Club to meet its stated objectives.
 - B. The Board will determine the job description, key performance indicators and remuneration of such officer.
 - (iii) Appoint Board sub-committees to carry out other duties or functions for the Club as it may prescribe:
 - A. Any sub-committee may be dissolved at the discretion of the Board.
 - B. Any member of any sub-committee may be substituted at the discretion of the Board.
 - C. Only the Board can ratify sub-committee decisions before they become binding to the Club.
 - D. No sub-committee may conduct business on behalf of the Club without prior Board authorisation.
 - E. It is the responsibility of all sub-committee members to carry out expeditiously the requirements as prescribed by the Board and further report to the Board at regular intervals, as determined by the Board.
 - (iv) Regulate and control the conduct of officials and Members of the Club.
 - (v) Impose any penalty, including fine, suspension or expulsion upon any official or member of the Club found guilty of breaking any Rules of the Club, or refusing to give effect to

any resolution passed by the Board or at an Annual/Special General Meeting.

- (vi) Suspend, or otherwise discipline any official or Member of the Club who may be found guilty of improper, unfair or unsportsmanlike conduct.
- (vii) Record and maintain permanent cloud copies of all Club and Board meeting documents.
- (viii) Review and set annual fees including Membership and other fees as necessary.
- (ix) Raise any funds necessary for the purposes of the Club by such means as the Board may from time to time determine. The Club shall have the power to borrow, but only in pursuance of a resolution carried by eighty percent (80%) of the Board.
- (x) Appoint up to two (2) additional Board Members to provide specific competencies determined necessary by the Board from time to time, such appointments to be for such period and on such terms as the board may determine.
- (xi) Direct the CEO to establish and manage an Annual Plan consistent with the Strategic Plan and budget for financial performance, monitor and report monthly to the Board using Board approved accountancy practices against the annual plan and budget.
- (xii) Settle any questions that may arise not specifically provided for in this constitution.

19. BOARD MEETINGS

- (a) Board Meetings shall meet at such times each year as the Board considers necessary for the efficient governance of the Club. Meetings shall be held no less than six (6) times per year.
- (b) Matters of an urgent nature may be dealt with outside of regular Board Meetings, either by impromptu meetings, telephone conferences or electronic mail by the Chief Executive Officer. Full records of the meeting and actions must be prepared and circulated at least one week in advance of the next regular Board Meeting
- (c) Only Board Members shall have voting rights at Board Meetings.

- (d) A Minute Secretary shall be appointed by the Board Members and may be an outside person who has signed a non-disclosure agreement.
- (e) The Minute Secretary shall maintain a record of all meetings.

20. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board and shall be responsible for the day-to-day management of the Club in accordance with the regulations, policies and procedures of the Club and within such limitations as may be imposed by the Board.
- (b) Shall be employed for such term and on such conditions as the Board may determine.
- (c) CEO review. The Chair and one other Board Member shall set key performance indicators with the CEO and conduct an annual review of the CEO's performance. Adjustments to the CEO's remuneration package will be made subject to performance and movements in salary relative to other sport sectors. Any movement is subject to the Club's financial position; no annual adjustment is assumed or implied.
- (d) The Common Seal of the Club shall be retained by the CEO who shall affix to such documents as the Board may from time to time direct and shall be attested by two (2) Board Members or a Board Member and the CEO.

21. FINANCE

- (a) The financial year of the Club shall end on 30 September each year.
- (b) The Board shall determine in writing who shall hold the signing authority for the Club.
- (c) The Board shall have the power to impose levies on Club Members for special purposes but only in pursuance of a resolution carried by more than fifty percent (50%) of Board Members.
- (d) The suspension from participation in Club activities does not absolve the payment of any fees in arrears by that member.

22. AUDIT OF ACCOUNTS

The accounts of the Club shall be reviewed annually or at other times as required by the Board, by a suitably qualified person, not being an active member of the Board or a Club Official, and duly appointed under these Rules, who shall have power to call for the presentation of all books, papers, accounts and documents, either physical or electronic, relating to the affairs of the Club, at any time.

23. PRIZES/AWARDS

- (a) The Board shall appoint, from time to time, an Awards Committee. The Awards Committee shall be responsible for nominating to the Board such individuals that the Awards Committee considers deserving of an award. Such awards to include (without limitation) Life Memberships, Service Awards and scholarships.

24. DISCIPLINE

- (a) **Suspension.** The Board may suspend (for up to one month) any member of the Club if he/she violates any of the rules or regulations of the Club or GNZ or fails to comply with any reasonable direction from the Board or one of its officers or Club employees.
- (b) If the Board deems it necessary to suspend a member, it will serve a Notice of Proposal to Suspend on that Club member, which will include:
 - (i) A date and time for that member to attend a meeting with the Board; and
 - (ii) A brief explanation with regard to any infringement of the rules of the Club or GNZ.
- (c) In the event that a Club member is served with a **Notice of Proposal to Suspend**, he/she may either:
 - (i) Accept the notice and forgo the meeting with the Board, or
 - (ii) Meet with the Board and present an explanation for their actions. The member is entitled to have a support person at the meeting.
- (d) Disruptive behaviour by a competitive gymnast may result in the coach on duty dismissing the gymnast from the current training session as per the Competitive Team Hand Book.
- (e) Any suspension from participation in Club activities does not remove the obligation on a Member to pay any fees that have been charged.
- (f) **Expulsion.** Any Member of the Club who has committed any of the following behaviour may be suspended summarily by the Board pending a hearing with the Board to discuss their expulsion from the Club. A parent and/or support person may accompany the Member. The behaviour includes:
 - (i) Material breaches of the rules or regulations of the Club or GNZ;

- (ii) Habitual insubordination;
 - (iii) Unfair practices;
 - (iv) Conduct prejudicial to good order, decency or discipline whether within the Club precincts or representing the Club, Province or Country;
 - (v) Bringing the Club, or GNZ or any other member or the sport of gymnastics into disrepute; or
 - (vi) Being convicted of any criminal offense.
- (g) Any Member of the Club may appeal to the Board against any decision made by or on behalf of the Board, staff management team or CEO.
- (h) A request for an appeal shall be in writing addressed to the Chair of the Board and shall:
- (i) Set out specifically the decision appealed against.
 - (ii) Set out the grounds for such an appeal.
 - (iii) Be received by the Chair, no later than two (2) weeks after the decision is made public.
- (i) The Board will determine the timing of any appeal meetings.
- (j) The Board decision is final.

25. ALTERATION OF RULES

- (a) No alteration, annulment or addition to these Rules shall be made except at an Annual or Special General Meeting and carried by a resolution of a simple majority of those present and eligible to vote.
- (b) Any member proposing an alteration to these Rules must submit them in writing to the CEO at any time and in any case no later than twenty-one (21) days prior to the Annual or Special General Meeting for inclusion on the agenda of the next meeting.

26. INTERPRETATION OF RULES

- (a) Subject to statute, these rules and the resolutions of General meetings, the decisions of the Board on the interpretation of these rules and all matters dealt with by it in accordance with these rules and on matters not provided for in these rules shall be final and binding on all Members.

Exception:

No addition or alteration to the Pecuniary Gain or the Winding Up rules shall be allowed without the approval of the Inland Revenue Department.

27. PECUNIARY GAIN (PERSONAL FINANCIAL GAIN)

- (a) Subject to paragraphs (d) and (e) below, no Member of the Club shall derive pecuniary gain from any property or operation of the Club.
- (b) The provisions and effect of this rule shall not be removed from this document and shall be included and implied into any document replacing this document.
- (c) No member shall vote or take part in any discussion on any matter in which they have directly or indirectly any pecuniary interest other than their employment contract.

Exceptions

- (d) The employment of salaried/contracted staff for the Club shall be allowed, provided that any such income paid shall be reasonable and relative to the work carried out, and be mutually agreed between the CEO under delegated authority from the Board and the employee.
- (e) The payment of honorarium and or disbursements for services rendered to the Club shall be allowed and shall be voted on at a general meeting of the Club. Prepayments for services must be approved at Board level, and the CEO has discretion to Board approved levels.

28. INDEMNITY

- (a) Every Board Member of the Club who undertakes any act in pursuance or intended pursuance of a provision of these rules or any rules or regulations thereunder in general meetings of the Board shall be indemnified by the Club against all losses and expenses incurred by them in connection with the discharge of their duties, unless the act was undertaken in bad faith or in breach of the law.

29. WINDING UP

- (a) The Club may only be wound up by a resolution carried by a minimum of 70% of the Board and put to 75% majority vote at an Annual or Special General Meeting, and duly confirmed in accordance with provision 24 of the Incorporated Societies Act 1908.
- (b) In the event of winding up or in the event of dissolution of the Club by the Registrar of Incorporated Societies, the property of the Club shall be subject to:
 - (i) Payments of its debts and liabilities;
 - (ii) The costs and expenses of the winding up process.

- (iii) Any funds, property or equipment remaining after Rule 29(b) (i) and (ii) have been satisfied shall be given or transferred to another gymnastics club that has the same or similar charitable purposes recognized under New Zealand law.

We the undersigned agree that the above amendments were agreed at the Annual General Meeting held on the

DRAFT