

PISTOL NEW ZEALAND CONSTITUTION - 13/09/2009

1. NAME

1.1 The name of the Association is the "NEW ZEALAND PISTOL ASSOCIATION (INCORPORATED)". The Association will promote itself as "PISTOL NEW ZEALAND".

2. INTERPRETATION

2.1 Throughout this Constitution, except where inconsistent with the context, the following definitions shall apply:

The "**Association**" shall mean the New Zealand Pistol Association (Incorporated), which is promoted as Pistol New Zealand.

"**Council**" shall mean the governing body (national executive) of the Association.

"**Officer**" shall mean a person serving on the governing body (national executive) of the Association.

"**Executive Officer**" shall be a person, appointed by Council, contracted to perform administrative functions for the Association.

A "**remit**" is defined as a proposal placed before a General Meeting with the intention of changing the Constitution of the Association.

A "**notice of motion**" is defined as a declaration of intention to seek a meeting to direct, or cause, a course of action to be taken.

"**Pistol Club**" and "**Member Club**" shall both mean an incorporated member club of the Association.

A "**Financial member of a Member Club**" is defined as one who has paid their subscription to their Club and whose name has been submitted to the Executive Officer along with the requisite affiliation fee.

A "**Life Member**" is any person who is awarded Honorary Life Membership as per clause [5.2.1] of this Constitution.

An "**Associate Member**" is any person or organisation admitted to membership of the Association as per clause [5.3.1] of this Constitution.

"**Affiliation Fees**" are the fees set by the Annual General Meeting which all Member Clubs will be liable for as their annual subscription to the Association, as per clause [6].

3. OBJECTS

3.1 The objects of the Association are:

3.1.1 To affiliate pistol clubs throughout New Zealand to promote and foster the practice of pistol shooting at Club, Regional and International level.

3.1.2 To promote and foster the practice of recreational and sporting pistol shooting at Club, Regional and International level.

3.1.3 To promote safety and responsibility in the care and handling of firearms.

3.1.4 As otherwise determined by Council so as not to conflict with clauses [3.1.1 - 3.1.3].

4. POWERS

4.1 The Association has the rights, powers and privileges of a natural person.

4.2 Without limiting the generality of clause [4.1], the Association shall have the power to borrow money and to mortgage or charge its assets and to issue debentures, debenture stock and other securities for any debt, liability or obligation of the Association.

4.3 The Association shall not exercise any of its rights, powers or privileges, except for the purpose of achieving its objects.

5. MEMBERSHIP

5.1 Member Clubs

5.1.1 The ordinary members of the Association shall be those Pistol Clubs who are members at the date of adoption of this Constitution, together with such other clubs as may from time to time be admitted to membership by a resolution of Council.

5.1.2 Any Pistol club seeking membership of the Association shall make application in writing to the Executive Officer and every such application shall be considered by Council and granted or declined at the absolute discretion of Council. Such membership will be provisional until such time as the applicant is approved by the Commissioner of Police.

5.2 Honorary Life Members

5.2.1 Any person who has rendered valuable service to the Association may be elected by simple majority to Honorary Life membership, upon recommendation of Council, at a General Meeting of the Association.

5.2.2 Any Honorary Life Member retains the full rights, privileges and responsibilities of a financial member of a Member Club, save their club shall not be liable for calculating the Life Member in their affiliation fee.

5.3 Associate Members

5.3.1 Any person or organisation may apply to become an Associate Member of the Association, and acceptance of such application will be at the sole discretion of Council. Any fees, conditions and responsibilities of such membership shall be determined by Council, and will be subject to change as Council sees fit.

5.3.2 An Associate Member will not have voting rights at any meeting of the Association.

5.3.3 An Associate Member may have their membership terminated at any time by Council.

5.3.4 A schedule of Associate Members will be presented annually to the Association at its Annual General Meeting.

5.4 Membership shall be terminated upon the dissolution of a Member Club or such organisation which has been admitted as an Associate Member, or upon the death of an Honorary Life Member or Associate Member.

6. SUBSCRIPTION AND FEES

6.1 Affiliation fees shall be set at the Annual General Meeting of the Association and shall be for the next financial year following the Annual General Meeting at which they are set.

6.2 Affiliation fees shall be paid for all members of a Member Club who take part in any pistol shooting activity at a Member Club of the Association. The only exception shall be where a person has already had their affiliation fees paid to the Association for that financial year by another Member Club.

6.3 Affiliation fees become payable to the Association within 28 days of commencement of the financial year. If a Member Club is in arrears in payment of affiliation fees at the time of any General Meeting it shall not be entitled to vote at such meetings.

6.4 Where a new club is formed and seeks admission to the Association as a Member Club, it will be required to pay affiliation fees to the Association within 28 days of acceptance of membership by Council.

6.5 Where a Member Club admits new members it shall pay to the Association all affiliation fees due to the Association within 28 days of such persons being admitted to the Member Club.

7. COUNCIL – DUTIES and POWERS

7.1 The Association shall be governed by an elected Council consisting of:

7.1.1 President

7.1.2 Five (5) councillors

7.2 Council shall be appointed by vote at the Annual General Meeting of the Association as per clause [16] and shall hold office until the succeeding Annual General Meeting when all members of Council shall retire from office. All retiring members of Council shall be eligible for election.

7.3 Council, subject to the Incorporated Societies Act 1908 and its Amendments, this Constitution, and to any resolution passed by the Association in general meeting:

(a) shall control and manage the affairs of the Association;

(b) may exercise all such functions and powers as may be exercised by the Association other than those functions and powers that are required by this Constitution to be exercised by a general meeting of members of the Association;

(c) has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

7.4 Council may expel a Member Club, or suspend a Member Club for such period as it thinks proper, if the Member Club is in arrears for two (2) months with its affiliation fees or any other payment.

7.4.1 Council may expel a Member Club, or suspend a Member Club for such period as it thinks proper, for any breach of the Pistol New Zealand Rules or By-Laws.

7.4.2 Any Member Club suspended or expelled from the Association shall have the right of appeal to Council within 30 days of their suspension or expulsion. Should Council decline the appeal, the only further appeal to the Association shall be by way of General Meeting.

7.5 Council may remove a member of Council from office if the member of Council ceases to be a financial member of a Member Club, or fails to attend two consecutively convened Council meetings, or in the opinion of Council has acted in a manner prejudicial to the objects of the Association. The member of Council may only be removed by a minimum two thirds majority vote of Council present at a Council meeting. Any member of Council removed in this manner will not be eligible for re-election to Council for a period of 12 months from the date of their removal from office.

7.6 All contracts and acts of the Association shall be sufficiently authenticated if, pursuant to a resolution of Council, such contract or act is signed by two (2) members of Council, except such contracts as are required to be executed under the Common Seal.

7.7 Council shall meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit, but shall meet at least twice a year including at the time of the Annual General Meeting.

7.8 Council or a sub-committee of Council may meet in person or by any other means of communication.

7.9 Council shall have the power to appoint a financial member of a Member Club to fill any casual vacancy on Council caused by death, retirement, absence or removal from office of a Council member and any person so appointed shall retire at the next Annual General Meeting together with the rest of Council. Such retiring member shall be eligible for election.

8. AUDITOR

8.1 An Auditor shall be appointed by Council for the ensuing year. The Auditor shall not be a Honorary Life Member, Associate Member, or financial member of a Member Club and upon retirement at the end of the year shall be eligible for re-appointment.

8.2 For every audit the Auditor will submit a report to Council and following the audit shall furnish a report to the Annual General Meeting which report shall be circulated by the Executive Officer to all Member Clubs with the notice calling the Annual General Meeting.

9. EMPLOYEES OF THE ASSOCIATION

9.1 Council may, from time to time, contract the services of any person or organisation as it deems necessary to conduct the business of the Association.

9.2 Employees or contractors of the Association may not serve on Council during the term of their employment or contract.

10. PISTOL NEW ZEALAND BY-LAWS

10.1 Council will adopt and amend such by-laws, as recorded in the Pistol New Zealand By-Laws, as are necessary to implement this Constitution and the objects and policies of the Association. Such by-laws shall be binding on all Member Clubs of the Association. All member clubs shall be provided with a copy of the by-laws and any subsequent amendments.

10.2 Notice of a resolution to adopt or amend the Pistol New Zealand By-Laws may be given by a member of Council or a Member Club to the Executive Officer, not less than fourteen (14) days prior to the date of the Council meeting at which the resolution is to be considered. The Executive Officer will circulate the resolution to all members of Council not less than ten (10) days prior to that meeting. Such notice requirements may be waived by the Chairman of the meeting.

10.3 The Pistol New Zealand By-Laws will be amended by Council in accordance with any directive given by the Association at a General Meeting.

11. ANNUAL GENERAL MEETING

11.1 The Annual General Meeting of the Association shall be held at a time and place decided by Council.

11.2 The business of the Annual General Meeting shall be:

11.2.1 To receive and consider the President's annual report.

11.2.2 To receive and consider the Statement of Income and Expenditure and the Balance Sheet for the previous financial year.

11.2.3 To consider and vote on remits and notices of motion as per clause [11.3]

11.2.4 To consider and adopt a budget based on the fees approved at the previous Annual General Meeting.

11.2.5 To set the affiliation fees, payable by Member Clubs, for the ensuing financial year.

11.2.6 To elect Council for the ensuing year (as per clause [16]).

11.2.7 To transact any other business at the discretion of the Chairman.

11.3 Council or any Member Club that wishes to move any remit or notice of motion at such a meeting shall give notice in writing to the Executive Officer by the end of the financial year for which the meeting is to be held.

11.4 The Executive Officer shall circulate all Member Clubs with such remits and notices of motion within thirty (30) days following the end of the Association's financial year for which the meeting is to be held.

11.5 The President's annual report, the Income and Expenditure Statement and Balance Sheet shall be circulated to all Member Clubs twenty-one (21) clear days prior to the Annual General Meeting, together with notice of the meeting. The Income and Expenditure Statement and the Balance Sheet need not be audited at the time of circulation.

11.6 The failure to forward the same to any Member Club shall not invalidate the proceedings of the meeting, provided such omission does not exceed ten percent (10%) of the total number of Member Clubs.

12. SPECIAL GENERAL MEETING

12.1 A Special General Meeting may be called at any time by the President, by resolution of Council, or upon the request of any two (2) Member Clubs of the Association. Every such requisition shall state the object of such meeting and Council may require a deposit of \$500 (or such other sum as Council from time to time determines) from the party (or parties) requesting the Meeting to cover the cost of such Special Meeting. This deposit shall be returned to the depositor after the Special Meeting unless such Special Meeting resolves to forfeit the same to the Association. Twenty-one (21) days notice shall be given to each Member Club of any Special General Meeting.

13. NOTICES

13.1 A notice given by the Association to any Member Club may be delivered by hand, by courier, by facsimile or by mail (ordinary or electronic) to the address supplied by the Member Club to the Association for the giving of notices to the Member Club. A notice will only be effective:

13.1.1 in the case of hand or courier delivery, when delivered;

13.1.2 if posted, two business days after posting in a properly addressed and fully prepaid envelope;

13.1.3 if sent by electronic mail, upon proof of transmission; and if sent by facsimile, upon production of a transmission report by the machine from which the facsimile was sent which indicates the facsimile was sent in its entirety to the facsimile number of the recipient;

13.1.4 provided that any notice received or deemed received after 5.00pm, or on a day which is not a business day, shall be deemed not to have been received until the next business day.

14. DELEGATES

14.1 Delegates entitled to attend and vote (subject to clause [6.3]) at any General Meeting shall be those delegates selected for such purpose by each Member Club and whose names have been forwarded to the Executive Officer no later than 7 days prior to the General Meeting.

15. PROCEDURE AT MEETINGS

15.1 At any meeting of the Association the chair shall be taken by the President, or in his absence, the members of Council present shall elect a Chairman from among their number.

15.2 At Council Meetings a quorum shall consist of five (5) members of Council. If a quorum is not present within one hour of the stated time of commencement of the meeting then no meeting may be legally constituted.

15.3 At General Meetings a quorum shall consist of five (5) members of Council plus a quarter of the number of financial Member Clubs.

15.4 The Chairman shall in all cases have a casting vote in addition to his other voting power.

15.5 Voting at meetings (except as provided in clause [15.8]) shall be by majority vote and on the voices or show of hands by an official delegate of each Member Club present at the meeting. A vote by secret ballot may be called for by any two delegates requiring the same.

15.6 The voting entitlement shall be one (1) vote per financial member of a Member Club that each delegate represents, such number being that declared at the time of receipt of the Club registration forms and requisite affiliation fees for the new financial year.

15.7 Member Clubs may vote by proxy at any General Meeting of the Association. Proxy voting must be completed on the appropriate voting paper(s) sent to clubs no later than twenty one (21) days before any General Meeting, and may be presented by the Delegate of another Member Club at the General Meeting, as advised to the Executive Officer at least seven (7) days prior to the General Meeting, or received by the Executive Officer by mail no later than seven (7) business days prior to the General Meeting.

15.7.1 A Delegate to a General Meeting can represent the voting rights of no more than five (5) Member Clubs.

15.8 Any resolution to change this Constitution at a General Meeting requires a two thirds majority of the votes cast.

15.9 The conduct of meetings of the Association, including resolutions and voting procedures, shall otherwise be in accordance with the Pistol New Zealand By-Laws.

16. ELECTION OF OFFICERS AND MEMBERS OF COUNCIL

16.1 Council shall be elected at the Annual General Meeting each year.

16.2 The election of Council members and officers shall be by secret ballot.

16.3 Nomination of a financial member of a Member Club for Council, and acceptance thereof, shall be on the prescribed form. All nomination forms shall be in the hands of the Executive Officer by the end of the financial year immediately preceding the Annual General Meeting.

16.3.1 Any person nominated for Council must declare any position held on the executive, or as an employee or contractor, of any other shooting organisation not bound by this Constitution, at the time of their nomination.

16.4 In the event of insufficient nominations being received for positions on Council further nominations shall be called for at the Annual General Meeting.

16.5 In the event of deadlock in the election of a Council member the Chairman shall have the casting vote.

17. DELEGATION

17.1 Council may appoint and dismiss officials to control the Association's affairs. Council shall determine the conditions and terms of appointment of such officials.

17.2 Council alone shall have the power to appoint all delegates and representatives to represent the Association on any other body or organisation.

18. LIQUIDATION, TAX EXEMPTION

18.1 The Association may be put into liquidation if at a meeting of the Association a resolution is passed by a majority of the votes cast requiring the Association to be put into liquidation and the resolution is confirmed by a majority of the votes cast at a subsequent meeting of the Association called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

18.2 If upon the liquidation of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having similar objects to be determined by the members of the Association at the time of liquidation or in default thereof by such judge of the High Court of New Zealand as may have jurisdiction in the matter.

18.3 No member club, financial member of a member club, or member of Council shall participate in, or materially influence, any decision made by the Association in respect of any income, benefit or advantage to that member club, financial member of a member club, or member of Council. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

18.4 No alteration to these rules which affects the non-profit aims of the Association, or alteration to Clause 18, may be done without the prior approval of the Inland Revenue Department.

19. SEAL

The seal of the Association shall be kept in the custody of the Executive Officer and shall not be affixed to any document except by resolution of Council and in the presence of the Executive Officer and two members of Council who shall at the same time sign the document to which the Seal is so attached.

20. INDEMNITY

20.1 Members of Council, contractors and employees of the Association shall, except in the case of wilful default or fraudulent acts or omissions, be indemnified by and out of the funds of the Association against any loss, damage, expenses or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of any of their duties in respect of the Association.

20.2 Council may effect any appropriate insurance cover in respect of clause [20.1] at the expense of the Association.

21. SAVINGS

The Constitution existing immediately prior to this Constitution coming into operation is hereby revoked save that such revocation shall not affect the validity, effect or consequences of anything already done or suffered, or any right interest or title already acquired or the membership (Honorary or otherwise) of any member of the Association.