

Francis Basile

Basile Marco Costa

Change to the Constitution for Annual General Meeting – 6 October 2024

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To now read: " Club" Club Garibaldi, a registered Friendly Society under the Act, being all of its members.

Explanation for change:

The expanded wording more accurately reflects the legal status of the Club.

Rosina van der Aa

*Clause 6r.

New commencement (and following wording for clarity) as follows: " If required by law, or deemed necessary by an ordinary resolution by the membership, or by the Executive Committee, or by either or both of the Trustees, a person qualified as required by Section 63 of the Act shall be appointed to audit the Club's financial affairs. The auditor may be removed only in the circumstances set out in s.65 of the Act."

Insert new Clause 6s.

" Subject to clause 6r., the Club shall appoint a Chartered Accountant to carry out an independent Review of the Club's annual Statutory Financial Statements.

The Review will form part of the Annual Report to members.

A suitably qualified person or Service Provider will be appointed by the Executive Committee and / or by either or both of the Trustees."

Explanation for change:

As matters stand, the Club is required by its constitution to have a full audit undertaken of its financial affairs at the end of each financial year and to include the auditor's report when its accounts are filed with the Registrar of Friendly Societies. The total expenditure of some \$10,000+ in auditor's fees for this and the preceding year can be significantly reduced by incorporating a lesser standard of review, albeit conducted by a Chartered Accountant, whilst still preserving the option for reverting to a full audit should the same be required by law, by the Club's Executive Committee, or by either or both of the Trustees, or by the membership.

*Clause 11 ALTERATION TO RULES

Amend first line to read:

" Alterations to the Club's rules and constitution may be made:

(a) By a special resolution passed by members entitled to vote....any such meeting.

OR (b) If an amendment is proposed to either this clause 11 (b) or to clause 14

(DISSOLUTION) then the conditions which apply to sub-clause 14(a) and its sub-parts (1), (2) and (3) in respect to dissolution shall apply to that sub-clause and its sub-parts in respect to any proposed amendment unless that amendment is solely for the purpose of compliance with the Act then currently in force in which case sub-clause (a) applies. The Rules of the Club must at all times comply with the requirements of the Act then currently in force.

When necessary, the then current Rules must be amended to ensure compliance.

Explanation for change below (the above change simply reinforces the primacy of the Act in what is required).The intention here is to lower the minimum threshold of members entitled to vote on dissolution to 75% which is the minimum threshold required by the Act. A further, and dominant, consideration is that written notice of intended dissolution must be given to current members and their approval or otherwise must be obtained.

*Clause 14a.(2)

Delete " ninety per cent" and substitute "seventy-five (75) per cent"

Delete the words "and do vote".

For clarity the new sub-clause should now read(after these changes):

" That within thirty(30) days of the special resolution in sub-clause (1) above being passed a poll of all members entitled to vote is undertaken provided that the vote in favour of dissolution represents not less than seventy-five (75) per cent of all members entitled to vote."

New (3) " If members approve dissolution of the Club in terms of sub-clause (2) the Club must undertake the dissolution process as detailed in the Act"

*Clause 14c.

Amend third sentence by deleting the words " The trust may seek charitable status in line with the objective to encourage the use of the Italian language" and substitute the following : " The trust should encourage the use of the Italian language and to promote and enhance..... Wellington area. No member of the Club, present or former, at the time of dissolution, shall derive any financial benefit on dissolution."

THE RULES AND CONSTITUTION OF CLUB GARIBALDI

118 Tory Street
Wellington

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CLUB GARIBALDI RULES AND CONSTITUTION

The following are the rules and constitution as approved by Special General Meetings of the Club on 9 November 2003, 8 February 2004, and 9 November 2014 and Annual General Meetings of the Club on 10 October 2010, 29 September 2013, 28 September 2014 and 24 October 2021. The latest version of the constitution to which these proposed changes are made is dated 6 October 2024.

DEFINITIONS

- "Act" Friendly Societies and Credit Unions Act 1982 and its amendments.
"Club" Club Garibaldi, a registered Friendly Society under the Act, being all of its members.
"Registrar" Registrar of Friendly Societies
"Member/s" Financial Member/s, Life Member/s and other member/s who is/are deemed to be financial.


1. NAME

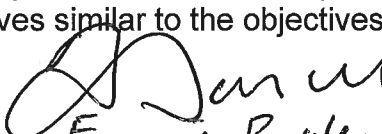
The name of the Club shall be "Club Garibaldi". The registered office of the Club, which was established on 1 July 1882, and registered on 31 December 1883, shall be at Garibaldi House, 118 Tory Street, Wellington. Notice of every change of address of the registered office shall be duly given to the Registrar.

2. OBJECTIVES


The Club is a social and cultural association with the following objectives:

- To promote social interaction between members of the Italian community in the greater Wellington region, to foster social and recreational activities and to provide premises and facilities for such activities.
- To encourage the use of the Italian language and to promote and enhance all aspects of Italian culture.
- To co-operate and mix socially with any other association or club having objectives similar to the objectives of the Club.


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Francis Basile
Treasurer


Marco Costa


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- d. To acquire by purchase, lease, exchange, hire or otherwise any real or personal property or any rights or privileges which may be considered necessary or expedient for achieving the objectives of the Club.
- e. To provide funds to achieve these objectives by grant, loan, fund-raising or other methods which the Executive Committee deems to be appropriate. To invest the Club's funds in a secure manner and to safeguard the Club's other assets. The security of such investments and assets shall be the paramount consideration.

3. MEMBERSHIP

- a. Membership of the Club shall be open to all persons of Italian descent.
 - (1) Membership of the Club shall also be open to the husband or wife and (with the approval of the Executive Committee) the partner of the person of Italian descent regardless of that other person's ethnicity.
 - (2) An application for membership by a husband, wife or partner of the person of Italian descent shall only be considered if that person's spouse is, or has been, a financial member of the Club.
 - (3) The husband, wife or partner of a deceased member shall be eligible to maintain their membership status, or apply for membership in their own right, but this concession shall not extend to that person's husband, wife or partner who does not otherwise qualify for membership.
- b. Membership shall be restricted to people 18 years of age and over.
- c. The Executive Committee shall retain the right to refuse any application for membership of the Club, and may limit the number of Members.
- d. A person seeking membership must be nominated by a Member of the Club and seconded by another Member, both of whom have been financial Members of the Club for a minimum of twelve (12) months.
- e. An application for membership must establish eligibility as decided upon by the Club's Executive Committee and the applicant must undertake to abide by the rules of the Club.
- f. Only financial Members will be eligible to exercise a vote at Annual and Special General Meetings of the Club.
- g. Resignation of membership must be made in writing to the Secretary of the Club.
- h. The Executive Committee may introduce other classifications of membership it deems necessary in accordance with Clause 11 of the Constitution.
- i. Members and visitors shall meet the standard of dress and behaviour (as laid down by the Executive Committee from time to time) while on the Club premises.

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- j. Any Member who in any way acts in a manner detrimental to the Club may, subject to notice in writing, be suspended from membership by the President or Vice President. Any such suspension shall be subject to review by a meeting of the Executive Committee, which shall be convened within twenty eight (28) days of notice of such suspension. The suspended Member shall be given a minimum of seven days written notice of the date and time of such meeting and shall be entitled to appear and be heard in person. If the suspended Member fails to appear, the member shall be deemed to have waived the right to be heard. The determination of the Executive Committee, as to whether the suspension is lifted or whether the Member is expelled from the Club, shall be final.
- k. Existing Members who reach the age of 70 who have been financial Members for five consecutive years prior to reaching this age shall not be required to pay subscription fees. New Members joining after the age of 70 shall be required to pay subscription fees for five years before obtaining this benefit.
- l. A financial Member may be elected as a LIFE MEMBER. Life Membership shall be conferred only for outstanding service rendered to the Club as a financial Member for not less than ten (10) years and not under any circumstances for a monetary consideration. Every proposal for Life Membership shall first be considered by the Executive Committee and, if approved by it, voted upon at an Annual General Meeting. Election to Life Membership of the Club requires that seventy five percent (75%) of financial Members present at the Annual or Special General Meeting vote in favour of the proposal.

4. VISITORS

Any Member may invite no more than four persons at any one visit, providing the following conditions are adhered to:

- a. Invited guests must sign the visitors' book with their name and address and the Member accompanying them must also sign in. The Member will at all times be responsible for the conduct of the visitor. No visitor shall be sold or supplied alcohol on the Club premises unless the visitor is in the company of a Member and the alcohol is supplied for consumption where the Club holds a licence to dispense alcohol on the premises. The President, or in his or her absence, the Vice-President or Secretary, may invite more than four guests at any one time.
- b. No invitee shall become a frequent or regular visitor.
- c. Members reciprocally associated with the Club need not be accompanied by a Member. They may use the facilities of the Club provided they show sufficient evidence to a Member of the Executive Committee that they are a member of an affiliated club and they at all times obey the Club's rules.
- d. The Executive Committee may close all or part of the Club's premises at any time it thinks fit.

5. MEMBERSHIP FEES

- a. The Executive Committee may set a fee for first admission to Club membership. The Executive Committee shall also set the annual subscription fee for all Members. These fees must be approved at the Annual General Meeting by a majority vote.

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Treasurer

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- b. The Executive Committee shall have the power to determine the fees for other classifications of membership.
- c. Subscriptions shall be due for payment on 1 July in each year. Members whose subscriptions are not paid by 1 October will be reported to the Executive Committee which will have the power to terminate the membership.

6. MANAGEMENT

- a. The management of the Club, except otherwise provided for by these rules, shall be conducted by a committee consisting of:
- President
 - Vice-President
 - Treasurer
 - Secretary
 - Five committee members to be elected annually at the Annual General Meeting except for the President who shall be elected for a two-year term. All the Executive Committee members to be elected must have been financial members of the Club for a period of not less than one (1) year prior to the first of August in the year in which they seek election. The Vice President and Treasurer must have been financial members of the Club for a period of not less than two (2) years immediately prior to taking office.
- b. The Club's duly elected Executive Committee shall be responsible for the management of the Club's affairs, for managing its funds, for safeguarding of the Club's assets, for the appointment and continued employment or dismissal of any staff.
- c. The Executive Committee of the Club may appoint a **PATRON** who shall be welcome to attend any Club functions.
- d. The **PRESIDENT** shall chair the Club's Executive Committee meetings, represent the Club at official and other functions, and promote the Club's best interests. The President shall be of Italian descent, and shall have been a member of the Club continuously for a minimum of three (3) years.
- e. The **VICE-PRESIDENT** is to act as a deputy to the President and fulfil all of the President's functions in the President's absence and any other duties the President and/or the Executive Committee shall require.
- f. The **SECRETARY'S** duties include summoning and attending all general meetings and meetings of the executive, keeping and publishing minutes of meetings, attending to all correspondence, including informing Members of their subscription dues, and attending to other functions required by the President and/or the Executive Committee.
- g. The **TREASURER'S** duties shall be to collect and account for all fees, subscriptions and other income, to bank these funds in the Club's name, to discharge funds under the authority of the Executive Committee, and to keep proper accounts of the financial affairs of the Club. The Treasurer shall assist in the preparation of financial accounts.

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- h. The **five committee Members** who shall be elected to the Executive Committee shall include at least one person under the age of 30. If this position is not filled at an Annual General Meeting then the position shall remain open until the Executive Committee co-opts an eligible person. This person shall be entitled to vote and shall, in all respects be deemed to be an Executive Committee member. This position shall be listed on the nomination form sent to members prior to each Annual General Meeting.
- i. Members of the Executive Committee who miss more than three meetings within a twelve (12) month period without good reason shall not be eligible to be nominated for an executive committee position the following year. The Executive Committee is empowered to co-opt a Member to fill the vacancy until the next election of officers at the Annual General Meeting.
- j. The President or Vice-President, or, in their absence, any member of the committee, shall be the chairperson of the Executive Committee.
- k. At any Executive Committee meeting five Members shall form a quorum.
- l. The committee shall meet within four weeks of the Annual General Meeting at which it is elected and thereafter as and when the Club's activities necessitate, usually monthly, but at least once every two months.
- m. The Executive Committee shall have power to fill any vacancy which may occur on the committee between any general meetings by appointing a Member of the Club to fill such vacancies. The exception shall be the position of President. Should the position of President become vacant for any reason within nine months of election at any Annual General Meeting, a Special General Meeting shall be called to elect a new President.
- n. The Executive Committee shall have power to appoint an assistant secretary, and co-opt people to assist the Executive Committee and subcommittees.
- o. The Executive Committee shall have power to form subcommittees to undertake Club business within parameters set by the Executive Committee. Subcommittees may not commit the Club to any expenditure without the prior approval of the Executive Committee. Each subcommittee should include at least one Member of the Executive Committee.
- p. The Nomination forms must be sent to Members at least twenty eight (28) days in advance of the Annual General Meeting. These shall be returned with the name of the Member proposing another's election and the signature of the nominee indicating approval of the nomination. The nomination forms must be received by the Secretary of the Club not less than fourteen (14) days before the date of an Annual General Meeting or Special General Meeting called for that purpose. The names of all nominees and positions shall be put on the notice board seven (7) days before an Annual General Meeting or Special General Meeting. Members shall be notified by email, post or newsletter, as appropriate, within the same time frame.

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- q. In the event of a nomination not being received for any position on the Executive Committee, a nomination for any position other than President, Vice-President or Treasurer may be accepted, and a member elected, at the Annual General Meeting or Special General Meeting called for that purpose.
- r. If required by law, or deemed necessary by an ordinary resolution by the membership, or by the Executive Committee, or by either or both of the Trustees, a person qualified as required by Section 63 of the Act shall be appointed to audit the Club's financial affairs. In terms of s.69 (2) of the Act, the auditor shall be entitled to attend any general meeting of the Society and to receive all notices of, and other communications relating to, any general meeting which any member of the Society is entitled to receive and to be heard at any meeting which he or she attends on any part of the business of the meeting which concerns him or her as auditors. The auditor may be removed only in the circumstances set out in s.65 of the Act.
- s. Subject to clause 6r., the Club shall appoint a Chartered Accountant to carry out an independent Review of the Club's annual Statutory Financial Statements. The Review will form part of the Annual Report to members. A suitably qualified person or Service Provider will be appointed by the Executive Committee and / or by either or both of the Trustees.

7. TRUSTEES

- a. The governance and financial security of the Club shall be watched over by two Members of the Club elected to the position of trustee (guardian and watchdog of the Club's financial affairs).
- b. Members nominated as trustees shall have been an upstanding Member of the Club for at least three years.
- c. The trustees shall be nominated prior to an Annual General Meeting or Special General Meeting called for that purpose, in accordance with clause 6.p and be elected for a **three-year** term.
- d. The position of one trustee shall retire at the end of the three-year term and may be nominated for re-election
- e. The trustees shall act as vote scrutineers at Annual General Meetings except in the event of elections for the position of trustee.
- f. Only one trustee shall be required to attend meetings of the Executive Committee, shall have access to all financial records, shall be consulted on all material matters related to investment, expenditure and revenue, but shall not have a vote.
- g. When called upon at Annual General Meetings the trustees shall attest to the governance of the Club's affairs by the Executive Committee.
- h. All real and personal property from time to time owned by the Club shall vest in the trustees as required by s29 of the Act. The acquisition and disposal of property shall be undertaken in the names of the trustees acting on the prior written approval of the Executive Committee. Subject to the Act, and the written

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approval of the Executive Committee, a trustee may invest the funds of the Club in accordance with the provisions of ss.49 and 52 of the Act.

- i. As the property of the Club is vested in the trustees, all legal transactions require their signature.
- j. The Executive Committee shall decide on investment or commitment of Club funds but the trustees shall scrutinise such investments or commitments and, should they believe such investments or commitments are not in the Club's best interests, shall call a Special General Meeting of Members to consider such investments or commitments.
- k. Members elected as trustees shall not have personal liability for any loans, debts or financial arrangements made by the Club.
- l. When the position of Trustee becomes vacant through death or resignation a meeting of members will be held as soon as practicable to elect a replacement Trustee. No act done by any person appointed as Trustee shall be invalidated by the fact that there is a vacancy in the full number of Trustees.
- m. Members nominated as trustees shall be elected to the position by a majority vote of the Members present at the Annual General Meeting or a Special General Meeting.
- n. Notice of the resolution appointing the trustees shall be sent to the Registrar within fourteen (14) days of it being passed.

8. MEETINGS

- a. The Executive Committee shall give Members not less than five (5) weeks' notice of any Annual General Meeting or any Special General Meeting.
- b. The Annual General Meeting shall be called by the Executive Committee in August or September in each year or at such other time as the Executive Committee shall determine. The business of the meeting shall be to receive the annual report, statement of accounts and balance sheet for the last financial year, to elect and appoint office-bearers for the ensuing year, to consider and deal with resolutions and to transact any other general business.
- c. A Special General Meeting, at which only the business for which the meeting was called may be dealt with, can be convened by the Executive Committee on its own initiative at any time, or otherwise must be convened within thirty (30) days of receiving a written request for such a meeting signed by 20 financial Members of the Club.
- d. At Annual and Special General Meetings only Members who are deemed financial by having paid all outstanding dues are eligible to vote. At such meetings, for an Ordinary Resolution to be passed, sixty six percent (66%) or more of Members present at the meeting and eligible to vote must vote in favour. Where the Act or the Constitution requires a Special Resolution to be passed, seventy five percent (75%) or more of Members present at the meeting and eligible to vote must vote in favour.

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- e. No business shall be transacted at any annual or Special General Meeting unless a quorum of Members is present. Twenty financial Members present shall constitute a quorum. If a quorum is not present within thirty (30) minutes of the advised start time of the meeting, the chairman shall adjourn the meeting and the Executive Committee shall set a new date for the meeting.
- f. If at the second meeting a quorum is not present the Executive Committee may determine a sufficient quorum for disposing of the immediate business before it.
- g. The President, or, if the President is absent or unable to act, the Vice-President or another person nominated by the President, shall chair the Annual and Special General Meetings.
- h. At all general meetings financial Members may exercise one vote. Votes will be by voices or a show of hands except where the meeting decides by a simple majority to hold a secret ballot.
- i. In the event that a secret ballot is required the chairperson shall nominate and the meeting approve two Members to act as scrutineers for the counting of votes cast except where the trustees are available to act as scrutineers.
- j. During Annual and Special General Meetings all questions and comments by the general membership must be made through the chairperson.
- k. Minutes of the Annual and Special General Meetings shall be available on the Club noticeboard for perusal within thirty (30) days of the meeting.
- l. No meeting, resolution or other proceeding shall be invalidated by the accidental omission to give notice to a Member.
- m. Notices of motion must be submitted in writing and received by the Secretary of the Club not less than twenty eight (28) days before the Annual General Meeting.
- n. Notices of Motion must state the names of the persons moving and seconding the motion. These Notices of Motion shall then be given to all Members not less than fourteen (14) days before the date of an annual or Special General Meeting.
- o. No motion shall be put to an annual or Special General Meeting unless proper notice is given.

9. FINANCIAL

- a. (i) The Club's day-to-day operational banking arrangements shall be with the ANZ Bank or a Bank approved by the Executive Committee. All transactions up to a limit approved by the Executive Committee must be signed by two authorised signatories. The signatories must be the Treasurer and either the President, Vice-President or Secretary. In the absence of the Treasurer, signatories to be the Secretary and either the President or Vice-President.
- (ii) With the approval of the Executive Committee the Club may enter into arrangements, including additional banking facilities, with Financial Institutions for the general purpose of Investment of the Club's funds. The Investment of the Club's funds must be with Financial Institutions

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registered, licensed, or regulated by The Reserve Bank or The Financial Markets Authority. The Executive Committee may, with the agreement of the Trustees, undertake the acquisition, disposal, and management of such Investments on behalf of the Club in accordance with stated policy and principles of good governance. The Executive Committee will also appoint or change signatories, controllers, or administrators for all new facilities and arrangements as required. All transactions will require two authorised signatures or the equivalent of. Under electronic processing the standard procedure will be for one (A) signatory to be the Authoriser of an approved transaction and one (B) signatory to be the Initiator of an approved transaction. The Executive Committee will, in order to provide back up, normally appoint two (A) signatories, and two (B) signatories in each situation. (A) Signatories can be one or both of the Trustees, or the President of the Club. (B) Signatories will be the Treasurer, who must be a signatory, and one of either the Vice-President, Secretary or a member of the Club with relevant experience and expertise, appointed at the discretion of the Executive Committee.

- b. No Major transaction can be undertaken by the Club unless it has been approved by a Special Resolution passed at an Annual or Special General Meeting or is contingent upon such approval, or is a Major transaction which is an Investment as classified in Clause 9a(ii) which can be approved by the Executive Committee.

A Major transaction is one which involves:

- (1) The acquisition or disposition of, or an agreement to acquire or dispose of, whether contingent or not, assets the value of which is more than \$50,000 before the acquisition or disposition.
- (2) A transaction that has, or is likely to have, the effect of the Club acquiring rights or interests or incurring obligations or liabilities the value of which is more than \$50,000 before the transaction.

10. SEAL

As the property of the Club is vested in the trustees, all legal transactions require their signature and the Seal is to be used for purely ceremonial purposes.

11. ALTERATIONS TO RULES

Alterations to the Club's rules and constitution may be made:

- a. By a special resolution passed by members entitled to vote at the Annual General Meeting or at a Special General Meeting called for the purpose. Written notice of the proposed amendment shall be given to the Secretary not less than twenty eight (28) days before any such meeting; or
- b. If an amendment is proposed to either this clause 11(b) or to clause 14 (DISSOLUTION) then the conditions which apply to sub-clause 14(a) and its sub-parts (1), (2) and (3) in respect to dissolution shall apply to that sub-clause and its sub-parts in respect to any proposed amendment unless that amendment is solely for the purpose of compliance with the Act then currently in force in which case sub-clause (a) applies. The Rules of the Club must at all times comply with the requirements of the Act then currently in force. When necessary, the then current Rules must be amended to ensure compliance.

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12. ACCESS TO INFORMATION BY MEMBERS

- a. In accordance with s72 of the Act, the latest annual return or balance sheet (including income and expenditure accounts and auditor's report) shall be supplied without charge to a Member interested in the financial position of the Club.
- b. In accordance with s.73 of the Act, the latest balance sheet (including income and expenditure accounts and auditor's report) shall be available at the registered office of the Club in normal business hours, for inspection by Members.
- c. In accordance with s.27 of the Act, the Club shall deliver to any person on request a copy of the rules subject to the payment of a reasonable charge.
- d. In accordance with the Act, any Member may inspect the books and accounts of the Club at the registered office within office hours. Unless the Member is an officer of the Club or is specially authorised by resolution of the Club to do so, a Member or other person having an interest in the funds of the Club shall not have the right to inspect any account of any other Member without the written consent of that Member.

13. INSPECTION OF AFFAIRS

It shall be the right of a minimum of fifty (50) members to apply to the Registrar to exercise such powers conferred by s.89 of the Act as the Registrar shall see fit.

14. DISSOLUTION

- a. The Club may be dissolved at any time provided that all conditions outlined in sub-clauses (1) and (2) below have been complied with:
 - (1) That a Special General Meeting is held and a special resolution is passed to poll the Members of the Club entitled to vote in order to determine whether the required number of Members' votes (per sub-clause (2) below) are in favour of dissolution of the Club.
 - (2) That within thirty (30) days of the special resolution in sub-clause (1) above being passed a poll of all Members entitled to vote is undertaken provided that the vote in favour of dissolution represents not less than seventy five (75) percent of all Members who are entitled to vote.
 - (3) If members approve dissolution of the Club in terms of sub-clause (2) the Club must undertake the dissolution process as detailed in the Act.
- b. In accordance with the rules and constitution of the Club, in the event of the Club's dissolution or cessation of activities, the Club shall return any unexpended portion of any grant received from the Italian Government for linguistic or cultural purposes to the representative of the Italian Government in New Zealand. In the absence of any such representative in New Zealand, it is to be returned to the closest representative of the Italian Government elsewhere.

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- c. Any surplus funds, after the liabilities of the Club have been met, shall form the corpus of a trust fund in the name of the Club. The trust shall be formalised by a deed of trust with a minimum of three trustees, one of which shall be a trustee corporation or an independent professional trustee. The trust should encourage the use of Italian language to promote and enhance all aspects of the Italian culture in New Zealand, but principally in the Wellington area. No Member of the Club, present or former at the time of dissolution, shall derive any financial benefit on dissolution.

15. INTERPRETATION

The Executive Committee shall be the sole authority for the interpretation of these rules and the decision of the committee upon any question of interpretation, or upon matters affecting the Club and not provided in these rules, shall be final and binding on the Members. The basis for any decisions made by the Executive Committee under this clause shall be explained in writing to Members and any such decision is subject to a right of appeal at a Special General Meeting. Notice of such an appeal to be given in writing beforehand in accordance with clause 8(a).

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*Francesca
Francesca Bassi
Treasurer*

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Rosina van der Aa

Registered this 17th day
of October 2025

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Deputy Registrar of Friendly Societies and Credit Unions

