

Constitution of North Shore Submission Grappling Club Incorporated

Adopted in accordance with the Incorporated Societies Act 2022

1. Name

The name of the society is: North Shore Submission Grappling Club Incorporated.

The society may operate publicly under the name: North Shore Submission Grappling Club.

2. Purposes

The purposes of the society are to:

- Promote submission grappling, Brazilian Jiu-Jitsu, and related grappling arts.
- Encourage physical fitness, discipline, and personal development through martial arts training.
- Provide a safe and structured environment for grappling training and competition.
- Promote community participation in martial arts and combat sports.
- Foster respectful conduct, discipline, teamwork, and personal development among members.

The society operates on a not-for-profit basis. No member may obtain pecuniary gain from the society except:

- reimbursement of reasonable expenses, or
- payment for services approved by the committee at fair market value.

All income, benefit, or advantage of the society must be used to advance the purposes of the society.

No officer or member may receive any distribution of income or property from the society except for reimbursement of expenses or payment for services approved by the committee at fair market value.

3. Registered Office

The registered office of the society is: 47 Regent Street, Devonport, Auckland 0624, New Zealand.

The committee may change the registered office and must notify the Registrar of Incorporated Societies.

4. Membership

The society must maintain at least 10 members. Membership is open to individuals who support the purposes of the society and agree to comply with this constitution and club rules.

A person becomes a member only after giving written or electronic consent to becoming a member.

4.1 Membership Categories

Membership categories may include:

- Adult Members

- Youth Members
- Honorary Members

The committee may establish additional categories.

4.2 Admission of Members

A person becomes a member when:

- they apply for membership,
- they give written or electronic consent to becoming a member and to being bound by this constitution and club rules, and
- the committee approves the application.

The committee will notify the applicant of the decision within 14 days. If an application is declined, the committee must give reasons, and the applicant may appeal to a general meeting. A person must not be recorded as a member until their written consent has been received and their application approved.

4.3 Cessation of Membership

A member ceases to be a member if they:

- resign in writing or electronically,
- fail to pay membership fees within 3 months of the due date,
- are expelled following the dispute resolution process, or
- die.

The committee may suspend a member immediately if safety concerns arise pending investigation.

4.4 Register of Members

The society must maintain a Register of Members including:

- full name,
- contact details,
- date membership began,
- date membership ended (if applicable), and
- any other information required by regulations under the Incorporated Societies Act 2022.

The register must be kept securely, reviewed and updated at least annually, and made available to members upon reasonable request, subject to privacy laws. The register must comply with the Incorporated Societies Act 2022.

5. Officers

The society must have at least three officers:

- Chairman
- Treasurer
- Secretary

Officers must not be disqualified under the Incorporated Societies Act 2022. Before taking office, each officer must:

- consent in writing to being an officer, and
- certify that they are not disqualified from being an officer under the Act.

This written consent and certification must be provided before the appointment takes effect and must be retained by the Secretary. An officer who subsequently becomes disqualified must immediately vacate their position.

5.1 Duties of Officers

Officers must:

- act in good faith and in the best interests of the society,
- exercise powers for proper purposes,
- comply with the Incorporated Societies Act 2022 and this constitution,
- exercise reasonable care and diligence,
- avoid creating substantial risk of serious loss to the society or its creditors, and
- avoid incurring obligations the society cannot perform.

Officers and committee members acting in good faith and in the proper performance of their duties are entitled to be indemnified by the society to the extent permitted by law against liabilities incurred in carrying out their functions.

5.2 Contact Officer

The society must have at least one and no more than three contact persons for the purposes of the Incorporated Societies Act 2022. The contact person is the society's designated point of contact with the Registrar of Incorporated Societies.

Each contact person must:

- be at least 18 years old,
- be a member or officer of the society, and
- reside in New Zealand.

The Secretary will normally serve as the primary contact person unless the committee resolves to appoint another person. The committee may appoint up to two additional contact persons by resolution at any time. Changes to contact persons must be notified to the Registrar. Contact person details are held by the Registrar for official use only and are not made publicly available. The Contact Officer is responsible for ensuring the society meets its filing and reporting obligations under the Incorporated Societies Act 2022.

6. Committee

The affairs of the society are managed by a committee.

6.1 Composition

The committee consists of:

- Chairman
- Treasurer
- Secretary
- up to four additional committee members.

Minimum: 3 members. Maximum: 7 members.

6.2 Powers of the Committee

The committee may exercise all powers of the society except those reserved for general meetings. The committee is responsible for:

- managing club activities,
- financial oversight,
- ensuring compliance with legislation, and
- implementing the purposes of the society.

The committee may delegate powers to individuals or subcommittees. The committee may not borrow money exceeding \$1,000 without approval at a general meeting.

6.3 Election

Committee members are elected at the Annual General Meeting. Nominations must be submitted in writing, seconded by another member, at least 7 days before the meeting. If insufficient nominations are received, nominations may be taken from the floor. Voting is by majority show of hands or secret ballot if requested. If vacancies arise between AGMs, the committee may appoint a replacement until the next AGM.

6.4 Term of Office

Committee members serve two-year terms and may be re-elected. A committee member ceases to hold office if they resign, cease to be a member, are removed under section 6.5, or become disqualified under the Act.

6.5 Removal

An officer or committee member may be removed if they:

- engage in serious misconduct,
- fail to attend three consecutive meetings without leave, or
- become ineligible under the Act.

Removal must follow the dispute resolution process in section 13 and requires a majority vote at a general meeting, with notice given to the person concerned and a reasonable opportunity to respond.

6.6 Committee Meetings

Committee meetings must be held as required but at least quarterly. Quorum is a majority of committee members. Decisions are made by majority vote. The Chairman has a casting vote if votes are tied. Meetings may be held in person, electronically, or by hybrid format.

A written resolution approved by a majority of committee members is valid as if passed at a meeting. Written resolutions must be recorded and retained by the Secretary.

7. Chairman

The Chairman provides leadership and direction for the society. Responsibilities include chairing meetings, representing the society publicly, and ensuring the club operates according to its purposes. The Chairman is elected as set out in section 6.3.

8. Secretary

The Secretary is responsible for administration including maintaining the register of members, organising meetings, keeping minutes, and managing correspondence. The Secretary is elected as set out in section 6.3 and normally serves as the contact person under section 5.2.

9. Treasurer

The Treasurer manages financial matters including maintaining financial records, managing bank accounts, and preparing financial reports. The Treasurer is elected as set out in section 6.3.

10. General Meetings

10.1 Annual General Meeting

An AGM must be held within six months of the end of the financial year (which ends on 31 March). The AGM must:

- review the society's activities,
- present financial statements,
- elect committee members, and
- consider other notified business.

10.2 Special General Meetings

A Special General Meeting may be called by the committee, or on written requisition of at least 10 percent of members stating the purpose. An SGM must be held within 28 days of a valid requisition.

An SGM must also be called where required under section 64(3) of the Incorporated Societies Act 2022 — specifically where a conflict of interest at committee level prevents the committee from making a decision that falls within the general meeting's authority. In such cases, the matter must be referred to members for decision.

10.3 Notice of Meetings

Members must receive at least 14 days' notice of general meetings (7 days for urgent SGMs), including the date, time, place or electronic details, and agenda. Notice may be provided electronically or by post.

10.4 Quorum

Quorum is 10 members or 25 percent of total membership, whichever is smaller. If no quorum is present within 30 minutes, the meeting is adjourned to the same time and place 7 days later, at which point those present form a quorum.

10.5 Voting

Each member has one vote. Decisions are made by simple majority unless otherwise required by this constitution. Voting may occur electronically if approved by the committee, ensuring security and member verification.

Proxies are permitted: a member may appoint another member as proxy in writing before the meeting. One person may hold no more than 3 proxies. Proxy votes count toward quorum.

10.6 Written Resolutions

The committee may, where it determines appropriate, put a resolution to members for written approval in lieu of a general meeting, in accordance with section 89 of the Incorporated Societies Act 2022. A written resolution is passed when signed or electronically approved by a majority of members entitled to vote (or a higher threshold if required for that type of resolution).

A written resolution may not substitute a general meeting for resolutions requiring a special majority (such as constitutional amendments or dissolution) unless the required threshold of

member approvals is obtained. The Secretary must retain all written resolutions as part of the society's records.

10.7 Minutes

Minutes must be kept of all general meetings and all committee meetings, recording attendees, motions, votes, and decisions. Minutes are confirmed at the next general meeting and retained by the Secretary. Minutes of committee meetings are confirmed at the next committee meeting. All minutes are recorded by the Secretary. Members may request to view minutes at any time.

11. Finances

All funds must be used solely to advance the purposes of the society. Members do not have any proprietary interest in the property or assets of the society solely by virtue of being members. The society must maintain proper financial records, including a bank account requiring two signatories for transactions over \$500. The committee must ensure that all society funds are deposited into a bank account in the name of the society. Payments should be authorised by at least two committee members where practical.

The financial year ends 31 March. Financial statements must be prepared annually and presented at the AGM, and reviewed or audited if required by the Act or by members.

12. Conflicts of Interest

Officers must disclose conflicts of interest as soon as practicable after becoming aware of them. A conflicted officer must not participate in discussion or voting on the matter and must absent themselves from deliberations.

The society must maintain an Interests Register in accordance with section 62 of the Incorporated Societies Act 2022. All disclosed interests must be recorded in the Interests Register and in the minutes of any relevant meeting.

13. Dispute Resolution

The society must maintain a fair process for resolving disputes consistent with the Incorporated Societies Act 2022 and the principles of natural justice.

Complaints must:

- be submitted in writing to the Secretary (or the Chairman if the complaint involves the Secretary),
- be considered by the committee,
- allow each party a reasonable opportunity to be heard and to present evidence, and
- result in a written decision with reasons.

The committee may appoint an independent mediator. Members may appeal decisions to a general meeting within 14 days of the decision. Appeals are decided by majority vote.

Timeframes: resolution is aimed within 28 days; appeals are heard at the next general meeting or SGM. Records of disputes are kept confidentially. This process does not limit rights to seek external resolution under the Act.

14. Alteration of Constitution

This constitution may be amended by a 75 percent majority vote at a general meeting. Members must receive at least 14 days' notice of the proposed amendment including the

text of the changes. Amendments must comply with the Incorporated Societies Act 2022 and be filed with the Registrar.

Minor or technical amendments (such as correcting typographical errors or updating addresses) may be made by committee resolution without calling a general meeting, in accordance with section 31 of the Act. Members must be notified of any such amendment within 14 days.

15. Winding Up

The society may be wound up by 75 percent vote at two general meetings held at least 30 days apart.

Any surplus assets (after paying all debts and liabilities) must be transferred to another New Zealand not-for-profit organisation with similar purposes. No assets may be distributed to members.

The society nominates Sport New Zealand (or any successor body administering sport and recreation in New Zealand) as the recipient organisation for surplus assets upon dissolution, or failing that, any other registered charitable organisation in New Zealand with purposes related to martial arts, sport, or youth development, as determined by members at the time of dissolution.

Note: Members may nominate an alternative qualifying not-for-profit entity at the time of dissolution by resolution at a general meeting.

16. Training Safety and Liability

Members acknowledge that grappling and martial arts involve physical contact and an inherent risk of injury. Members participate at their own risk. The society, its officers, instructors, and volunteers are not liable for injuries sustained during training except where required by law. Members must follow all safety rules and instructor guidance.

17. Insurance

The committee may obtain insurance for:

- public liability,
- officer liability, and
- other risks associated with the activities of the society.

18. Club Rules

The committee may establish rules relating to:

- training safety,
- conduct and discipline,
- hygiene and equipment, and
- competition participation.

Members must comply with these rules. Club rules must be consistent with this constitution and the Incorporated Societies Act 2022.

19. Instructors and Captains

The committee may appoint instructors or captains to assist with training and leadership. These roles do not automatically make the person an officer of the society.

Instructors have the authority to:

- enforce training safety rules,
- stop unsafe behaviour, and
- remove participants from training if safety is compromised.

Adoption

This constitution was adopted by resolution of the members of the society on 11 March 2026, and revised to comply with the Incorporated Societies Act 2022.

Chairman: Joseph Francis Mansell

Secretary: Steve Hogg

Treasurer: Patrick Burns