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Cambridge Golf Club Incorporated

Rules

1. **Name**

- 1.1 The name of the club is “The Cambridge Golf Club (Incorporated)”
- 1.2 The Club is incorporated under the Incorporated Societies Act, 1908.
- 1.3 Any trading name as determined by the Executive Committee from time to time must include the words Cambridge Golf Club (Incorporated”).

2. **Registered Office**

- 2.1 The registered office of the Club is at the Cambridge Golf Course, State Highway 1, 112 Tirau Road, Cambridge.

3. **Interpretation**

- 3.1 “The Club” means The Cambridge Golf Club (Incorporated).
- 3.2 “Financial Year” means a year commencing on the first day of October and ending on the last day of September in each year.
- 3.3 “Subscription year” and/or “Membership year” means a year commencing on the first day April and ending on the last day of March in the following year.
- 3.4 The “Executive Committee” means the committee which has the management of the Club affairs.
- 3.5 “Sub-Committee” means any group of members of the Club that the Executive Committee may establish or cause to be established to perform a specific task.

4. **Objects**

- 4.1 To promote the game of golf and any other sport or recreational activity or social activity that may be conveniently carried on in conjunction therewith and which is specifically authorized by the Executive Committee.
- 4.2 To provide members and accredited visitors with a golf course, grounds, Clubhouse and other amenities and to equip, furnish, maintain and develop the same.

5. **Pecuniary Profit**

- 5.1 The funds and property of the Club shall be solely devoted to the objects specified in Rule Four (4) and no pecuniary gain shall be derived by any member from the operations or property of the club except as a Club servant or as a paid Officer or Employee.
- 5.2 Competition prizes are excluded from the provision of Rule 5.1

6. **Rules of Play**

- 6.1 The Rules of Play shall be those of the Royal and Ancient Golf Club of St Andrews and the local rules of the Club.
- 6.2 Local rules will be established from time to time by the Match Sub-Committee.
- 6.3 Local Rules will be displayed on the Club's main notice board at all times and copies are to be available from the Club office.

7. **Executive Committee**

- 7.1 The General Affairs of the Club shall be under the Management of the Executive Committee
- 7.2 The Executive Committee shall consist of nine members: the President, Vice President, Club Captain, Women's Club Captain or her Representative, Veteran Representative plus a further four members to cover the areas of Finance, Course, Facilities and Promotions.
- 7.3 The President, Vice President, Club Captain and the four members shall be elected at the Annual General meeting from members eligible to vote. The Women's Club Captain or her representative will be appointed by the Women's sub-committee and the Veterans representative will be appointed by the Veteran's Sub-committee.
- 7.4 Members of the Executive Committee shall hold office until the Annual General Meeting following their election or until their successors are appointed but they shall be eligible for re-election.
- 7.5 If a position on the Executive Committee (other than the Women's Club Captain or her representative or the Veterans representative) becomes vacant during the term, the Executive Committee may call for nominations from the Membership by posting notices on the Club's notice boards for twenty one (21) days. From those nominated the Executive Committee shall appoint a member to the Executive Committee who shall hold office until the next Annual General Meeting.
- 7.6 Any vacancy during the term in the position of Women's Club Captain or her representative or Veteran's representative will be filled by an appointee from the Women's sub-committee or an appointee from the Veteran's Sub-committee as the case may be.
- 7.7 Any Executive Committee member absent without leave from three consecutive meetings shall be deemed to have retired from the Executive Committee.
- 7.8 Notwithstanding the provisions of other rules a President who retires voluntarily from that office at the end of the term of office, shall be called the Immediate Past President and shall ex- officio become a non voting member of the Executive Committee for a period of one year from and after the date of retirement.

8. **Election of the Executive Committee**

- 8.1 A notice shall be posted on the Club notice boards two months before the Annual General Meeting calling for nominations to the Executive Committee.
- 8.2 Every candidate for all positions on the Executive Committee (other than the Women's Club Captain or her representative or Veteran's representative) be nominated and seconded by members entitled to do so, in writing and the candidate so nominated must also sign the nomination paper signifying consent to such nomination. Such nomination shall be delivered to the Club Secretary at least twenty one (21) days before the date of the Annual General Meeting.

- 8.3 The names of the candidates for the Executive Committee and the names of the proposer and seconder of each candidate shall be stated in the notice of the Annual General Meeting.
- 8.4 If more members are nominated for the Executive Committee than there are positions, the election of the required number shall be by secret ballot at the Annual General Meeting.
- 8.5 If insufficient members are nominated to fill the number of positions as advertised, then:
- a) those duly nominated shall be declared elected; and
 - b) The chairperson may accept further nominations at the Annual General Meeting to fill those positions that still remain vacant.
- 8.6 The Executive Committee may at any time after the Annual General Meeting appoint an eligible member or members to fill those positions that remain vacant at the Annual General Meeting (other than the Women's Club Captain or her representative or the Veterans representative). Appointees to such positions shall hold Office in the same manner as if they had been elected at the Annual General Meeting.

9. **Powers and Duties of the Executive Committee**

- 9.1 The Executive Committee shall have power to:
- a) govern the Club on behalf of its members in areas of financial planning, business management and strategic policy formation.
 - b) plan, co-ordinate and direct a long term policy for the efficient and prudent use of the Club's finances and resources including the maintenance and replacement of machinery, equipment, furniture and fittings. The Executive Committee shall formulate and co-ordinate a policy for the management and improvement of the course and other Club facilities and amenities.
 - c) formulate and present to members a monthly plan of the proposed schedule of course maintenance and improvements.
 - d) place before a Special General Meeting or Annual General Meeting for its approval any plan involving major capital expenditure on alterations or additions to the assets owned by the Club.
 - e) borrow or raise money upon mortgages, debentures or other securities, charging the whole or part of the assets of the Club, or to borrow money from bankers or any other source, with or without security. This power shall be limited to the purposes stated in the strategic and business plans approved by members and shall also be limited to a maximum of one hundred thousand dollars (\$100,000) in any one financial year unless permission to exceed that amount is obtained from a two thirds majority vote of eligible voting members at the Annual General Meeting or a Special General Meeting of the club called for that purpose.
 - f) purchase, acquire, construct, alter and maintain such buildings, machinery, equipment, fences and other works on the Club property as it deems necessary or desirable within the limits prescribed by these rules.
 - g) buy, lease or sell any real or personal property or any rights or privileges at such price and upon such terms and conditions as it thinks fit. No commitment to purchase, lease (other than the renewal of existing leases) or sell Club land may be made without a resolution passed by a two thirds majority of eligible voting members, at a Special General Meeting or the Annual General Meeting of the club, approving such commitment.
 - h) determine the Green fees paid by visitors to the Club and annual subscriptions payable by

Club members and prospective members including such rebates and penalties as it may decide.

- l) appoint staff and suspend or terminate the employment of staff, determine their conditions of service including remuneration and enter into written contracts with employees.
- j) apply for, obtain and from time to time renew a Club Licence for the Club pursuant to the provisions of the Sale of Liquor Act 1989 or any other Licence or Charter available to the Club, and thereafter manage the licensed premises subject to the provisions of the Club Licence and any other Licence or Charter from time to time obtained by the Club and do all things necessary and incidental to comply with the Licence or Charter.

9.2 The Executive Committee shall:

- a) have as a priority in the application of funds, the maintenance of the course and other facilities of the Club.
- b) report to every Annual General Meeting on its progress and plans for use and development of the club and any proposed changes to Green Fees, entrance fees and subscriptions, giving reasons for such changes. Such report shall include, for the latest financial year, the financial statements that have been reviewed by a qualified auditor.
- c) present to the Annual General Meeting the Strategic and Business plans for approval and an annual operating budget for the ensuing financial year.

9.3 No member of the Club or any other person shall commit the Club to any expenditure without the prior consent of the Executive Committee.

9.4 All monies from all Club activities shall be furnished to the Executive Committee at the earliest opportunity and receipts for all such monies shall be issued.

9.5 The Executive Committee may delegate to subcommittees, consisting of such members and with such duties as the Executive Committee shall from time to time decide.

9.6 The Sub Committees may include but shall not be limited to:

- Course
- Facilities
- Finance
- Match
- Promotions & Marketing
- Rules and Governance
- Veterans
- Women
- Junior
- Membership

9.7 The Executive Committee shall:

- a) keep members fully informed of their plans and proposals and the progress of such on a regular basis.
- b) hold its first meeting within 14 days of the Annual General Meeting.
- c) meet on a regular basis on a minimum of ten occasions between successive Annual General Meetings.

9.8 The quorum at any Executive Committee meeting shall be a minimum of 6.

9.9 A written record of all proceedings and resolutions of the Executive Committee shall be kept. Such minutes shall be made available, as soon as they are approved, for scrutiny by

members of the Club.

9.10 At any meeting of the Executive Committee the member chairing the meeting shall have a deliberative vote only.

9.11 The Executive Committee may from time to time make, alter or rescind by-laws for the governance of the Club so long as they are not repugnant to these Rules.

10. **Responsibilities of the Sub-Committees**

10.1 The Sub Committees shall be formed by the Executive Committee.

10.2 Each Sub Committee must:

a) Include a member of the Executive Committee;

b) Report after each meeting to the Executive Committee.

10.3 The responsibilities of each Sub Committee shall be determined by the Executive Committee.

11. **Membership of the Club**

11.1 The membership of the Club shall consist of Life, Complimentary, Full Playing, Restricted, Junior and Social Members. The Executive Committee shall have the right at any time to alter the categories of membership and to establish sub categories of membership. Any visitors to the Club legitimately participating in Club activities shall be deemed to be temporary members of the Club for that day, and as such, subject to the rules of the Club.

11.2 Every candidate for membership of the Club shall be proposed and seconded by Full Playing members of the Club both of who must have been Full Playing members for a minimum of one year. An application form provided by the Executive Committee shall be used, signed by the applicant, the nominator and seconder.

11.3 New members whose election takes place after the commencement of the subscription year may at the discretion of the Executive Committee be required to pay part of the annual subscription only.

11.4 No elected candidate shall be deemed a member of the Club until subscription payment has commenced in a method approved by the Executive Committee.

11.5 Life Membership shall be awarded following nomination by a Full Playing member, investigation by a Sub Committee, and the unanimous decision of the Executive Committee. The award shall be endorsed by Club members at an Annual General Meeting. A member awarded with Life Membership will not be required to pay any Membership fees.

11.6 Complimentary Membership shall be awarded annually for one year following nomination by a Full Playing member, investigation by a Sub Committee and the unanimous decision of the Executive Committee. A list of Complimentary members must be made available to members. A member in this category will not be required to pay Membership fees for the year in which complimentary membership is awarded but will be required to meet all affiliation and insurance fees.

12. **Rights and Privileges of Members**

12.1 Full Playing Members, Life Members and Complimentary Members must be aged 18 years and over and shall have the right to use the Club's facilities, play on the course, vote at all General Meetings, stand for election or be appointed to the Executive Committee and nominate prospective members for membership of the club.

- 12.2 Restricted Members shall have the right to use the Club's facilities and play on the course when there is no competition play, other than events the Executive Committee may from time to time permit which may include Opening and Closing days and Summer Twilights. Restricted members shall not have the right to stand for election or be appointed to the Executive Committee, nor shall they have the right to vote at any Club meetings or to nominate prospective members for membership of the Club.
- 12.3 a) Full time Employees of the Club may have a non transferable playing right as determined by their employment contract. They shall not be eligible for election to the Executive Committee, vote at any meeting of the Club, be appointed to the Executive Committee, or to nominate prospective members for membership of the Club. For handicap purposes Employees shall pay administration and affiliation fees.
- b) Part time or Casual Employees of the Club shall not be eligible for election to the Executive Committee but may if they are Full Playing Members vote at any meeting of the Club or nominate prospective members for membership of the Club.
- 12.4 Junior Members are those members under the age of eighteen (18) on the 1st of January and shall only have the right to use the Club facilities (except the bar) and play on the course. They do not have any voting rights
- 12.5 Social Members shall have no rights other than to use the Clubhouse facilities.
- 12.6 Honorariums: The President, Club Captain and Women's Club Captain shall not be required to pay Membership fees but are required to pay all affiliation and insurance fees.

13. **Change of Category of Membership**

- 13.1 All applications for change of category of Membership shall be made and completed in writing to the Club Secretary.
- 13.2 The Executive Committee shall give priority to applications for change of category to Full Playing membership over all other applications for change of category of Membership, but shall have the right to refuse or postpone admission of any person to Full Playing category without being called upon to state the grounds for such refusal or postponement.
- 13.3 Applications for change to any other category of Membership may be approved by the Executive Committee at any time.

14. **Entrance Fees**

- 14.1 The membership of the Club shall be limited to such number of members as the Executive Committee may from time to time determine and the Executive Committee shall have the power to impose an entrance fee which may at the discretion of the Executive Committee be a different amount for the various categories of members.

15. **Address of Members**

- 15.1 Every member of the Club shall, on becoming a member and then from time to time, communicate to the Club Secretary his/her postal address and/or email address. Such addresses shall be where notices sent are deemed to be delivered. Such addresses will be confidential and shall not be disclosed to third parties unless authorised by the member.

16. **Subscriptions**

- 16.1. The annual subscription shall be fixed by resolution of the Executive Committee once in each financial year, with the proviso that any increase shall be limited to an increase not greater than 5%. Members at the Annual General Meeting or Special General Meeting must approve

any greater increase in subscription.

- 16.2 On determining such annual subscription the Executive Committee may offer such discounts for early payment of subscriptions as may be thought fit.
- 16.3 The Club at the Annual General Meeting or a Special General Meeting may at any time levy upon members such additional amounts and provide such time or times for payment of the same by members as it may think fit provided that the levy is passed by a two thirds majority of members eligible to vote.
- 16.4 Subscriptions must be paid in the method and within the time frame approved by the Executive Committee. If any member is in arrears of a payment due to the Club for a period of more than 28 days, such member shall cease to be a member but may be reinstated by the Executive Committee on the payment of all monies due.
- 16.5 No member shall compete in any Club tournament or competition for which a prize is offered while in arrears of subscription monies due to the Club for a period of more than 28 days. The penalty for breach of this rule shall be disqualification from the tournament or competition in which the prize is offered.
- 16.6 If a member is permitted by the Executive Committee to pay the annual subscription by time payment a fee for administration may be imposed.
- 16.7 If a member is permitted by the Executive Committee to pay the annual subscription by credit card the Executive Committee may pass on the bank charges to the member.

17. **Resignations**

- 17.1 Any member may resign from the Club by giving notice to the Club Secretary in writing but shall remain liable to pay any subscription or other amounts due or payable as at the date of such notice.

18. **Disciplinary Procedure**

- 18.1 Any member infringing any of the rules or by-laws of the Club or behaving in a manner not befitting a Club member or behaving in a manner prejudicial to the interests of the Club, shall be answerable to the Executive Committee.
- 18.2 If a member is alleged to be guilty of misconduct then the member shall be sent by post a statement detailing the alleged offence. The member shall be invited to reply to the allegation in writing to the Executive Committee or to appear in person, (together with a support person if desired), before the Executive Committee to answer the allegations.
- 18.3 If the Executive Committee finds the allegations proved it may impose such penalty as it sees fit including suspension of some rights or expulsion from the Club, provided that the penalty must be supported by not less than two thirds of the Executive Committee.

19. **Club Manager**

- 19.1 A Club Manager may be appointed by the Executive Committee after it has advertised the position, received written applications and interviewed a candidate or candidates.
- 19.2 The Club Manager may hold the position of Club Secretary and Club Treasurer.
- 19.3 The remuneration and conditions of employment of the Club Manager shall be determined by the Executive Committee by means of a written position description and an individual employment contract.

20. **Secretarial and Financial**

20.1 The Executive Committee shall appoint a person or persons to carry out the Secretarial and Financial requirements of the Club, at such remuneration and on such terms and conditions, as it shall determine,

21. **Funds**

21.1 (a) All funds belonging to the Club and required to carry out the operations and objects of the Club shall be lodged to the credit of an account or accounts held by it at such banks as the Executive Committee shall decide from time to time subject to the provisions of clause 21.1.(b). Monies may be withdrawn from such account or accounts upon the signature of any two Executive Committee members appointed by the Executive Committee for such purpose, or the signatures of any Executive Committee member appointed for such purposes and the Manager. A signature may be in writing or may be a password required for electronic transactions.

(b) The Executive Committee may delegate to such person or persons bank account operating authority upon such terms and conditions including authority limits as the Executive Committee may from time to time decide.

21.2 Surplus funds of the Club are funds in excess of those required to carry out the operations and objects of the Club. Surplus funds may be invested by the Executive Committee in accordance with the Trustee Act 1956 and its amendments. Deeds and other documents in connection with such investments shall be in the name of the Club.

22. **Common Seal**

22.1 The Secretary shall be responsible for the custody of the common seal of the Club

22.2 The seal shall be affixed, pursuant to a resolution of the Executive Committee, to any documents requiring to be sealed. Such documents shall be signed and attested by at least two Executive Committee members.

23. **Indemnity**

23.1 The Executive Committee, Sub-Committee members, the Manager and Staff of the Club shall be indemnified by the Club against all losses and expenses incurred in and about the discharge of their duties excepting those which arise from theft, fraud or collusion for personal gain.

24. **Course Development**

24.1 All development on the course of the Club must be in accordance with the course development master plan attached as Appendix A.

24.2 The course development master plan may only be amended by a two thirds majority vote of members eligible to vote at an Annual General Meeting or Special General Meeting of the Club.

24.3 The details of any proposed tree planting programme or any proposed removal of trees or any proposed hole shape changes which would affect the playing nature of any hole must be prominently displayed on the Clubhouse notice boards for at least 21 days before any action is commenced. If a minimum of 30 members object to the proposal the matter must be referred to an Annual General Meeting or a Special General Meeting of the Club.

25. **Annual General Meeting**

- 25.1 The Annual General Meeting of the Club shall be held within 3 months of the end of the Club's financial year on a date to be determined by the Executive Committee. Notice of the Annual General Meeting specifying the business to be dealt with shall be posted on the Club House notice boards, emailed to members and prominently advertised in local newspapers at least seven days prior to the day fixed for the meeting.
- 25.2 The reports and financial statements (including a budget for the ensuing financial year) to be presented shall be made available at the Club office at least seven days prior to the day of the meeting.
- 25.3 Notices of motion shall be signed by the proposer and seconder and lodged with the Secretary at least twenty one (21) days prior to the date of the Annual General Meeting and the text of such motion shall be displayed on the Club House notice boards for at least seven (7) days prior to the date of such meeting.
- 25.4 The Annual General Meeting shall be held for the purpose of electing members of the Executive Committee and of transacting other business as shall have been specified in the notice convening the meeting. All matters which are subject to Notices of Motion must be passed by a two thirds majority of members eligible to vote.
- 25.5 Any matter the subject of a Notice of Motion and which is not approved at the Annual General Meeting shall not be revisited for at least 12 months from the date of the Annual General Meeting.
- 25.6 A quorum at the Annual General Meeting shall not be less than 30 members eligible to vote
- 25.7 At the Annual General Meeting:
- a) the President's annual report and the audited financial statements of the Club for the past year shall be submitted for adoption.
 - b) the appointment of a Qualified Auditor, who shall be a member of the NZ Institute of Chartered Accountants, shall be made to undertake a Review of the financial accounts for the ensuing year.
 - c) the appointment of a lawyer who shall be a member of the NZ Law Society shall be made for the ensuing year.

26. **General Meetings**

- 26.1 The Executive Committee may call a General Meeting at any time to provide information and/or recommendations to members and/or to seek information and/or recommendations from members regarding any aspect or aspects of the management of the Club and/or the conduct of the game of golf and/or any other activity carried out under the auspices of the Club.
- 26.2 Any recommendation from a General Meeting shall not alter the Constitution and Rules of the Club in any manner but shall be considered only as a recommendation regarding the same or any other matter.
- 26.3 Notice of any General Meeting shall be advertised on the Clubhouse notice boards and emailed to members a minimum of 14 days in advance of the meeting.
- 26.4 No quorum is required for General Meetings of the Club.

27. **Special General Meetings**

- 27.1 A Special General Meeting may be called by direction of the Executive Committee at any time or shall be called by the President within 21 days after the receipt of a request specifying the business to be dealt with signed by the proposer and seconder and not less than 30 voting members of the Club. Such members' names shall to be printed with membership identification on the requisition.
- 27.2 Notice of any Special General Meeting specifying the business to be dealt with shall be posted on the Clubhouse notice boards, and emailed to members at least fourteen (14) days prior to the day fixed for the meeting. It must also be prominently advertised in local newspapers at least 7 days prior to the day fixed for the meeting.
- 27.3 A quorum at a Special General Meeting shall not be less than 30 members eligible to vote.
- 27.4 No business shall be transacted at any Special General meeting except that of which notice shall have been given.
- 27.5 Any matter the subject of a Special General Meeting and which is not approved at the Meeting shall not be revisited for at least 12 months from the date of the Special General Meeting.
- 27.6 All motions at a Special General Meeting must be passed by a two-thirds majority of members eligible to vote.

28. **Voting**

- 28.1 At all Meetings of the Club the President shall:
- a) be chairperson of the meeting:
 - b) decide all questions at issue (save for the election of the Executive Committee pursuant to Rule 8) upon a show of hands in the first place but any eight members may require a ballot.
- 28.2 If the President is absent or unavailable then the Chairperson of the meeting will be the Vice-President who may exercise all the powers and shall perform all the duties of the Chairperson.
- 28.3 The persons entitled to vote at any Meeting of the Club shall be those members with voting rights as specified in rule 12.
- 28.4 In the case of an equality of votes the Chairperson shall have a deliberative vote only.
- 28.5 No proxy votes shall be allowed at any Meeting of the Club.

29. **Alterations to Rules**

- 29.1 The Rules of the Club shall not be altered, added to or rescinded except by resolution passed by a two thirds majority of members eligible to vote at an Annual General Meeting or Special General Meeting of the Club.
- 29.2 No addition to or alteration or rescission of the rules may affect the pecuniary benefit clause or winding up clause.
- 29.3 No alteration, addition or rescission of the rules shall be valid unless and until accepted by the Registrar of Incorporated Societies.
- 29.4 No addition to or alteration or rescission of the rules may effect the charitable or non commercial community objects of the club as set out in clause 4.

30. **Conflict of Interest and Pecuniary Benefit**

- 30.1 All members are required to disclose any direct or indirect financial interest they may have in any contract, or proposed contract, entered into or being considered by the Club. Club members who have either a direct or indirect financial interest in any contract must not take part in any deliberations on the contract or vote.
- 30.2 No member of the Club or any person associated with a member shall participate in or materially influence any decision made by the Executive Committee or the Club in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

31. **Complaints**

- 31.1 All complaints must be made in writing to the Club Secretary in order that they may be submitted to the Executive Committee. No complaint will be considered unless it is in writing and signed by the complainant.

32. **Repeals**

- 32.1 All rules existing prior to these rules coming into operation are hereby revoked provided that such revocation shall not affect;
- a) The validity, effect or consequence of anything already done or suffered.
 - b) Any right, interest or title already acquired, accrued or established or any remedy or proceeding in respect thereof.
 - c) The proof of any past act or thing.

33. **Winding Up**

- 33.1 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be disposed of to some other Charitable organisation or body having objects similar to the objects of the Club, within the Waikato Region of New Zealand as the members by resolution carried at a Special General Meeting may decide.
- 33.2 A motion to wind up or dissolve the Club must be passed by a two-thirds majority of members eligible to vote.

34. **Adoption of the Rules**

- 34.1 These Rules have been adopted in substitution for the existing Rules of the Club and shall take effect upon registration in the Office of the Registrar of Incorporated Societies. These Rules shall apply to all matters in respect of procedure or otherwise from the date of registration.

35. **Miscellaneous Matters**

- 35.1 Matters not covered by these rules shall be decided by the Executive Committee.