

TERMS OF REFERENCE

CLUBS NEW ZEALAND SUBSCRIPTION AND VOTING ADVISORY GROUP

1. PURPOSE

The purpose of the Subscription and Voting Advisory Group (“the Advisory Group”) is to provide structured, evidence-informed advice to Clubs New Zealand to support a review of the subscription model and voting framework.

The Advisory Group will identify and assess potential future models for consideration by the Board.

The Advisory Group does not have any decision-making authority. Its role is to support the Board and management by:

- Assessing the strengths and limitations of the current model; and
- Developing and testing options for future approaches.

2. CONTEXT

The Advisory Group is established in recognition of ongoing member feedback, particularly from larger clubs, regarding:

- The equity of the current capitation-based subscription model.
- The relationship between financial contribution and perceived value, and
- The alignment between contribution and influence within Clubs New Zealand.

Under the current Constitution:

- Annual subscriptions are set on a capitation (per-member) basis.
- Each member club has one vote a General Meetings, regardless of size.

While these settings provide consistency and simplicity, there is growing perception among parts of the membership that the model may not reflect the diversity of club size and contribution.

The Advisory Group will undertake this work recognising that there are multiple valid perspectives across the membership base, and that any future settings must balance fairness, sustainability, simplicity, and membership cohesion.

3. OBJECTIVES

The Advisory Group will:

- Review the current subscription and voting structures.
- Assess fairness, proportionality and transparency across clubs of different sizes.
- Identify and evaluate alternative models, including their impacts.
- Ensure any potential options are practical, sustainable and aligned with the purpose of Clubs New Zealand.

4. SCOPE OF ADVICE

The Advisory Group will consider, but not limited to, the following areas:

a. Subscription Model

- Review of the current capitation-based model.
- Assessment of equity across small, mid-size and large clubs.
- Exploration of alternative approaches, including:
 - Tiered or banded models.
 - Base fee plus capitation.
 - Hybrid approaches.
 - Similar member-based organisations (RSA, Bowls, Rugby, Australian State Associations etc).

b. Voting framework

- Review the current 'one club, one vote' structure.
- Consideration of alternative models, including:
 - Weighted or proportional voting.
 - Hybrid voting frameworks.
- Assessment of implications for governance, representation and member cohesion.

c. Alignment between Contribution and Benefit

- Consideration of perceived and actual value delivered to different club types.

- Assessment of whether structural change or improved clarity of value is required.

d. Financial and Constitutional Implications

- Modelling the financial impact of alternative approaches.
- Identifying whether any change would require constitutional amendment.
- Assessing implementation complexity and associated risks.

5. OUT OF SCOPE

The Advisory Group will not:

- Make binding decisions on subscriptions or voting.
- Negotiate individual club arrangements.
- Replace or override the governance role of the Board.

6. MEMBERSHIP OF THE ADVISORY GROUP

The Advisory Group will comprise a balanced but functional group, designed to reflect a range of perspectives while maintaining efficiency.

Role	Recommended Members
Co-Chairs	President – Terry Ray CE – Lucy Waterreus
Internal Rep	Finance Manager – Michelle Mazey
Club Reps	2 x Large Clubs 2 x Mid-sized Clubs 2 x Small Club Note: Small Club (10-999 members), Mid-sized Club (1,000-4,999), Large Club (5000+).
Independent	Accounting / financial modelling expertise to provide independent perspective and insight into structural and legal considerations.

7. APPOINTMENTS

Appointments will be made by the Co-Chairs.

The composition is designed to ensure a balance of perspectives while maintaining a group size that enables effective and timely delivery.

8. REPORTING AND OUTPUTS

The Advisory Group will provide:

- A summary of findings on the current model.
- A set of clearly defined options, including:
 - Advantages and disadvantages
 - Financial and governance implications.
- Implementation considerations, including risks and transition factors.

All outputs are advisory only, for Board consideration.

9. TIMEFRAME

The Advisory Group is a time-limited body.

Work will commence following Board approval, with the intention to:

- Provide updates to the Board as work progresses.
- Deliver a final report by February 2027, to support Board consideration ahead of the 2027 Annual General Meeting (3 April 2027).

10. OPERATING PRINCIPLES

The Advisory Group will operate with:

- Respect and good faith.
- Recognition of the diversity of club perspectives.
- Evidence-based analysis.
- A focus on fairness, sustainability, and the long-term interests of Clubs New Zealand.

Members of the Advisory Group are appointed to contribute their experience, insights and perspectives, however they are expected to participate in discussions in good faith and with regard to the interests of Clubs New Zealand and its membership as a whole.

While members may bring the perspective of their club or membership cohort, they are not appointed as delegates or advocates for any individual club and should approach the review with an open mind and a willingness to consider all options.

11. IMPORTANT NOTE

There is no presumption that change is required as a result of this review. Maintaining the current model remains a valid outcome.

12. ENGAGEMENT

The Advisory Group may seek broader input from the membership through targeted engagement (e.g. surveys or workshops), to ensure that its advice is informed by a wider range of perspectives without compromising its ability to deliver efficiently.