

# CONSTITUTION OF

## THE WELLINGTON INDIAN SPORTS CLUB INC.

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## 1 Club details

The name of the society is Wellington Indian Sports Club Incorporated (in this Constitution referred to as the 'Club').

The Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

### 1.1 Registered Office

- (a) The registered office of the Club shall be at such place in New Zealand as the Committee from time to time determines.
- (b) Changes to the registered office shall be notified to the Registrar of Incorporated Societies:
  - (i) at least 5 working days before the change of address for the registered office is due to take effect, and
  - (ii) in a form and as required by the Act.

### 1.2 Contact person

- (a) The Club shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- (b) The Club's contact person must be:
  - (i) at least 18 years of age, and
  - (ii) ordinarily resident in New Zealand.
- (c) A contact person can be appointed by the Committee or elected by the Members at a General Meeting.
- (d) Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
  - (i) a physical address or an electronic address, and
  - (ii) a telephone number.
- (e) Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Club becoming aware of the change.

## 2 Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**'Annual General Meeting'** or **'AGM'** means a meeting of the Members of the Club held once per year which, among other things, will receive and consider reports on the Club's activities and finances.

**'Chairperson'** means the Officer responsible for chairing General Meetings and committee meetings.

**'Committee'** means the Executive Committee of the Club, i.e. the Club's governing body.

**'Constitution'** means the rules in this document.

**'General Meeting'** means either an Annual General Meeting or a Special General Meeting of the Members of the Club.

**'Indian'** means a person domiciled in New Zealand descended from a national of the Republic of India and includes the spouse and children of such a person.

**'Interested Member'** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**'Interests Register'** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**'Matter'** means:

- the Club's performance of its activities or exercise of its powers, or
- an arrangement, agreement, contract, or transaction made or entered into, or proposed to be entered into, by the Club.

**'Member'** means a person who has fulfilled the conditions of membership as set out in this Constitution.

**'Notice'** to Members includes any notice given by email, post, or courier to the members last known address.

**'Officer'** means a natural person who is:

- a member of the Committee, or
- occupying a position in the Club that allows them to exercise significant influence over the management or administration of the Club.

**'Ordinary Resolution'** is a resolution which requires more than a 50% majority.

**'Special Resolution'** is a resolution which requires a 75% majority.

**'Register of Members'** means the register of Members kept under this Constitution as required by section 79 of the Act.

**'Special General Meeting'** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**'Wellington District'** means the southern part of the North Island lying south of and including Otaki and west of the Rimutaka ranges.

**'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

### **3 Purposes**

#### **3.1 The primary purposes of the Club are to:**

- (a) To manage, promote, foster sports and recreational activities amongst Members resident in the Wellington District as an amateur sports body.
- (b) To become a member of and cooperate with other groups or organisations, whose objects are similar to those of the Club, in order to exchange any information which further promotes and purposes of the Club.
- (c) To provide a link between the Club, the wider Indian Community in Wellington and in other parts of New Zealand and the world, so that information on matters of common interest may be exchanged and fraternal feelings fostered.
- (d) To render charitable and benevolent assistance to any Indians, organisations, body or persons who may, in the opinion of the Club, be in need of or benefit by such assistance.
- (e) To promote or oppose bills, legislation, by-laws or other measures affecting the interests of the Club.
- (f) To establish and maintain a meeting place for members of the Club.
- (g) To do all the things as are incidental or conducive to the attainment of the above purposes.

### **4 Restriction on Club Powers**

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

#### **4.1 The Club must not operate for the purpose of, or with the effect of:**

- (a) Distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind).
- (b) Having capital that is divided into shares or stock held by its Members.
- (c) Holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Club or otherwise).

#### **4.2 But the Club will not operate for the financial gain of Members simply if the Club:**

- (a) Engages in trade.
- (b) Pays a Member for matters that are incidental to the purposes of the Club, and the Member is a not-for-profit entity.

(c) Distributes funds to a Member to further the purposes of the Club, and the Member:

- (i) is a not-for-profit entity,
- (ii) is affiliated or closely related to the Club, and
- (iii) has the same, or substantially the same, purposes as those of the Club.

(d) Reimburses a Member for reasonable expenses legitimately incurred on behalf of the Club or while pursuing the Club's purposes.

(e) Provides benefits to members of the public or of a class of the public and those persons include Members or their families.

(f) Provides benefits to Members or their families to alleviate hardship.

(g) Provides educational scholarships or grants to Members or their families.

(h) Pays a Member a salary or wages or other payments for services to the Club on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Club).

(i) Provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Club.

(j) On removal of the Club from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity.

## 5 Members

### 5.1 Minimum number of members

The Club shall maintain the minimum number of Members required by the Act.

### 5.2 Types of members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- (a) Ordinary Member: Any Indian seventeen years or over shall be eligible to become an Ordinary Member of the Club and shall pay an Ordinary Membership fee. An Ordinary Member is an individual admitted to membership under this Constitution and who has not ceased to be a Member.
- (b) Junior Member: Any Indian under the age of seventeen years shall be eligible to become a Junior Member of the Club and shall pay a Junior Membership fee. Junior Members shall have the same rights as Ordinary Members except they cannot vote or hold office.

- (c) Life Member: A Life Member is a person honoured for outstanding services to the Club elected as a Life Member by Special Resolution of a General Meeting. A Life Member and their spouse shall have all the rights and privileges of an Ordinary Member and shall be subject to all the same duties as a Member except those of paying membership fees.
- (d) Honorary Member: An Honorary Member is a person honoured for services to the Club or in an associated field elected as an Honorary Member by Special Resolution of a General Meeting. An Honorary Member has no membership rights, privileges or duties, and is not required to pay membership fees.

### **5.3 Becoming a member**

**Every applicant for membership must consent to becoming a Member.**

An applicant for membership must complete and sign any application form, reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision.

**The consent of every Member to become a Club Member shall be retained in the Club's membership records.**

### **5.4 Selection of Life Members**

Nominations for Life Membership may be made by any member and shall be forwarded to the Secretary in the first instance. Any nominations by a member shall be seconded by another member.

Nominations for Life Membership shall be considered by a Life Membership Committee which shall make a recommendation to the Committee, in accordance with Life Membership Guidelines determined from time to time at a General Meeting.

### **5.5 Selection of Honorary Members**

Nominations for Honorary Member may be made by any member and shall be forwarded to the Secretary in the first instance. Any nominations by a member shall be seconded by another member.

Nominations for Honorary Membership shall be considered by an Honorary Membership Committee which shall make a recommendation to the Committee, in accordance with Honorary Membership Guidelines determined from time to time at a General Meeting.

### **5.6 Members' obligations and rights**

Every Member shall provide the Club in writing with that Member's name and contact details (namely, postal address, email address and a telephone number) and promptly advise the Club in writing of any changes to those details.

- (a) All Members shall promote the interests and purposes of the Club and shall do nothing to bring the Club into disrepute.
- (b) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Club's premises, facilities, equipment and other property, and participating in Club activities) if all subscriptions and any other fees have been paid to the Club by their respective due dates.
- (c) No Member is liable for an obligation of the Club by reason only of being a Member.

### **5.7 Players**

- (a) Any person may play sports for the Club.
- (b) The Committee may accept or decline an application to play for the Club at its sole discretion. The Committee must advise the applicant of its decision.
- (c) All Indian Players shall be members of the Club.
- (d) All Players shall pay any fees upon the terms and conditions determined by the Committee for the sport(s) they play.
- (e) Any Player leaving the Club is still obligated to pay any outstanding fees or debts and return any Club equipment.
- (f) All Members and Players are subject to the Club's Code of Conduct.

### **5.8 Subscriptions and fees**

- (a) The annual membership fee and any other fees for the current financial year can be amended by Ordinary Resolution of a General Meeting (which can also decide that payment be made by periodic instalments).
- (b) Any Member failing to pay the annual membership fee or any other fees (including any periodic payment), within 30 Working Days of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity or to access or use the Club's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 60 Working Days of the due date for payment of the membership fees and any other fees, the Committee may terminate the Member's membership (without being required to give prior notice to that Member).

### **5.9 Ceasing to be a member**

- (a) A person ceases to be a Member:
  - (i) by resignation from that Member's class of membership by written notice signed by that Member to the Committee,
  - (ii) on termination of a Member's membership following a dispute resolution process under this Constitution,

- (iii) on death, or
- (iv) by Ordinary Resolution of the Committee where in the opinion of the Committee the Member has brought the Club into disrepute.

(b) A person ceases to be a member with effect from (as applicable):

- (i) the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation),
- (ii) the date of termination of the Member's membership under this Constitution,
- (iii) the date of death of the Member, or
- (iv) the date specified in an Ordinary Resolution of the Committee, and when a Member's membership has been terminated the Committee, shall promptly notify the former Member in writing.

## **5.10 Obligations once membership has ceased**

A Member who has ceased to be a Member under this Constitution:

- (a) Remains liable to pay all membership fees and other fees and liabilities to the Club's next balance date.
- (b) Shall cease to hold themselves out as a Member of the Club.
- (c) Shall return to the Club all material provided to Members by the Club (including any uniforms, equipment, trophies, Club files).
- (d) Shall cease to be entitled to any of the rights of a Club Member.

## **5.11 Becoming a member again**

- (a) Any former Member may apply for re-admission in the manner prescribed for new applicants.
- (b) But, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a Special Resolution passed by the Committee.

# **6 General meetings**

## **6.1 Procedures for all general meetings**

- (a) The Committee shall give all Members at least 5 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting, and the time and place, and at least 10 Working Days for the Annual General Meeting.
- (b) That Notice will be addressed to the Member at the contact address notified to the Club and recorded in the Club's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

- (c) Only financial Members may attend, speak and vote at General Meetings. No proxy voting shall be permitted.
- (d) The Chairperson, or a majority of Members present, may approve attendance and speaking rights to a non-member.
- (e) No General Meeting may be held unless at least 25 eligible financial Members are in attendance throughout the meeting, and this will constitute a quorum.
- (f) If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of Members – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Committee, and if at such adjourned meeting a quorum is not present those Members present shall be deemed to constitute a sufficient quorum.
- (g) A Member is entitled to exercise one vote on any motion at a General Meeting in person and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of 4 or more Members present, by secret ballot.
- (h) Unless otherwise required by this Constitution, all questions shall be decided by an Ordinary Resolution of those in attendance and voting for or against the question put at a General Meeting.
- (i) Any decisions made when a quorum is not present are not valid.
- (j) The Club may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75 percent of the Members who are entitled to vote on the resolution. A written resolution may consist of 1 or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of 1 or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).
- (k) General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.
- (l) All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the meeting shall elect another member of the Committee to chair that meeting.
- (m) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- (n) Any person chairing a General Meeting may:
  - (i) with the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place,

- (ii) direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting, and
- (iii) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

## 6.2 Minutes

The Club must keep minutes of all General Meetings.

## 6.3 Annual General Meetings

- (a) An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- (b) The Annual General Meeting must be held no later than the following:
  - (i) 6 months after the balance date of the Club (and preferably within 3 months of the balance date), and
  - (ii) 15 months after the previous Annual General Meeting
- (c) The business of an Annual General Meeting shall be to:
  - (i) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
  - (ii) adopt the annual report on the operations and affairs of the Club,
  - (iii) adopt the Committee's report on the finances of the Club, and the annual financial statements,
  - (iv) set and approve any spending limits from time to time on spending outside the normal day to day operations of the Club,
  - (v) set any membership fees and other fees for the current financial year,
  - (vi) consider any motions of which prior notice has been given to Members with notice of the Annual General Meeting,
  - (vii) election of Officers and sub-committees, and
  - (viii) consider any general business for discussion only.
- (d) The Committee must, at each Annual General Meeting, present the following information:
  - (i) an annual report on the operation and affairs of the Club during the most recently completed accounting period,
  - (ii) the annual financial statements for that period, and

(iii) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

## **6.4 Special General Meetings**

- (a) Special General Meetings may be called at any time by the Committee by Ordinary Resolution.
- (b) The Committee must call a Special General Meeting if it receives a written request signed by at least 15 Members. The requested Special General Meeting must be held within 40 working days of the receipt of the request unless another date is mutually agreed between the Committee and the members requesting the meeting.
- (c) Any resolution or written request must state the business that the Special General Meeting is to deal with.
- (d) The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

## **7 Committee**

### **7.1 Committee composition**

- (a) Candidates for the Committee must be Members.
- (b) The Committee shall consist of the following Officers which shall be elected at the AGM:
  - (i) President,
  - (ii) three Vice Presidents (Admin, Finance, Sports),
  - (iii) three Secretaries,
  - (iv) Treasurer,
  - (v) Facilities Manager,
  - (vi) Events Co-ordinator, and
  - (vii) Each sports code administered by the Club must have one representative on the Committee.
- (c) Each Officer of the Committee shall be responsible for duties as defined in his or her Position Description, which may be determined from time to time by the Committee or at a General Meeting.
- (d) The Committee must have a minimum of at least 8 elected Officers elected at the AGM, including two of the following four roles: President and three Vice Presidents.

## **7.2 Assistants**

- (a) Assistants to the Committee may be elected as required and as determined at the Annual General Meeting. An Assistant may attend Committee meetings but do not have voting rights.
- (b) The responsibilities of Assistants to Committee shall be:
  - (i) to assist a specific Officer,
  - (ii) to assist the Committee with Club activities when requested.

## **7.3 Functions of the Committee**

From the end of each Annual General Meeting until the end of the next, the Club shall be managed by, or under the direction or supervision of the Committee in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

## **7.4 Powers of the Committee**

The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

## **7.5 Sub-committees**

A General Meeting or the Committee may appoint sub-committees consisting of such persons (whether or not Members of the Club) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- (a) The quorum of every sub-committee is half the members of the sub-committee but not less than 2.
- (b) No sub-committee shall have power to co-opt additional members.
- (c) A sub-committee must not commit the Club to any financial expenditure without express authority from the Committee.
- (d) A sub-committee must not further delegate any of its powers.

## **7.6 General matters: Committees**

The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting.

Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.

## 7.7 Committee meetings

- (a) The quorum for Committee meetings is at least half the number of Officers, but no fewer than six.
- (b) A meeting of the Committee may be held either:
  - (i) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
  - (ii) by means of audio, or audio and visual, communication by which all Officers participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (c) Every Officer shall have one vote.
- (d) A resolution of the Committee is passed at any meeting of the Committee by Ordinary Resolution.
- (e) The President or a Vice President shall be the Chairperson at a Committee meeting. A Committee meeting shall not commence without a Chairperson.
- (f) The Chairperson has a casting vote in the event of a tied vote on any resolution of the Committee.

## 7.8 Frequency

- (a) The Committee shall meet regularly and typically monthly, at such time and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- (b) A Secretary, or another Officer nominated by the Committee, shall give to the Committee not less than 5 Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.

## 7.9 Officers

### 7.9.1 Qualifications of Officers

- (a) Every Officer must be a natural person who:
  - (i) has consented in writing to be an Officer of the Club, such consent to be provided in writing within 10 days of the Officer being elected or appointed, and
  - (ii) certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer by this Constitution or the Act.
- (b) Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Club, namely:
  - (i) a person who is under 16 years of age,
  - (ii) a person who is an undischarged bankrupt,

- (iii) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation,
- (iv) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005,
- (v) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - an offence under subpart 6 of Part 4 of the Act,
  - a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  - an offence under section 143B of the Tax Administration Act 1994,
  - an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (1) to (3),
  - a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (vi) a person subject to:
  - a banning order under subpart 7 of Part 4 of the Act,
  - an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, a forfeiture order under the Criminal Proceeds (Recovery) Act 2009,
  - a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act, or
- (vii) a person who is subject to an order that is substantially similar to an order referred to in paragraph (6) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

### 7.9.2 Officers' duties

- (a) At all times each Officer:
  - (i) shall act in good faith and in what they believe to be the best interests of the Club,
  - (ii) must exercise all powers for a proper purpose,
  - (iii) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution,
  - (iv) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

- the nature of the Club,
- the nature of the decision, and
- the position of the Officer and the nature of the responsibilities undertaken by them or as described in a Position Description document.

(v) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club or to the Club's creditors, and

(vi) must not agree to the Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so.

#### 7.9.3 Election or appointment of Officers

(a) The election of Officers shall be conducted as follows.

- (i) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in clause 7.9(a) above),
- (ii) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in clause 7.9(a) above) shall be received by the Club at least 5 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting,
- (iii) In the event of any Officer election vote being tied, the tie shall be resolved a re-vote by the Members present,
- (iv) Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers, and
- (v) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.

#### 7.9.4 Term

(a) The term of office for all Officers elected to the Committee shall expire at the end of the next Annual General Meeting.

(b) No President shall serve for more than 3 consecutive years as President. However, if there is no other candidate for President, the incumbent may serve a further one (1) year if the members agree by Special Resolution passed at the Annual General Meeting.

#### **7.10 Removal of officers**

An Officer shall be removed as an Officer by resolution of the Committee or the Club where in the opinion of the Committee or the Club:

- (a) The Officer elected to the Committee has been absent from 3 Committee meetings without leave of absence from the Committee.
- (b) The Officer has brought the Club into disrepute.
- (c) No longer meets the requirements of clause 7.9(a).
- (d) The Officer is unable to perform their duties.

#### **7.11 Ceasing to hold office**

An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all club files, equipment, uniforms and other property of the Club held by such former Officer.

#### **7.12 Conflicts of interest**

- (a) An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Club, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - (i) to the Committee and or sub-committee, and
  - (ii) in an Interests Register kept by the Committee.
- (b) Disclosure of a conflict of interest must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are an Interested Member.
- (c) An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
  - (i) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee and/or sub-committee who are not interested in the Matter consent, and
  - (ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee and/or sub-committee who are not interested in the Matter consent, but
  - (iii) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-

committee unless all members of the Committee and/or sub-committee decide otherwise.

However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

- (d) Where 50 per cent or more of Officers are prevented from voting on a Matter because they are an Interested Member, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- (e) Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are an Interested Member, the Committee shall consider and determine the Matter.

## 8 Records

### 8.1 Register of Members

The Club shall keep an up-to-date Register of Members.

- (a) For each current Member, the information contained in the Register of Members shall include:
  - (i) Their name,
  - (ii) The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown').
  - (iii) Their contact details, including:
    - A postal address and an electronic address,
    - A telephone number, and
    - whether the Member is financial or unfinancial.
- (b) Every current Member shall promptly advise the Club of any change of the Member's contact details.
- (c) The Club shall also keep a record of the former Members of the Club. For each Member who ceased to be a Member within the previous 7 years, the Club will record:
  - (i) The former Member's name, and
  - (ii) The date the former Member ceased to be a Member.

### 8.2 Interests Register

The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

### **8.3 Access to information for Members**

A Member may at any time make a written request to the Committee for information held by the Club.

The request must specify the information sought in sufficient detail to enable the information to be identified.

- (a) The Committee must, within a reasonable time after receiving a request:
  - (i) provide the information,
  - (ii) agree to provide the information within a specified period,
  - (iii) agree to provide the information within a specified period if the Member pays a reasonable charge to the Club (which must be specified and explained) to meet the cost of providing the information, or
  - (iv) refuse to provide the information, specifying the reasons for the refusal.
- (b) Without limiting the reasons for which the Committee may refuse to provide the information, the Committee may refuse to provide the information if:
  - (i) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons,
  - (ii) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Club or of any of its Members,
  - (iii) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Club,
  - (iv) the information is not relevant to the operation or affairs of the Club,
  - (v) withholding the information is necessary to maintain legal professional privilege,
  - (vi) the disclosure of the information would, or would be likely to, breach an enactment,
  - (vii) the burden to the Club in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information,
  - (viii) the request for the information is frivolous or vexatious, or
  - (ix) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- (c) If the Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Club:
  - (i) that the Member will pay the charge, or

- (ii) that the Member considers the charge to be unreasonable.
- (d) Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **9 Finances**

### **9.1 Control and management**

- (a) The funds and property of the Club shall be:
  - (i) controlled, invested and disposed of by the Committee, subject to this Constitution, the Financial Procedures policy (as determined from time to time by a General Meeting), and
  - (ii) devoted solely to the promotion of the purposes of the Club.
- (b) The Committee shall maintain bank accounts in the name of the Club. The Committee shall nominate at least two Officers as signatories on the Club's bank accounts.

All money received on account of the Club shall be banked in the Club's bank accounts within 10 Working Days of receipt.
- (c) All accounts paid or for payment shall be submitted to the Committee for approval of payment. The Committee may delegate approval of accounts paid or for payment to the Vice President - Finance, and the Treasurer, or any other Officer and must set the limits of that delegation. At each Committee meeting, the Treasurer shall report on all payments and receipts received since the previous Committee meeting.

### **9.2 Accounting Records**

- (a) The Committee must establish and maintain a satisfactory system of control of the Club's accounting records.
- (b) The Committee must ensure that at all times accounting records that:
  - (i) correctly record the transactions of the Club,
  - (ii) allow the Club to produce financial statements that comply with the requirements of the Act and any relevant legislation,
  - (iii) would enable the financial statements to be readily and properly audited annually,
  - (iv) must be kept in written form or in a form or manner that is easily accessible and convertible into written form, and
  - (v) must be kept for the current accounting period and as specified by statutory requirements.

### **9.3 Balance date**

The Club's financial year shall commence on 01 January of each year and end on 31 December (the latter date being the Club's balance date).

## **9.4 Borrowing**

The powers of borrowing or raising money and the allotment of the required security, shall not be executed except pursuant to a Special Resolution of the Club passed in a General Meeting.

## **9.5 Auditor**

The Auditor for the Club cannot be an existing Committee member. Whenever a new Auditor is appointed, an engagement letter is to be issued. An engagement letter shall set out the terms and conditions under which the Auditor will conduct their duties.

## **10 Dispute resolution - refer Schedule A**

## **11 Liquidation and removal from the register**

### **11.1 Resolving to put Club into liquidation**

- (a) The Club may be liquidated in accordance with the provisions of Part 5 of the Act.
- (b) The Committee shall give 30 Working Days written Notice of a General Meeting to all Members of the proposed Special Resolution to put the Club into liquidation.
- (c) The Notice shall include all information as required by section 228(4) of the Act.

### **11.2 Resolving to apply for removal from the register**

- (a) The Club may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- (b) The Committee shall give 30 Working Days written Notice of a General Meeting to all Members of the proposed Special Resolution to remove the Club from the Register of Incorporated Societies.
- (c) The Notice shall include all information as required by section 228(4) of the Act.

### **11.3 Surplus assets**

- (a) If the Club is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- (b) On the liquidation or removal from the Register of Incorporated Societies of the Club, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in an institution with the same or similar purposes of the Club, or a public charity.
- (c) However, in any Special Resolution under this rule, the Club may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Club complies with this Constitution and the Act in all other respects.
- (d) The Committee shall give 30 Working Days written Notice of a General Meeting to all Members of the proposed Special Resolution to distribute its surplus assets.

## **12 Alterations to the constitution**

### **12.1 Amending this constitution**

- (a) All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- (b) The Club may amend or replace this Constitution at a General Meeting by a Special Resolution of those Members present and voting.
- (c) Any proposed Special Resolution to amend or replace this Constitution shall be given in writing and accompanied by a written explanation of the reasons for the amendment.
- (d) At least 20 Working Days before the General Meeting at which any amendment is to be considered the Committee shall give Members notice of the proposed Special Resolution, the reasons for the proposal, and any recommendations the Committee has.
- (e) When an amendment to the Constitution is approved at a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

## **13 Other**

### **13.1 Common seal**

- (a) The Club will have a common seal that must be kept in the custody of the Secretary.
- (b) The common seal may be affixed to any document:
  - (i) by resolution of the Committee, and must be countersigned by 2 Officers, or
  - (ii) by such other means as the Committee may resolve from time to time.

### **13.2 Bylaws**

The Committee from time to time may make and amend bylaws, and policies for the conduct and control of Club activities and codes of conduct applicable to Members and Players, but no such bylaws, policies or codes of conduct shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

The Committee must keep a Register of all current Bylaws and Policies.

### **13.3 Indemnities**

Every member of the Committee, sub-Committee, or an elected representative of the Club acting within their delegated authority shall be indemnified by the Club, from any liability claim, if the action (subject of the claim) was in accordance with the Constitution.

Any person incurring a liability or debt on behalf of the Club may be held personally liable if they were acting either outside their delegated authority, negligently or willfully.

## **SCHEDULE A - Dispute resolution**

### **A.1 Meanings of dispute and complaint**

- (a) A dispute is a disagreement or conflict involving the Club and/or its Members and/or its Players in relation to specific allegations set out below.
- (b) The disagreement or conflict may be between any of the following persons:
  - (i) 2 or more Members and/or Players,
  - (ii) 1 or more Members and/or Players and the Club,
  - (iii) 1 or more Members or Players and 1 or more Officers,
  - (iv) 2 or more Officers,
  - (v) 1 or more Officers and the Club, or
  - (vi) 1 or more Members or Players or Officers and the Club.
- (c) The disagreement or conflict relates to any of the following allegations:
  - (i) a Member or a Player or an Officer has engaged in misconduct,
  - (ii) a Member or a Player or an Officer has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act or Codes of Conduct,
  - (iii) the Club has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or the Act, or
  - (iv) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

### **A.2 How complaint is made**

- (a) A Member or Player or an Officer may make a complaint by giving to the Committee (or a complaints subcommittee) a notice in writing that:
  - (i) states that the Member or Player or Officer is starting a procedure for resolving a dispute in accordance with the Club's Constitution,
  - (ii) sets out the allegation or allegations to which the dispute relates and whom the allegation is against, and
  - (iii) sets out any other information reasonably required by the Club.
- (b) The Club may make a complaint involving an allegation or allegations against a Member/Player or an Officer by giving to the Member/Player or Officer a notice in writing that:
  - (i) states that the Club is starting a procedure for resolving a dispute in accordance with the Club's Constitution, and
  - (ii) sets out the allegation to which the dispute relates.

- (c) The information given under subclause A.2(a) or A.2(b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the Club's Constitution.
- (e) All Members/Players (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Club's activities.
- (f) The complainant raising a dispute, and the Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

#### **A.3 Person who makes complaint has right to be heard**

- (a) A Member or Player or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Club makes a complaint:
  - (i) the Club has a right to be heard before the complaint is resolved or any outcome is determined, and
  - (ii) an Officer may exercise that right on behalf of the Club.
- (c) Without limiting the manner in which the Member, Player, Officer, or Club may be given the right to be heard, they must be taken to have been given the right if:
  - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held),
  - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing,
  - (iii) an oral hearing (if any) is held before the decision maker, and
  - (iv) the Member's, Player's, Officer's, or Club's written or verbal statement or submissions (if any) are considered by the decision maker.

#### **A.4 Person who is subject of complaint has right to be heard**

- (a) This clause applies if a complaint involves an allegation that a Member, or a Player or an Officer, or the Club (the 'respondent'):
  - (i) has engaged in misconduct,
  - (ii) has breached, or is likely to breach, a duty under the Club's Constitution or bylaws or this Act, or
  - (iii) has damaged the rights or interests of a Member or Player or the rights or interests of Members or Players generally.

- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Club, an Officer may exercise the right on behalf of the Club.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - (iv) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response,
  - (v) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held),
  - (vi) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing,
  - (vii) an oral hearing (if any) is held before the decision maker, and
  - (viii) the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **A.5 Investigating and determining dispute**

- (a) The Club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
- (b) Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

#### **A.6 Club may decide not to proceed further with complaint**

Despite the 'Investigating and determining dispute' rule above, the Club may decide not to proceed further with a complaint if:

- (a) The complaint is considered to be trivial,
- (b) The complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a Member or Player or an Officer has engaged in material misconduct,
  - (ii) that a Member or Player or an Officer, or the Club has materially breached, or is likely to materially breach, a duty under the Club's Constitution or bylaws or the Act, or
  - (iii) that a Member's or Player's rights or interests or Members' or Players' rights or interests generally have been materially damaged.
- (c) The complaint appears to be without foundation or there is no apparent evidence to support it,
- (d) The person who makes the complaint has an insignificant interest in the matter,

- (e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution, or
- (f) There has been an undue delay in making the complaint.

#### **A.7 Club may refer complaint**

- (a) The Club may refer a complaint to:
  - (i) a subcommittee or an external person to investigate and report, or
  - (ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (b) The Club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- (c) Committee to make final decision based on report back from subcommittee unless the Committee has delegated the decision making to the subcommittee.

#### **A.8 Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (i) impartial, or
- (ii) able to consider the matter without a predetermined view.