

# Hikurangi Sports Incorporated

## Constitution

### August 2024



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**This Constitution** is made on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

**i. The Society**

**1.0 Name**

1.1 The name of the Society is Hikurangi Sports Incorporated (“the Society”) and is incorporated under the number:

**2.0 Registered Office**

2.1 The Registered Office of the Society is 10 King Street, Hikurangi, Whangarei, 0114.

**3.0 Purposes of the Society**

3.1 The purposes of the Society are to:

a) Raise finance, build, maintain, and manage the sporting grounds and buildings located within the Hikurangi Sports Grounds on Park Street, in a family friendly, smoke-free and drug free environment;

b) Do anything necessary or helpful to the above purposes;

3.2 Pecuniary gain is not a purpose of the Society;

3.3 In attaining its purposes the Society shall recognize the views and expectations of Tangata Whenua in keeping with the Treaty of Waitangi.

**ii. Management of the Society**

**4.0 Governing Board**

4.1 The Board is the governing body of the Society.

**5.0 Board Functions**

5.1 The affairs of the Society shall be managed by a Board constituted under Rule 6.0 (below).

5.2 Subject to this Constitution and the Act, the Board:

a) Shall control and manage the business and affairs of the Society;

b) May exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by this Constitution to be exercised by the Members in a Society Meeting; and

c) Has the power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Society.

**6.0 Board Composition**

6.1 The Board shall consist of a minimum of seven (7) and a maximum of ten (10) members, being:

a) One (1) board member from any of the four (4) adjoining clubs to the Sports Grounds, to be elected at their clubs Annual General Meeting, to represent their club on the Board, being to represent the Hikurangi Rugby Club, the Hikurangi Bowling Club, The Whakapara Pony Club and the Hikurangi Tennis Club (to be known as the Elected members of the Board as well as the Appointments Panel);

b) Three (3) to six (6) appointed Board members, nominated for consideration by any person, to be appointed by the Appointments Panel (as below) at an Annual General Meeting of the Board. All nominees for these three (3) to six (6) board member vacancies shall be prioritized to those who possess skills or experience in one or more of the following areas:

- I. Finance and funding;
  - II. Local hapu/iwi consultation or representative;
  - III. Business management;
  - IV. Legal/Law;
  - V. Community Work and engagement;
  - VI. Sport and Recreation management;
  - VII. A resident of the community;
  - VIII. A representative member of a new or current sporting body operating within the Hikurangi District who is not already represented on the Board;
- 6.2 All nominations for the above positions to be in the hands of the Board five (5) business days prior to the AGM.
- 6.3 The Board may at any time co-opt up to two (2) members with specific skills, for terms which shall expire no later than the time when the terms of the current members of the Board expire being at the following AGM. Such co-opted members shall not have any vote.

#### 7.0 Appointments Panel

- 7.1 The four (4) elected club affiliated Board members representing the Rugby Club, Bowling Club, Tennis Club, and Pony Club shall participate in the Appointments Panel for any vacant Board positions. These shall be known as “the Board Members of the Appointment Panel”;
- 7.2 Sport Northland will provide one (1) or more members to guide and lead the Appointments Panel and their processes. These shall be known as “the Independent Members of the Appointments Panel”;
- 7.3 The Appointments Panel shall, at the first AGM of the society, agree to commit to being a member of the Appointments panel for the term of 1 year, and will be eligible for re-election as their sporting body sees fit;
- 7.4 The Appointments Panel shall, at the first AGM, receive all nomination forms for the Appointed Board Member nominees and shall appoint the successful applicants into the Board for a term of two (2) years.
- 7.5 In any situation where the Board member representing a club is not able to attend the AGM, a substitute representative from their club may fill in to complete the duties as required of the Appointments Panel;
- 7.6 In any situation where a substitute representative from their club cannot be sought, the Appointments Panel may co-opt a representative into the Appointments Panel from Sport Northland, or from any local Charitable Trust or Incorporated Society whose purpose is not operating as a sporting club.

#### 8.0 Functions of the Appointments Panel

- 8.1 The function of the Appointments Panel shall be:
- a) To form at each AGM to appoint any vacancies onto the Board;
  - b) To form at any time during the year should a Board position become vacant that needs to be filled;
  - c) To ensure each nominee for any vacancies has been adequately evaluated and fairness of election is given to all nominees that is non-biased to personal relationships or club affiliations.

#### 9.0 Term of Office

- 9.1 Subject to Clause 9.3 the Elected Board Members shall each serve a one (1) year term, in line with their clubs AGM;

- 9.2 Subject to Clause 9.3, the Appointed Board Members shall each serve a two (2) year term, in line with the Sports Societies AGM;
- 9.3 Each retiring Board Member shall be eligible for re-appointment or re-election if they choose to offer themselves for such purpose.

**10.0 Sub-committees**

- 10.1 The Board may from time to time delegate to a sub-committee of the Board any matter within its jurisdiction with or without the power to act and with the power to join any person or persons to such sub-committees as may be desirable provided that the members of the Board shall always be a majority of each sub-committee;

**11.0 Vacancies on the Board**

- 11.1 An Appointed Member, who resigns prematurely, shall be replaced by a person, selected by the Appointments Panel for the balance of the term remaining of the resigning Appointed Board Member;
- 11.2 An Elected Board Member who resigns prematurely shall be replaced at their clubs next monthly meeting to complete the balance of the term remaining until their re-election is due for renewal at their clubs next AGM.

**12.0 Quorum for Board Meetings**

- 12.1 A simple majority of Board Members present at a Board Meeting shall constitute as a quorum, being half (50%) or more;

**13.0 Officers**

- 13.1 At the first Annual General Meeting the Board once appointed shall select either by self nomination or by majority vote, the following Officers of the Society:
- a) Chairperson;
  - b) Deputy Chairperson;
  - c) Treasurer;
  - d) Secretary;
  - e) Contact Person.

**14.0 Board Meetings**

- 14.1 The Board shall meet at such place and at such times and in such a manner as it shall determine;
- 14.2 The Chairperson shall chair Board meetings or in his or her absence the Deputy Chairperson shall take the chair. In the event of both being absent, the chair shall be taken by any other Board Member as determined by the Board;
- 14.3 Each Board Member present at a Board meeting is entitled to one vote and in the event of an equality of votes, any person chairing the meeting has a casting vote;
- 14.4 A resolution in writing signed or assented to by hardcopy or email or other form of visible or electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members;
- 14.5 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that;
- a) Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board;

- b) All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication (“Teleconference Meeting”). At any such Teleconference Meeting the following conditions must be met:
    - I. Throughout the Teleconference Meeting each participant must be able to hear each of the other participants taking part;
    - II. At the beginning of the Teleconference Meeting each participant must acknowledge his or her presence for the purpose of that meeting to all the others taking part;
    - III. A participant may not leave the Teleconference Meeting by disconnecting his or her telephone or other means of communication without first obtaining the chairperson’s express consent. Accordingly, a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Teleconference Meeting unless he or she leaves the meeting with the chairperson’s express consent, of which the time of disconnection must be minuted;
    - IV. A minute of the proceedings at the Teleconference Meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the Chairperson of that meeting.
  - c) If any failure in communication prevents Clause 14.5(II) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until rule 14.5(II) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned;
  - d) Any meeting held where one or more Board Memembebrs is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located;
- 14.6 The existing Project Control Group shall act as the Board until the new Board is confirmed and holds their first meeting;

15.0 Staff

- 15.1 The Board may employ such staff as they consider appropriate to work for the Board on such terms as they consider appropriate but always subject to the provisions of Clause 37;
- 15.2 Staff employed under Clause 15.1 may be required to attend meetings of the Board but shall not be entitled to vote.

**iii. Powers of the Society**

16.0 Powers of the Society

- 16.1 The Society, in addition to any statutory powers, will have the powers of a natural person to do all things necessary or desirable for the attainment or advancement of any one or more of its purposes including, without limitation, the power to:
  - a) To raise and receive funds by way of subscriptions, fees, grants, donations, sponsorships, legacies and bequests, gifts, or otherwise accepting that any amount payable on being admitted to membership of the Society, and the date by manner in which payment is due shall be set from time to rime by resolution of a Board Meeting;
  - b) To raise or borrow money in such a manner and upon such security (if any) as the Society shall think fit and in particular upon the security of any mortgage or mortgages charge or

charges, obligations or securities of the Society secured upon its assets or otherwise upon any part of the Society's property, assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Society shall see fit; This will require the approval of a Board Meeting;

- c) To invest and deal with the monies of the Society not immediately required upon such investments or otherwise in such manner as may from time-to-time be determined;
- d) To instruct and pay any person to transact all or any business or do any act required to be transacted or done in the execution of the Board Members of this Constitution including the receipt and payment of money. The Board Members shall not be responsible for any default of any such person appointed in good faith of for any loss occasioned by such person's instruction;
- e) To delegate any of its powers to any Board Member or Members, or person or persons (including a committee or an employee), provided that such delegation shall be recorded in writing by the Board;
- f) Commence, defend or settle any legal proceeding;
- g) To do all such other lawful things as are incidental to and are conducive to the attainment of the purposes of the Society.

#### **iv. Society Membership**

##### *17.0 Types of Members*

17.1 The membership of the Society shall consist of the following:

- a) Board Members and shall have one (1) vote each;
- b) Club Members, who are registered sporting clubs operating in Hikurangi, who are not already represented within the Board Members, and shall be entitled to one (1) vote on behalf of their club and are entitled to attend and receive minutes from any AGM, Special General Meeting, General Meeting or other meeting of the Society, to be directed to the members of the club who have provided their contact details to the Society's Secretary.

##### *18.0 Applications for Membership*

18.1 The Board may make rules determining the procedure to be followed by any applicant for membership and shall have sole discretion, to determine whether any applicant may be admitted to membership, save that any applicant applying for Club Membership shall be affiliated to any organization that:

- a) Is a society incorporated under the Incorporated Societies Act 1904 (prior to 2026) or the Incorporated Societies Act 2022 or a charitable trust incorporated under the Charitable Trust Act 1957; and
- b) Be affiliated to their national or regional body; and
- c) Be involved in the delivery of sport or sport and recreation related activity within the Whangarei District.

18.2 Each applicant shall complete an application form and provide all details requested, to be presented at the following Board or General meeting (whichever comes first) for approval by majority vote.

18.3 Any incoming Member upon acceptance of their membership shall have the details of their acceptance to the Society as a Member recorded at that meetings minutes;



19.0 Membership Fees

- 19.1 Membership fees, if any, to be paid by a Member shall be recommended by the Board for consideration at the Annual General Meeting;
- 19.2 Membership shall lapse if the annual subscription is not paid within one (1) month of the due date providing such lapsing is confirmed by the Board;
- 19.3 If any Member does not pay a subscription or levy by the date set by the Board, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the Member shall (without being release from the obligation of payment of any sums due to the Society) have no membership rights and shall not be entitled to participate in any Society activity.

20.0 Register of Members

- 20.1 The Board shall keep a register of members, which shall record the full name, contact details, class of membership and the dates at which they became Members;
- 20.2 If a Members contact details change, that Member shall provide the updated details to the Secretary at their earliest convenience;
- 20.3 Each Member shall provide such other details as the Board requires;
- 20.4 Members shall have reasonable access to the Register of Members;
- 20.5 The Register of Members shall be updated at each General or Board meeting, as new members join.

21.0 Cessation of Membership

- 21.1 Any Member may resign by giving written notice to the Secretary;
- 21.2 The Board may suspend, by notice in writing, the membership of any Member who:
- a) It deems, when considered reasonably, to have failed to comply with these rules;
  - b) It deems, when considered reasonably, to have engaged in conduct unbecoming of a Member or prejudicial to the interests of the Society;
  - c) Whose payment of any fees stipulated by the Board in accordance with Clause 19.2 or Clause 19.3 is in arrears;
- 21.3 Such suspension will continue in force until the Board resolves that the Member is no longer in breach, or the suspension is lifted by a majority vote of Members at a Board meeting.

22.0 Expulsion of Membership

- 22.1 A Society meeting of Members may, by majority of minimum 75% vote, expel any Member of the Society, as they deem reasonably considered and appropriate.

23.0 Return of Society Property

- 23.1 Any Member who ceases to be a Member for any reason shall immediately return to the Board any property belonging to the Society which the Member may have acquired while a Member.

24.0 Obligation of Members

- 24.1 Members acknowledge and agree that they:
- a) Are bound by these rules, and any regulations, decisions, or further rules issued by the Board;
  - b) Shall promote the purposes of the Society and shall to do nothing to bring the Society into disrepute;

- c) Must treat all information relating to the commercial arrangements entered into by the Society as strictly confidential and must not disclose any information regarding the Society to any third party, or use that information for any purpose of that than to fulfill the objects of the Society, without the prior written approval of the Society, and that this obligation of confidentiality will survive the cessation of their membership of the Society and continue to bind them.

**v. Conduct of Society Meetings**

**25.0 Society Meetings**

- 25.1 A Society meeting is either an Annual General Meeting, a Special General Meeting, or a General Meeting;
- 25.2 The Annual General Meeting shall be held once every year no later than five (5) months after the end of the financial year. The Board shall determine when and where the Society shall meet within those dates;
- 25.3 A Special General Meeting may be called by the Board whenever it thinks fit;
- 25.4 The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 66% of the Ordinary Members or 50% of the Board Members. Such request must state the purpose of the Special General Meeting and be signed by the Members making the request;
- 25.5 A General Meeting shall be held either monthly, two monthly, or quarterly to conduct the regular business of the Society. The date for the General Meeting shall be set by the Chairman at a minimum of two (2) weeks notice to all Members;
- 25.6 Any written resolutions to be passed electronically by the Board in lieu of a meeting can be acceptable providing the resolution does not relate to the transaction of any funds;
- 25.7 The procedure of any General Meeting or Board Meeting shall be to follow the process as described on the agenda and under the conduct as stipulated by the Chairman;
- 25.8 If at any meeting 50% or more Board members are unable to vote due to a Conflict of Interest, a Special General Meeting shall be called to determine the matter as per section 64(3) of the Act, unless that provision has been negated under section 67 of the Act.

**26.0 Business of the Annual General Meeting**

- 26.1 The ordinary business of each Annual General Meeting shall be to:
  - a) Confirm the minutes of the last Annual General Meeting and any other meeting of Members held since that meeting;
  - b) Receive the Chairpersons report on the business of the Society;
  - c) Receive the Treasurers report on the finances of the Society, and the Annual Financial Statements;
  - d) Elect Board Members;
  - e) Consider motions;
  - f) Transact any special business of which notice is given in accordance with these rules;
  - g) Appoint either an accountant or auditor, or both, as required;
  - h) Set levy fees and subscriptions;
- 26.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

**27.0 Notice Given**

- 27.1 The Board shall provide at least twenty one (21) clear days notice of an Annual General Meeting to each Member in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting;
- 27.2 The Secretary shall provide at least fourteen (14) clear days notice of a General Meeting to each Member in writing, which notice shall state the place, date, and time of the meeting.

28.0 Information Provided

- 28.1 The Secretary shall provide the following for an Annual General Meeting:
- a) A copy of the Chairpersons report on the Society's operations;
  - b) A copy of the annual financial statements as approved by the Board;
  - c) A list of nominees for the Board, and information about those nominees if it has been provided;
  - d) Notice of any motions and the Board's recommendations about those motions;
- 28.2 If the Secretary has sent a notice to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members do not receive the notice;
- 28.3 The Secretary shall provide the following for all meetings conducted by the Society:
- a) A written agenda;
  - b) A copy of the previous meeting minutes;
- 28.4 The Treasurer shall provide the following for all meetings conducted by the Society:
- a) Either a monthly document outlining all incoming transactions, outgoing transactions, an opening and closing balance for each month, and a current bank balance; OR monthly bank statements showing details of the above;
- 28.5 Minutes are required to be taken at all General, Special, Annual, and Board meetings and are to be stored with the Secretary for distribution as requested by any member.

29.0 Quorum

- 29.1 The quorum of a Society Meeting shall be a majority of Board Members entitled to vote, being at least half (50%) of current Board members present;
- 29.2 No business may be transacted at a Society Meeting unless a quorum is present;
- 29.3 If a quorum is not present at the time for commencement of a meeting:
- a) If the meeting was convened at the request of Members, the meeting is automatically dissolved;
  - b) In any other case, the meeting is automatically adjourned to the same time and day in the following week and shall be held in the same place unless this is not reasonably possible in which case the Board will specify another place by notice to the Members to be issued not less that tow (2) days before the date of the adjourned meeting;
  - c) If a quorum is not present at the time of commencement of an adjourned meeting the meeting is automatically dissolved.

30.0 Adjournment of Meetings

- 30.1 The Chairperson of a Society Meeting at which a quorum is present may adjourn the meeting with the agreement of bare majority of the votes at that meeting;
- 30.2 If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given as in the case of the original meeting;
- 30.3 No business may be transacted at the meeting when it is reconvened except business left unfinished at the original meeting.

31.0 Chairperson

- 31.1 The Chairperson must preside as Chairperson at each Society Meeting;
- 31.2 If the Chairperson is absent, the Deputy Chairperson is to preside at that meeting. In the event of the absence of both the Chair and the Deputy Chair the Board Members present must elect one of the number to preside as Chairperson at that meeting.

32.0 Votes

- 32.1 All voting Board Members are entitled to one (1) vote at a General Meeting and at a Board Meeting;
- 32.2 All voting Club Members are entitled to one (1) vote per club at a General Meeting;
- 32.3 Any person Chairing a Society meeting has a casting vote in the case of a tied vote;
- 32.4 Proxy votes may be accepted from board members as per the following terms;
- a) The voting board member must have been provided with all adequate information to make a sensible and informed judgment resulting in their vote, at a minimum of 24 hours prior to the vote;
  - b) The voting board member must provide their vote in writing, either hand written, typed, or emailed to another Board member prior to the meeting where the vote takes place;
  - c) The voting board member must confirm their vote was given by proxy at the following General meeting.

33.0 Voting by Show of Hands

- 33.1 A question that is to be decided at a Meeting of the Society is to be decided on a show of hands. Unless a poll is demanded in accordance with these rules, a declaration by the Chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of the Society, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

34.0 Secret Ballot

- 34.1 If any Member demands a poll before a vote by show of hands has begun, voting must be by secret ballot;
- 34.2 If a secret ballot is held, the Chairperson will have a casting vote if required.

35.0 Election of Officers

- 35.1 Election of Officers of the Society will be held by Poll, conducted by secret ballot. The Chairperson will not have a casting vote;
- 35.2 Nominations of elected positions to be in the hands of the Board five (5) days prior to the Society meeting;
- 35.3 If sufficient nominations for the elected positions is not received within five (5) days prior to the Society Meeting, the Chairman may announce at the start of the meeting if nominations may be taken from the floor at the time of elections.

36.0 Motions at Society Meetings

- 36.1 Any Member may request that a motion be voted on ("Members Motion") at a particular Society Meeting, by written notice to the Secretary at least five (5) days before that meeting. The Member may also provide information in support of the motion ("Members Information").

- 36.2 The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Members Motion is signed by at least 66% of eligible Members:
- a) It must be voted on at the next Meeting of the Society; and
  - b) The Secretary must give the Members Information to all Members at least twenty four (24) hours prior to the next meeting; OR
  - c) If the Secretary fails to do this, the Members has the right to raise the motion at the following Society meeting;
  - d) However, no motion will be considered that contravenes the purposes of the Society;
- 36.3 The Board may also decide to put forward motions for the Society to vote on as (“Board Motions”) which shall be suitable notified.

**vi. Money and Other Assets of the Society**

*37.0 Application of Income and Other Assets*

- 37.1 The Society may only use income and other assets if it is applied solely towards the promotion of the purpose of the Society;
- 37.2 No portion of the income, property or assets of the Society shall be paid or transferred directly or otherwise to any Member or Board Member of the Society;
- 37.3 No remuneration or other benefit in money or monies shall be paid or given by the Society to any Member or Board Member of the Society;
- 37.4 Nothing in Clause 37.2 or 37.3 shall prevent payment in good faith of or to any Member of Board Member for:
- a) Any services actually rendered to the Society whether as an employee or otherwise;
  - b) Goods supplied to the Society in the ordinary and usual course of business and of operation;
  - c) Interest on money borrowed from any Member or Board Member of the Society;
  - d) Rent for premises demised or let by any Member or Board Member of the Society;
  - e) Any out of pocket expenses incurred by the Member or Board Member on behalf of the Society for any other reason. Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.

**vii. Financial Matters**

*38.0 Financial Year*

- 38.1 The financial year of the Society begins on April 1<sup>st</sup> of every year and ends on March 31<sup>st</sup> of the following year;
- 38.2 The financial year may be altered from time to time by the Board.

*39.0 Annual Report*

- 39.1 The Board shall prepare an annual report for presentation to the Annual General Meeting which contains;
- a) The annual financial statements, either audited or unaudited, but prepared by a suitably qualified person, as required under the Act;
  - b) An annual report as to the year’s activities.

*40.0 Audit of the Financial Statement*

- 40.1 The annual financial statement in Clause 39.1(a) shall be audited if so decided by the Board;

40.2 The auditor appointed by the Board shall be a suitably qualified person.

41.0 Inspection of Books of Account

41.1 The books of account of the Society shall be kept at the office of the Society or at such a place as the Board may determine and shall be open to inspection by the Members at such reasonable times as agreed by the Board.

42.0 Register of Financial Statements

42.1 The Treasurer will send the annual financial statements and a certificate in the required form signed by the Treasurer certifying that the annual financial statements have been approved, to the Registrar of Incorporated Societies via the online submissions system, or in hard copy format to the Companies Office place of location.

**viii. Common Seal**

43.0 Common Seal

43.1 The Society shall have a Common Seal which shall be kept in the safe keeping of the Secretary of the Society;

43.2 The Society may, from time to time, replace the Common Seal with a new one;

43.3 All documents and obligations requiring the signature of the Society must be signed on behalf of the Society under the Common Seal by the Chairperson, or a person delegated by the Chairperson, and one (1) other Member of the Board and as directed by resolution of the Board.

**ix. Altering the Rules**

44.0 Altering the Rules

44.1 Subject to the provisions of the Incorporated Societies Act 1908 and/or the Incorporated Societies Act 2022, these rules may be amended, rescinded, or added to from time to time by a special resolution carried by two thirds (2/3) majority of the Members Present at a Board meeting;

44.2 Notice of such motion together with details of the proposed changes shall be circulated to members not less than fourteen (14) days prior to the meeting at which the motion will be considered;

44.3 No addition to or alteration or rescission of these Rules shall derogate from the charitable objects of these Rules;

44.4 When a Rule change is approved by a Board meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies;

44.5 Any Rule change may not contravene the purposes of the Society;

44.6 The provisions of the Rule shall not be removed from these Rules and shall be incorporated into any rules replacing or amending these Rules.

**x. Policy and Procedures**

45.0 Policy and Procedures to Govern the Society

- 45.1 The Board may from time to time make, amend or repeal Policy and Procedures not inconsistent with this constitution for the internal management of the Society and any Policy and Procedure may be set aside by a subsequent Society meeting of Members;
- 45.2 The Society must at all times have a policy in place for receiving complaints, working through complaints, and managing any disputes.

**xi. Winding Up**

*46.0 Winding Up*

- 46.1 If the Society is wound up:
  - a) The Society's debts, costs and liabilities shall be paid; and
  - b) Surplus money and other assets of the Society may be disposed of to other charitable organizations having similar objectives as the Society as determined by the Board; and
  - c) In no circumstances may the assets be paid to, or distributed among the Members.

**xii. Liquidation**

*47.0 Liquidation*

- 47.1 The Society may at any time be put into liquidation if:
  - a) 75% of those entitled to vote at an Annual General Meeting or Special General Meeting, pass a resolution appointing a liquidator;
  - b) Such a resolution is confirmed in a subsequent Special General Meeting, call for that purpose, and held no earlier than thirty (3) days and no later than sixty (60) days, after the date on which the resolution was passed;
- 47.2 Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the society;
- 47.3 Upon liquidation of the Society the Society's debts, costs and liabilities available after the payment of all liabilities shall be applied for the benefit of the Society. In the instance that the Society no longer seeks to exist, the society's surplus money and other assets shall be distributed as in Clause 46.1(b).
- 47.4 The provisions of this Clause shall not be removed from the Rules and shall be incorporated into any document replacing or amending the Rules.

**xiii. Insurance**

*48.0 Insurance*

- 48.1 The Society may take out Officer's Liability Insurance cover for its Board Members with such insurance company and on such terms and conditions as the Board shall decide.

**xiv. Indemnity**

*49.0 Indemnity*

- 49.1 The Society may indemnify its Board Members, Officers, and Employees against all damages and costs (including legal costs) for which any such Board Member, or employee may be, or become, liable to any third party as a result of any act or omission, except willful misconduct:
  - a) In the case of a Board Member or Officer of the Society performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and

- b) In the case of an Employee, performed or undertaken in the course of, and within the scope of, their employment by the Society.

**xv. Dispute Resolution**

*50.0 Dispute Resolution*

- 50.1 In the event that there is a dispute between a Member of the Society, which cannot be solved by means of normal administration:
  - a) The Chairman of the Society will attempt to reach a settlement with the Member, either by way of direct contact, (with settlement being subject to ratification by the full Board), or by offering the opportunity for the Member to present his/her grievance in front of the full Board;
  - b) Should this be unsuccessful then the parties will proceed to formal mediation;
  - c) The Society will submit the names of three (3) possible mediators:
    - I. The complainant will pick one;
    - II. The Mediator will conduct the process as he/she thinks fit;
    - III. The parties will share the cost of the mediation 50/50;
- 50.2 If the mediation is unsuccessful then the Parties will refer the dispute to the Sports Disputes Tribunal of New Zealand;
- 50.3 The decision of the Tribunal will be final, and:
  - a) Costs will be apportioned by the Tribunal, and will for part of the Award.

**xvi. Definitions and Miscellaneous Matters**

*51.0 Definitions and Miscellaneous Matters*

- 51.1 In the Rules:
  - a) "Majority vote" means a vote made by more than half of the Members who are present and a meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that meeting;
  - b) "Money or other assets" means any real or personal property of any interest therein, owned or controlled to any extent by the Society;
  - c) "Society meeting" means any Annual General Meeting, any Special General Meeting, or any General Meeting, but not an Board Meeting;
  - d) "Written notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods;
  - e) It is assumed that:
    - I. Where "masculine" is used, the "feminine" is included;
    - II. Where the "singular" is used, the "plural forms" of the noun are also inferred;
    - III. Headings are a matter of reference and not part of the rules.

**xvii. Founding Members Names and Signatures**