



CONSTITUTION AND RULES

ADOPTED MONTH YEAR

DRAFT

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1. NAME

- 1.1. The name of the Association shall be ***“Clubs New Zealand Incorporated”***.

2. DEFINITIONS AND INTERPRETATION

- 2.1. **Definitions:** In this Constitution, and the Standing Orders and By-laws, unless the context otherwise requires:

“Annual Subscription” is the amount payable annually by Members in accordance with Rule 9.

“Area” means one of the geographical areas set out in the By-Laws as defined by the Board from time to time.

“Board Member” means the Officer elected by Financial Members in an Area pursuant to Rule 15.

“Association” means Clubs New Zealand Incorporated.

“Board” means the Associations governing body as set out in Rule 15.

“By-law” means a by-law made by the Board pursuant to Rule 26.

“Board Meeting” means a meeting of the Board.

“Chair” means the chair of any Meeting in relation to which the Rule applies.

“Chartered Club” means a voluntary association combined to provide benefits for members, the community, and not for gain.

“Chief Executive” means the person appointed by the Board as chief executive of the Association pursuant to Rule 19 and includes an acting chief executive.

“Club” means a club which is an Ordinary Member of the Association.

“Constitution” means this constitution, as altered from time to time.

“Delegate” means an officer of a Financial Member appointed or elected to represent it at General Meetings or events of the Association.

“Deputy Chair” means a Deputy Chair of the Association elected pursuant to Rule 15.1(b).

“Financial Member” means an Ordinary Member with no outstanding subscription or levy to the Association pursuant to Rules 7 and 9.

“Financial Statements” include the Association’s balance sheet and statement of accounts.

“General Meeting” means an Annual General meeting or Special General Meeting of the Association.

“Life Member” means an individual person elected to life membership of the Association pursuant to Rule 7.2.

“Meeting” means a General Meeting or Board Meeting.

“Member” means any Ordinary or Life member.

“Month” means calendar month.

“Notice of motion” means any Member Club or the Board may move a notice of motion which must be seconded by another Member Club to amend add or delete any Rule or Rules of the Constitution.

“Officer” means a person elected as one of the Association’s Board Members set out in Rule 16 and pursuant to Rule 15 or a person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association.

“Ordinary Member” means a Club elected to ordinary membership of the Association pursuant to Rule 7.

“Person” includes an individual, partnership, firm, company, body corporate, association, organisation or any other entity or organisation whether incorporated or not.

“President” means the president of the Association elected as set out in Rule 16 and pursuant to Rule 15.

“Remit” means any member Club or the Board may submit a remit on any matter of interest to the Associations Member Clubs at the Annual General Meeting or at a Special Meeting of the Association. Such a remit when submitted does not require a seconder but when moved on behalf of the submitter at the meeting it must be seconded by another member Club before any discussion. If not seconded the remit lapses.

“Standing Orders” means the Association’s standing orders.

“Year” means the Association’s financial year of 1 January to 31 December.

2.2. **Interpretation:** In this Constitution, unless the context otherwise requires:

- a) The table of contents and headings are inserted for convenience only and shall be ignored in construing this Constitution,
- b) Where any word or expression is defined in this Constitution, any other grammatical form of that word or expression has a corresponding meaning,
- c) The singular includes the plural and vice versa,
- d) References to rules are to rules in this Constitution,
- e) Reference to any legislation or to any provision of any legislation includes,

- i. That legislation or provision as from time to time amended, re-enacted, or substituted, and
- ii. Any statutory instruments, regulations, clauses, and orders issued under that legislation or provision; and
- f) Where a number is expressed as a percentage, the resulting number shall be rounded down to the nearest whole number below it.
- g) In the interpretation of these rules, the decision of the Board shall be final and binding

3. REGISTERED OFFICE

- 3.1. The registered office of the Association shall be at ANZAC House, Level 5, 181 Willis Street, or such other places from time to time as may be authorised by resolution of the Board.

4. PURPOSE AND MISSION STATEMENT

- a) Our Mission Statement is:

“The Mission of Clubs New Zealand Incorporated is to promote and safeguard the interests, rights and privileges of Member Clubs”.
- b) The purposes for which the Association is established include:
 - i. To conduct, administer, and maintain an association of clubs within New Zealand which promotes and safeguards the interests, rights and privileges of clubs.
 - ii. To promote membership of the Association to Clubs within New Zealand.
 - iii. To raise interest and awareness in the value of club membership, particularly the positive physical and mental health benefits derived from social and community participation.
 - iv. To promote, facilitate and encourage amateur sporting activities.
 - v. To provide services and assistance including education to member clubs, their committees, and staff which assist in the operation of club facilities for the benefit of their members and the wider community.
 - vi. To make representations to and promote the club industry to Government, local authorities, and the public.
 - vii. To undertake and promote research, and the publication and dissemination of material relevant to the purposes of the Association.

5. POWERS

- 5.1. The Association has the power to do the following in the pursuance of its objects, subject to any limitation imposed by this Constitution:
 - a) To fund its activities by subscriptions or payments from Clubs, fees, or other income.

- b) To borrow, raise, or secure the payment of money in such manner as the Association shall think fit, with or without security.
- c) To purchase, sell, exchange, maintain, improve, lease, hire, dispose of, manage, invest, lend, mortgage, charge, gift or otherwise deal with any real or personal property.
- d) To invest, lend, and deal with the monies of the Association not immediately required, in such investments as the Association may think fit.
- e) To acquire shares or other equity, or securities in any company or other incorporated body.
- f) To employ and remunerate staff.
- g) To undertake legal action, including on behalf of Members.
- h) To enter into any contract, make any arrangements, or undertake any activity for the financial or other benefit of:
 - i. The Association; or
 - ii. Members, provided that no such contract, arrangement, or activity may be entered into, made or undertaken, without the sanction of sixty percent (60%) of Board members.
- i) To conduct any other functions outlined in this Constitution.
- j) To use any rights or privileges that the Association may deem necessary or convenient for carrying out its power or furthering its purpose under this Constitution.
- k) To keep an up-to-date register of members.
- l) Develop policies to cover all unforeseen and possible matters in order to operate its business.
- m) To do anything incidental or conducive to the attainment of any of the purposes of the Association.

6. PERSONAL BENEFIT

- 6.1. As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- a) Receiving reimbursement of actual and reasonable expenses incurred, or
- b) Entering into any transactions with the organization for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organization in respect of payments or transactions between it and them, their direct family or any associated entity.

7. MEMBERSHIP

7.1. **Classes of Membership:** The Members of the Association shall be divided into the following classes:

- a) Ordinary, and
- b) Life.

7.2. **Ordinary Membership:** Every club is eligible to apply for ordinary membership of the Association in accordance with the following:

- a) Each applicant for Ordinary Membership shall complete the applicable application form.
- b) An application for Ordinary Membership is deemed to be a declaration that the applicant consents to membership, acknowledges that their information will be entered into the Register of Members and agrees to be bound by this constitution, by-laws and policies.
- c) Applications for membership will be considered with reference to the criteria in the By-laws as amended from time to time.
- d) Applications for membership may be rejected by the Board which may, but is not obliged to, give the reasons for such rejection.
- e) Membership of Clubs New Zealand shall commence upon admission as a member and continue indefinitely, unless:
 - i. There is a default in payment of any annual subscription or other fees due to Clubs New Zealand by the due date, in accordance with Rule 9, or
 - ii. The Member resigns its membership of Clubs New Zealand in accordance with this constitution, or
 - iii. The Member is suspended or terminated from membership by Clubs New Zealand in accordance with this constitution.
- f) The Board reserves the right to revoke Ordinary Membership within 90 days of application if the Ordinary Member is found to have provided false information or is deemed to have breached this constitution. In the event that Ordinary Membership is revoked:
 - i. The member shall be informed in writing of the decision, and
 - ii. Any subscription paid will be refunded in full.

7.3. **Life Membership:** Individuals elected on account of meritorious service rendered to the Association,

- a) Upon registration of this constitution no further Life Members will be elected.
- b) Individuals elected to Life Membership at the time this constitution comes into force shall remain Life Members until death, unless:
 - i. The Member resigns its membership of Clubs New Zealand in accordance with this constitution, or

- ii. The Member is suspended or terminated from membership by Clubs New Zealand in accordance with this constitution.
- c) Life Members are entitled to attend General Meetings or events held by the Association and shall be entitled to address any such meetings but shall not by virtue of such Life Membership be entitled to vote at any such meeting.
- d) Life Members are not liable for any subscription, levies or fees in respect of his or her membership.

8. REGISTER OF MEMBERS

- 8.1. The Association will maintain a register of members in accordance with the Incorporated Societies Act 2022.
- 8.2. The Register of Members will at all times be administered in accordance with the Privacy Act 2020 and the Associations Privacy Policy.
- 8.3. The Association will update the register of members as soon as practicable after becoming aware of changes to the information recorded on the register.
- 8.4. Subject to certain grounds for refusal set out in the Privacy Act 2020, individuals have the right to access the information held about them within the Register of Members and to request a correction at any time,

9. ANNUAL SUBSCRIPTION

- 9.1. Each member club shall pay to the Association an annual subscription assessed on a capitation basis of such an amount per individual club member as determined by the Board from time to time.

For the purposes of determining the annual subscription:

- a) An individual club member is any person deemed a financial member of the club, irrespective of the membership types or fees collected by the club.
 - b) The number of members of each Club shall be calculated as at 31 December of the preceding year and an annual declaration by each Club of the number of members must reach the Chief Executive no later than 4.00 pm on 20 February each year.
 - c) In the event that a club fails to complete the annual declaration referred to in Rule 9.1(b) the number of members shall be calculated using the last annual declaration received plus ten percent (10%).
- 9.2. The Annual Subscription shall be paid:
 - a) In full by 31 May in the year in which it is due, or
 - b) In installments of an agreed amount, members paying by installment:
 - i. Must apply in writing to the Chief Executive no later than 31 May of the year in which the annual subscription is due, with a proposed payment plan, and

- ii. Must ensure that the balance is paid in full by 31 December of the year in which the annual subscription is due.
- 9.3. If any Club fails to pay the annual subscription, levies or other payments due in accordance with Rule 9.2:
 - a) It shall automatically cease to be a Member of the Association and its name shall be removed from any Register of Members,
 - b) It shall not be relieved from payment of the Annual Subscription or of any other levy or payment due or payable,
 - c) No subscriptions, levies or other payments already paid to the Association by it shall be refunded,
 - d) If it wishes to be reinstated as a Member, it shall reapply for Ordinary Membership pursuant to Rule 7.

10. LEVIES AND OTHER PAYMENTS

- 10.1. If the Annual Subscription in any year is insufficient to meet the Association's expenses, the Board may make a levy upon Clubs. The amount of the levy in respect of any one year shall not exceed twenty per cent (20%) of the Annual Subscription payable by the Club in respect of that year.
- 10.2. The Board shall have the right to determine fees or payments associated with the delivery of specific services to members in addition to the annual subscription.

11. RESIGNATION

- 11.1. Any Member intending to withdraw from the Association must signify its intention to do so in writing to the Chief Executive on or before 31 December otherwise it shall be liable for the succeeding year's subscription.
- 11.2. No such resignation shall relieve any Member from payment of any subscription, levy or other payment due or payable at the time of resignation.
- 11.3. No subscriptions, levies or other payments already paid to the Association by a resigning Member shall be refunded on resignation.

12. DISPUTES AND COMPLAINTS

- 12.1. A member, officer or employee of the Association may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that:
 - a) states that the member, officer or employee is starting a procedure for resolving a dispute in accordance with this constitution, and
 - b) sets out the allegation to which the dispute relates and whom the allegation is against, and

- c) sets out any other information reasonably required by the Association.
- 12.2. The Board may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:
 - a) states that the Board is starting a procedure for resolving a dispute in accordance with this constitution; and
 - b) sets out the allegation to which the dispute relates.
- 12.3. The information given under Rule 12.1(b) or 12.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 12.4. A member, officer or employee who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 12.5. If the Association makes a complaint:
 - a) the Association has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) an officer may exercise that right on behalf of the Association.
- 12.6. Without limiting the manner in which the member, officer, employee, or Association may be given the right to be heard, they must be taken to have been given the right if:
 - a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the member's, officer's, employee's or Association's written statement or submissions (if any) are considered by the decision maker.
- 12.7. This Rule applies if a complaint involves an allegation that a member, an officer, or the Association (the respondent):
 - a) has engaged in misconduct, or
 - b) has breached, or is likely to breach, a duty under this constitution or bylaws or the Incorporated Societies Act, or
 - c) has damaged the rights or interests of a member or the rights or interests of members generally.

- 12.8. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 12.9. If the respondent is the Association, an officer may exercise the right on behalf of the Association.
- 12.10. 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:
- a) 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, and
 - b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held), and
 - c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing, and
 - d) an oral hearing (if any) is held before the decision maker, and
 - e) the respondent's written statement or submissions (if any) are considered by the decision maker.
- 12.11. The Board must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this constitution, ensure that the dispute is investigated and determined.
- 12.12. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- 12.13. Despite Rule 12.11, the Board may decide not to proceed further with a complaint if:
- a) the complaint is trivial, or
 - b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct,
 - ii. that a member, an officer, or the Association has materially breached, or is likely to materially breach, a duty under this constitution or bylaws or the Incorporated Societies Act 2022,
 - iii. that a member's rights or interests or members' 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, or
 - d) the person who makes the complaint has an insignificant interest in the matter, or
 - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this constitution, or

- f) there has been an undue delay in making the complaint.

12.14. The Board may refer a complaint to:

- a) a subcommittee or an external person to investigate and report, or
- b) a subcommittee, or an external person to investigate and make a decision.

12.15. The Board 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).

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

- a) impartial; or
- b) able to consider the matter without a predetermined view.

13. IMMEDIATE SUSPENSION

13.1. The Board may elect to suspend a member which is the subject of an investigation pursuant to Rule 12 for the duration of the investigation if, in the opinion of the majority of the Board, continuation of membership would not be in the interests of the Association, other Clubs or the Chartered Club movement.

14. PROPERTY

14.1. Membership of the Association does not give any Club any transmissible or assignable interest by operation of law or otherwise, in any of the property or funds of the Association.

14.2. If a Club ceases to be a member for any reason, any interest it may nevertheless possess in any of the effects, property or funds of the Association will vest in the Association.

14.3. Any information (including but not limited to Model Rules), which the Association provides for Members remains the property of the Association. Members must not pass any such information on to any non-Member without the written consent of the Association.

15. OFFICERS AND BOARD

15.1. The Board of the Association shall be made up of the following officers:

- a) A President,
- b) One Deputy Chair, who will be elected from within the Board immediately following the AGM, and
- c) One (1) Area Board Member elected by Member Clubs in each of the following nine (9) Areas, as defined by the Board from time to time:

- i. Northland,
- ii. Greater Auckland,
- iii. Waikato, Thames Valley and King Country,
- iv. South Waikato, Bay of Plenty,
- v. Manawatu, Wanganui and Taranaki,
- vi. Greater Wellington, Hawkes Bay and Poverty Bay,
- vii. Nelson, Marlborough, Buller and West Coast,
- viii. Canterbury and North Otago,
- ix. Otago and Southland.

15.2. **Eligibility:** Each officer described in Rule 15.1. must:

- a) Meet the eligibility criteria set out within the Incorporated Societies Act 2022.
- b) Not be an employee of the Association.
- c) Be a delegate of a financial member club.
- d) For the position of President have served at least a 2-year term on the Board at the time of election.

15.3. **Term of Office:** Board Members shall:

- a) Remain in office for a two-year term running from the time of election until the conclusion of the following second Annual General Meeting unless sooner removed by death, resignation or otherwise.
- b) Be eligible for re-election.

15.4. No Officer shall be liable for the acts or defaults of any other Officer, or any loss caused by such acts or defaults, unless caused by their own willful default or willful acquiescence.

15.5. The Officers shall be indemnified by the Association for all liabilities and costs reasonably incurred by them in proper performance of their functions and duties, other than as a result of their willful default.

15.6. The Officers shall be entitled to receive an honorarium to the level the Association has agreed at an Annual General Meeting. The Officers shall also be entitled to reimbursement of fair and actual expenses incurred in the execution of their role for Clubs New Zealand Incorporated, subject to the agreement by the Board.

16. ELECTION OF OFFICERS

16.1. **Nominations:** Nominations for Officers must:

- a) Be in writing on the applicable nomination form,
- b) State the name and address of the nominee,
- c) State the position in respect of which the nomination is being made,

- d) Be signed on behalf of any two (2) Financial Members, and
 - e) Be signed by the nominee as consenting to the nomination.
- 16.2. Nominations for President and Area Board Members must reach the Chief Executive not later than 4.00 pm on 20th January each year.
- 16.3. Where the number of nominations is the same as the number of vacancies, those nominated in accordance with this constitution shall be declared duly elected without the need for further nominations or elections.
- 16.4. If there are two or more nominations in respect of the President, the Chief Executive shall:
- a) Notify all Financial Members of the name and address of each nominee, and
 - b) Conduct a ballot using an approved electoral procedure among the Financial Members by 20th February to elect one of the nominees as President. The ballot will be conducted on the basis that each Financial Member has one vote.
- 16.5. If there are two or more nominations in respect of any one Area, the Chief Executive shall:
- a) Notify all Financial Members in that Area of the name of each nominee, and
 - b) Conduct a ballot using an approved electoral procedure among the Financial Members in that Area by 20th February to elect one of the nominees as Area Board Member. The ballot will be conducted on the basis that each Financial Member in the relevant Island has one vote.
- 16.6. The Chief Executive shall, at least twenty-one (21) days prior to the date of the Annual General Meeting, issue to all Financial Members a list setting out the name of each nominee and the position in respect of which each nomination is made.
- 16.7. If there are not sufficient nominations pursuant to rule 15.1 to fill all vacant Board roles, the Board may elect to co-opt an eligible person to fill the vacant role(s) or leave the position vacant providing a quorum required by Rule 24.4(b) is maintained.
- 16.8. Notwithstanding rule 15.2(d), all vacancies in any office shall be filled by selection of another person by the Board for the remainder of the term of office. Any replacement of Board Members must be from the relevant Area.
- 16.9. If there are not sufficient nominations pursuant to rule 16.1 to fill the office of President, further nominations for President may be made at the Annual General Meeting. Further nominations shall be provided by Financial Members and the elections shall be as per rule 16.10 following.
- 16.10. **Method of Election of Officers:** The election shall be by an approved electoral procedure, as follows:
- a) The nominee for each office gaining more than fifty per cent (50%) of the votes shall be declared to be successful.

- b) If no nominee obtains more than fifty percent (50%) of the votes on the first poll, the nominee(s) with the lowest number of votes shall be omitted from the election, and a fresh election shall be held between the remaining nominees.
- c) The same procedure shall continue until either:
 - i. One nominee gains more than fifty per cent (50%) of the votes, or
 - ii. All remaining nominees receive an equal number of votes, in which case the outcome shall be determined by lot.

16.11. **Removal of Officers:** Any Officer may be removed from office at any General Meeting of the Association in accordance with the following:

- a) A notice of motion of no confidence in that Officer, signed by at least two (2) Financial Members, shall reach the Chief Executive not less than twenty-one (21) days before a General Meeting.
- b) A copy of the notice in Rule 16.12(a) must be given to the Officer concerned at least fourteen (14) days before the Meeting.
- c) The Officer concerned must be given the opportunity to appear before and speak at that Meeting.
- d) The motion of no confidence in the Officer concerned may be passed by a simple majority of Members present at the Meeting.
- e) If the motion is passed, the Officer concerned shall be removed from office with immediate effect.

16.12. An Officer who has been convicted of a Crime (which carries a term of imprisonment) for which a penalty has been imposed, or of any other offence which in the opinion of a majority of the Board brings the Association into disrepute, shall automatically and immediately be removed from office.

16.13. An officer who becomes disqualified from holding office in accordance with the Incorporated Societies Act 2022 shall automatically and immediately be removed from office.

16.14. The Board may elect to remove an Officer who becomes physically or mentally incapacitated to the extent that he or she cannot carry out his or her duties as a Board Member.

16.15. No Officer who has been removed from office shall be eligible for re-election without the consent of a General Meeting.

16.16. **Resignation:**

- a) An officer may resign from office by signing a written notice of resignation and giving it to the Board; the notice of resignation is effective when it is received by the board or at a later time specified in the notice.
- b) An officer is deemed to have resigned if they are absent from three (3) consecutive meetings of the Board without leave of the Board.

17. BOARD: DUTIES AND POWERS

- 17.1. The Board shall, subject to any limitations imposed by this Constitution, conduct and manage the business and affairs of the Association, exercise all the powers and authorities of the Association as set out in Rule 5, and do such other acts and things as it deems necessary or expedient for carrying on the business of the Association.
- 17.2. **Powers:** Without limiting Rule 17.1, the Board shall have the power to:
- a) Exercise all the powers and authorities of the Association,
 - b) Do such other acts and things as it deems necessary or expedient for carrying on the business of the association,
 - c) Form standing or ad hoc committees for the purpose of exercising its duties, authorities or powers,
 - d) Delegate its duties, powers and authorities to the Chief Executive or to a committee formed under Rule 17.2(a),
 - e) Co-opt any person to assist with its functions,
 - f) Make, amend or rescind by-laws (provided that any by-laws are not inconsistent with this Constitution or the Incorporated Societies Act 2022), which shall be binding on all Members,
 - g) Consider and develop policies pertaining to the operation of the Association or as required by law,
 - h) Obtain the opinion of Members by circular or otherwise in lieu of calling a formal General Meeting of the Association, and act in accordance with the published majority opinion so obtained as if it had been determined by General Meeting,
 - i) Appoint, and at its discretion remove, a Chief Executive who shall be the salaried permanent officer of the Association; and fix his or her salary and any other benefits from the funds of the Association,
 - j) Appoint, and at its discretion remove, a Treasurer; and fix his or her emoluments from the funds of the Association.
- 17.3. The funds of the Association shall be under the control of the Board subject to control and regulations by any resolution of the Association in General Meeting.
- 17.4. Any decision of the Board on the construction and interpretation of any rule in this Constitution shall be binding on all Members unless and until it is overruled by a General Meeting.
- 17.5. **Duties:** The duties of Area Board Members include:

- a) Rendering every assistance to the President, and National Office staff to maintain order and prevent infringement of this constitution and by-laws,
- b) Using powers for the proper purpose, to comply with the Incorporated Societies Act and this constitution.
- c) Acting in good faith and the best interests of the Association,
- d) Exercising a degree of care and diligence of a reasonable person with such responsibilities,
- e) Abide by the Associations Board Code of Practice and Conduct,
- f) Maintaining contact with Clubs within their Area,
- g) Representing the Association at any Club, Area or other event as appropriate,
- h) Arranging Area meetings, training sessions and joint Area meetings as necessary,
- i) Any other duties which the Board or the Association may from time to time determine.

17.6. **Interests Register:** The Board must keep and maintain a register of disclosures made by officers under section 73 of the Incorporated Societies Act 2022.

- a) The interests register must be made available for inspection by the officers of the club at any reasonable time.
- b) An officer with a direct or indirect financial interest in a matter must disclose, as soon as practicable, details of the nature and extent of the interest.
- c) A member of the Board who is interested in a matter:
 - i. Must not vote or take part in a decision of the Board relating to the matter, and
 - ii. Must not sign any document relating to the entry into a transaction or the initiation of the matter, or
 - iii. May take part in any discussion of the Board relating to the matter and be present at the time of the decision.

18. PRESIDENT AND DEPUTY CHAIR

- 18.1. The President and Deputy Chair shall be ex officio members of all sub-committees that may be formed from time to time.
- 18.2. The President shall preside over all meetings of the Board and over all Annual and Special General meetings of the Association, in the absence of the President the Deputy Chair shall preside.
- 18.3. The President shall be the contact person with whom the Registrar of the Societies Office can contact when needed.

- 18.4. In the event of a vacancy of the office of President, the Deputy Chair shall assume that role for the remainder of the term. In the event of a vacancy in the role of Deputy Chair, the Board shall elect a board member to that role for the remainder of the term.

19. CHIEF EXECUTIVE

- 19.1. It shall be the duty of the Chief Executive to carry out all such duties as are required to manage the affairs of the Association. When out of New Zealand the Chief Executive will obtain the Board's agreement for delegation of his/her authority. The Chief Executive shall be accountable to the Board, being that body's only direct employee.
- 19.2. The role and responsibilities of the Chief Executive shall be detailed in:
- a) A Position Description, which shall be kept up to date by the Board, and
 - b) An Employment Agreement.
- 19.3. The Chief Executive shall attend and take part in all Board and General Meetings except on occasions where the collective Board decides otherwise. The Chief Executive shall not be entitled to exercise a vote on any question.
- 19.4. The Chief Executive shall be the returning officer for any election, ballot or other voting procedure conducted by the Association.

20. AUDITOR

- 20.1. The accounts of the Association shall be audited annually by a chartered accountant, not being an Officer or Delegate, who shall be elected annually at the Annual General Meeting. The Board shall have the power to fill any temporary vacancy in the office of Auditor by selecting another person.
- 20.2. The Auditor shall be paid such reasonable fees as he or she may set, as approved by the Board.
- 20.3. The Auditor shall have the power to call for the production of all books, papers and documents (including electronic documents) relating to the affairs of the Association.
- 20.4. The Financial Statements shall be audited by him or her and, if correct, certified in writing under his hand before they are submitted to the Annual General Meeting.

21. ANNUAL GENERAL MEETING

- 21.1. An Annual General Meeting of the Association shall be held by 31 March each Year in Wellington, or such other place decided by the Board and approved at the previous Annual General Meeting, for the purpose of:
- a) Receiving and adopting the annual report of the Board,
 - b) Receiving and adopting the Financial Statements made up to 31 December in the previous Year,

- c) Providing notice of the disclosures of interest, including a brief summary of the matters, or types of matters, to which those disclosures relate.
 - d) Considering, and if necessary, taking action on, any motion of which due notice has been given,
 - e) Election of Officers,
 - f) Election of Auditor, and
 - g) General business.
- 21.2. At least twenty-one (21) days before the date of the Annual General Meeting the following shall be sent to all Financial Members:
- a) Notice of the Annual General Meeting,
 - b) Notice of any registration fee payable by Clubs attending,
 - c) The annual report,
 - d) The Financial Statements,
 - e) Notice of Disclosures, and
 - f) Any other business to be transacted at the meeting.

22. SPECIAL GENERAL MEETING

- 22.1. The Chief Executive shall call a Special General Meeting if at any time:
- a) The Board considers such a Meeting necessary or desirable, or
 - b) He or she receives a written request to do so signed by not less than fifteen per cent (15%) of Financial Members.
- 22.2. A date for the Special General Meeting must be set within one (1) month and that Meeting must occur within three (3) months of receipt of a valid request under rule 20.1(b).
- 22.3. At least twenty-one (21) days before the date of a Special General Meeting, a written notice specifying the object, date, time and place of the meeting must be sent to all Members.
- 22.4. Only the business specified in the notice of a Special General Meeting may be transacted at the Meeting.
- 22.5. Any Special General Meeting shall be in Wellington except when the Board considers it necessary or deems it otherwise.

23. CONDUCT OF GENERAL MEETINGS

- 23.1. At all General Meetings, the chairman shall be:

- a) The President, or
 - b) In his or her absence, the Deputy Chair, or
 - c) In the absence of the President and Deputy Chair, a Board member elected by the Meeting.
- 23.2. The quorum of any General Meeting shall be Delegates from fifteen percent (15%) of the Financial Members.
- 23.3. Minutes of all General Meetings are required to be kept.
- 23.4. A General Meeting shall be adjourned if:
- a) A quorum is not present within half an hour after the time fixed for the meeting, or
 - b) A quorum is present and the meeting elects to adjourn.
- 23.5. If a quorum is not present within half an hour of the scheduled time for a General Meeting, that Meeting shall be adjourned until the following day when, if a quorum is still not present, it shall lapse.
- 23.6. Each Financial Member of the Association:
- a) May be represented at General Meetings by any number of Delegates, each of whom shall be current financial members at the club represented, up to two (2) of whom may speak to any issue, and
 - b) Shall have one vote only at such Meetings.
- 23.7. Votes by proxy shall not be allowed (except pursuant to Rule xx).
- 23.8. At all General meetings, no member of the Board shall be entitled to vote on questions and elections except as required under Rule 23.6 above.
- 23.9. Except as otherwise provided by this Constitution, all questions raised at a General Meeting shall be decided by a simple majority of votes cast.
- 23.10. All resolutions passed at any Meeting shall be conclusive and binding on all Members whether present or not, provided that the Meeting was held in substantial conformity with this Constitution.
- 23.11. The conduct of all Meetings shall be in accordance with the Association's Standing Orders, as amended from time to time.
- 23.12. Scrutineers shall be appointed by the delegates from the floor of the AGM or SGM to count the votes where a secret ballot operates.

24. BOARD MEETINGS

- 24.1. The Chief Executive shall call a Board Meeting:

- a) At such place(s) and time as the President or, in his or her absence, Deputy Chair direct, or
 - b) On requisition in writing setting out the purpose for which the Meeting is required, signed by three (3) members of the Board.
- 24.2. A date for a Board Meeting must be set within four (4) days of the Chief Executive receiving a valid requisition under Rule 24.1(b) and a meeting must be held within three (3) weeks of the requisition.
- 24.3. A notice specifying the purpose for which the Meeting is convened, and the date, time and place of the Meeting shall be sent to all Board members:
 - a) At least seven (7) days before the date of a Board Meeting to be held in person, or
 - b) At least three (3) days before the date of the Meeting in the case of a meeting to be held by telephone conference, or
 - c) Such shorter time as in the opinion of the President or Deputy Chair given the urgency of the matter or matters to be considered at the Meeting.
- 24.4. In the case of a meeting under Rule 24.3(c) the following shall apply:
 - a) Reasonable efforts must be made to inform each Board Member personally of the purpose, date, time, and place of the Meeting,
 - b) Fifty percent (50%) of all Officers shall be a quorum,
 - c) Any three Board Members who wish the matter or matters discussed at the meeting to be reconsidered may requisition a further meeting under Rule 24.1(b) for the purpose of reconsidering the matter or matters, and
 - d) any such further Meeting must be held within seven (7) days of the Chief Executive receiving a valid requisition under Rule 24.1(b).
- 24.5. A Board Meeting may be held in two or more places simultaneously via telephone conference.
- 24.6. At all Board Meetings, the chairman shall be:
 - a) The President, or
 - b) In his or her absence, the Deputy Chair, or
 - c) In the absence of the President and Deputy Chair, another Board Member elected by the Meeting.
- 24.7. At all Board Meetings except those referred to in 24.4(b) sixty percent (60%) of all Officers shall be a quorum.

- 24.8. If a quorum is not present within half an hour of the scheduled time for a Board Meeting, that Meeting shall be adjourned until the following day, when, if a quorum is still not present, it shall lapse.
- 24.9. Any Board Meeting may adjourn its proceedings from time to time provided that a quorum is present.
- 24.10. Except as otherwise provided by this Constitution, all questions raised at a Board Meeting shall be decided by a simple majority of votes cast.
- 24.11. The Chief Executive may conduct a poll of Board Members by phone or electronic means in relation to any issue, and any majority decision of the Board so obtained shall be deemed a resolution passed by the Board, subject to ratification at the next Board Meeting.
- 24.12. Minutes of all Board Meetings are required to be kept.

25. ACCOUNTS

25.1. General Accounting and Financial Management

- a) The Board shall ensure that accounting records are kept that:
 - i. Correctly record all transactions; and
 - ii. Allow for the production of financial statements in compliance with the Incorporated Societies Act 2022 and any other relevant legislation; and
 - iii. Enable the financial statements to be readily and properly audited if required under any legislation or this constitution.
- b) The Board will ensure that an appropriate accounting system is adopted to maintain a satisfactory system of control of the clubs accounting records.
- c) All revenue shall be banked with the approved financial institution after being accounted for within the club's accounting system.
- d) Payments are to be authorised by two approved persons.
- e) The association shall make returns required by the relevant New Zealand legislation and comply with all the relevant requirements of those Acts.

26. BY-LAWS AND STANDING ORDERS

- 26.1. The Board from time to time may make, alter, and rescind By-Law's incidental to the operations of the Association, so long as they are in conformity with this Constitution. A register of By-Laws must be kept.

27. ALTERATIONS OF CONSTITUTION RULES

- 27.1. This Constitution may be revised or amended by a resolution passed by a simple majority of the Financial Members present at a General Meeting.
- 27.2. All Financial Members and Officers shall have the right to submit a resolution for inclusion at the General Meeting.

- a) Notice specifying the intention to propose such a resolution must be given in writing to the Chief Executive no later than 4.00pm 20 January each year.
 - b) Such notice shall be provided to Financial Members in accordance with Rule 21.2(f).
- 27.3. Despite Rule 27.1 no addition to, deletion from or alteration of these shall be made which would allow personal pecuniary profits to any individuals.
- 27.4. Notice of the proposed change shall be sent to Members no later than twenty-one (21) days before the date of the Meeting.
- 27.5. **Minor and Technical Amendments:** The Board may elect to amend the constitution if the amendment has no more than a minor effect or corrects errors or makes similar technical alterations. Amendments under this section must be made in accordance with Section 31 of the Incorporated Societies Act 2022.
- 27.6. **Resolution in lieu of meeting:** A written resolution may be passed via this method in accordance with Sections 89 to 92 of the Incorporated Societies Act 2022.
- 27.7. Any amendments to the constitution made under this section take effect from the date of registration with the Registrar of Incorporated Societies.

28. REMITS

- 28.1. All Financial Members and Officers shall have the right to submit for inclusion at the Annual General Meeting, any Remit on any matter provided the Remit shall reach the Chief Executive not later than 4.00pm on 20 January each year.
- 28.2. The Board shall have the power to bring forward business of any nature at the Annual General Meeting without complying with rules 27.2(a) or 28.1.
- 28.3. Notice of any proposed remit shall be sent to Financial Members no later than twenty-one (21) days prior to the date of the Annual General Meeting.

29. RECIPROCITY

- 29.1. On joining the Association, Clubs New Zealand will administer an arrangement for reciprocal visiting rights for members between all current member clubs of the association.
- 29.2. The arrangement for reciprocal visiting rights will be renewed annually and will remain in place for as long as the club/association is a member of Clubs New Zealand.
- 29.3. Membership of the Association does not impinge on any visiting or transfer agreements entered into between any Members.
- 29.4. Membership of the Association does not impose any obligation on Members to enter into any visiting or transfer agreement with any other Member.

30. DISSOLUTION

- 30.1. The Association may be wound up, liquidated, or removed from the Register of the Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 2022.

- 30.2. The Board shall give notice to all members of the proposed motion to wind up the association or remove it from the Register of Incorporated Societies and of the Special General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Board in respect to such notice of motion.
- 30.3. Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by seventy five percent (75%) of all members present and voting.
- 30.4. The Association may be put into liquidation:
- a) At a Special General Meeting called by the Board for that purpose; or
 - b) As provided for in the Incorporated Societies Act 2022.
- 30.5. On winding up or dissolution of the association any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:
- a) Given or transferred to another not-for-profit organisation or institution to be determined by the Special General Meeting referred to in Rule 30.2.
- 30.6. A Proxy vote may be exercised by any Board Member or Delegate having first received written authorisation from the Member Club wishing to vote by Proxy, such intention having been advised in writing to the Chief Executive specifying:
- a) The Member voting by Proxy,
 - b) The Delegate exercising that Proxy.

Such advice is to be in the Chief Executive's office three (3) working days prior to the Special General Meeting held under Rule 30.2. in the prescribed form.

STANDING ORDERS

1. Proceedings of all Meetings of the Association, including Board meetings, shall be governed by these Standing Orders.

2. For the purposes of these Standing Orders,

“**Representative**” means a Delegate in the case of application to a General Meeting, and a Board Member in the case of application to a Board Meeting.

3. **Suspension of Standing Orders:** Any Meeting may suspend any Standing Order upon request of three (3) representatives present, and upon a vote carried by seventy-five percent (75%) of the Representatives present. Any such suspension shall be limited in its operation to the particular purpose for which it is granted.

4. **Conduct of meetings:**

- a) Every Representative shall obey the orders and rulings of the Chair. If any representative refuses to obey any such order or ruling, the Meeting may resolve by majority that that Representative be:

- i. Held guilty of contempt, and
- ii. Suspended for one or more meetings.

- b) No Representative shall speak on any question after it has been put by the Chair, nor during a vote, except to a point of order.

5. **Chair's Ruling Disagreed With:** On submission of a motion, “That the Chair's ruling be not upheld”, then the following shall apply:

- a) The Chair shall immediately leave the chair, which will then be occupied by the Deputy Chair or their nominee.
- b) The Representative moving the motion shall explain to the Meeting his or her reason for challenging the Chair's decision.
- c) The Chair shall give his or her reason for such decision.
- d) The Meeting will then vote on the issue, which will be carried or rejected by a simple majority of Representatives present.
- e) If the motion is carried, the debate on the original question shall proceed, and a new vote shall take place, following which the Chair shall return to the chair.
- f) If the motion is rejected, the Chair shall return to the chair.

6. **Voting: General Meeting**

- a) Voting shall be by a show of voting cards at all Meetings except in the case of:
 - i. Election of officers, which shall be in accordance with Rule 16, or

- ii. Selection of venues for national events, which shall also be by an approved electoral procedure in accordance with the procedure set out in Rule 16, but replacing the words “nominee” and “nominee for each office” in that Rule with “applicant for any venue for a national event”, or
 - iii. Any three (3) Delegates present demanding a ballot, or
 - iv. Where the Chair considers a ballot appropriate.
- b) If demanded, a ballot shall be taken in such a manner as the Chair directs.
 - c) In the case of equal votes, the Chair shall have a casting vote.

7. Voting: Board meetings

- a) Every Board member present must vote when a question is put or have recorded his or her abstention.
- b) The vote shall first be taken on a show of hands.
- c) A declaration by the Chair as to the result shall be conclusive, unless:
 - i. The Chair considers a poll necessary and/or advisable, or
 - ii. At least three (3) Board members request a poll.
- d) A poll shall be taken in such a manner as the Chair directs.
- e) In the case of equal votes, the Chair shall have a casting vote.

BY-LAWS

These By-laws are made in accordance with the Board's powers pursuant to Rule 26.

1. CONFERENCE & AGM REGISTRATION FEE

- 1.1. Each Club attending the Conference & Annual General Meeting shall pay a registration fee to the Association, to be used for the administration expenses of each Conference & Annual General Meeting. The Board shall determine the amount of the registration fee and inform members of it when circulating notice of the Annual General Meeting pursuant to Rule 21.2.

2. CRITERIA FOR MEMBERSHIP

- 2.1. The following are the criteria to be applied to any club seeking ordinary membership of the Association:
- a) Must be a club, formed as either an incorporated or friendly society or similar for not less than six (6) months,
 - b) Must not have any outstanding debts or payments owing to the Association, this includes but is not limited to applicants that were part of a club that has outstanding debts or payments owing either as an adjunct or 'breakaway group',
 - c) Must be able to offer reciprocal rights to other members of the Association,
 - d) Must be a 'not-for-profit' organization and must not be operated for gain,
 - e) Must be operated for the benefit of its members and may have a community involvement,
 - f) Must have its application for membership supported by a current Financial Member,
 - g) Must be a club formed independently of any club that is a current member of the Association or club that meets the requirements of Ordinary Membership,
 - h) Where an ordinary member no longer meets the above criteria, the membership will be reviewed by the Board and if required the member will resign their membership of the Association as per Rule 11 of the constitution.

3. SPORTING COMPETITION

- 3.1. The Association shall not promote, organise or conduct any sporting event or competition ("Event") on a national, regional or any other level unless so authorised by a General Meeting or Board meeting.
- 3.2. No Member or other Association(s) shall promote, organise or conduct any Event in the name of the Association, or purporting to be a competition of Members of the Association, without the written consent of the Association acting in conformity with these By-laws.
- 3.3. All Events must have "Clubs New Zealand" at the commencement of their title.

- 3.4. Notice of motion of any proposal to promote, organise or conduct any Event shall be by way of:
- a) Remit to the Annual General Meeting pursuant to Rule 28, or
 - b) Notice to a Board meeting, or
 - c) Request for a Special General Meeting to consider the Event pursuant to Rule 22.
- 3.5. Before promoting, organising, or conducting any Event, or consenting to a Member doing so, the Board shall take reasonable action to ascertain that the proposed Event does not conflict to the detriment of any other Event to be conducted by organisations represented in the Association's membership. If any conflict becomes known to the Board, the Member sponsoring the notice in By-law 3.4 shall be notified forthwith.
- 3.6. The Club(s) or Incorporated Society promoting, organising, or conducting an Event which is not an Event run by the Association shall unless the contrary is advised in writing:
- a) Be deemed to take full responsibility for the Event, and
 - b) Indemnify the Association against any claim by any person in relation to the Event.
- 3.7. If there is any dispute regarding the rules or conditions of play or entry into an Event, any Club may apply to the Board to investigate. Any decision of the Board shall be final and binding.
- 3.8. No person for whom capitation fees have not been paid in accordance with Rule XX shall be eligible to participate in any Event as a competitor or as an official.
- 3.9. Every participant in an Event (competitor or official) shall be a full financial member or life member of a Club, which is a Financial Member of the Association, or a Life Member of the Association.
- 3.10. All Events promoted, organized or conducted in the name of the Association shall comply with the Clubs New Zealand Sports Handbook.