



SUMMARY OF THE REVIEW OF THE CLUBS NEW ZEALAND CONSTITUTION

BACKGROUND

The Incorporated Societies Act 2022 came fully into force on 5th October 2023. To remain on the register and maintain Incorporated Society status, Clubs New Zealand Incorporated is required to reregister under the new Act.

As per the recommended process/timeline for reregistration agreed to by the Board and presented to the 2024 Annual General Meeting, Clubs New Zealand have commenced a review of the Clubs New Zealand Constitution and produced a draft constitution for review and feedback.

The overarching focus of the review has been to ensure that the constitution meets the requirements of the Incorporated Societies Act 2022 while also incorporating 'best practices' that have been utilised in the Clubs New Zealand model constitution provided to members.

TIMELINE

DEC 2023	Board agree to pursue reregistration and agree process. Prepare remit for consideration at the 2024 AGM seeking member agreement to commence a review of the Clubs New Zealand constitution.
MAR 2024	Remit to be presented to the 2024 AGM. Clubs New Zealand to commence a review of the Clubs New Zealand constitution.
JUL 2024	Board to consider draft constitution and provide feedback by Aug 2024.
SEP 2024	Board to agree to circulate the draft constitution to the membership for consultation. Consider operational changes required to comply with the act i.e., membership application form, nominations for office, changes to register of members, interests register etc.
NOV 2024	Following consultation final draft of the constitution to be prepared and circulated to the Board.
DEC 2024	Board to agree to the final draft constitution. Prepare remit recommending that the reviewed constitution be adopted in its entirety.
MAR 25	Remit to be presented to the 2024 AGM.
APR 25	Apply to reregister under Incorporated Societies Act 2022.

SUPPORTING DOCUMENTS

In reviewing the Clubs New Zealand Constitution, the following supporting documents have been created:

- Draft Clubs New Zealand Constitution.
- Draft Clubs New Zealand Constitution showing mark-up.
- Side by side comparison of proposed constitution to proposed constitution.

SUMMARY OF PROPOSED CHANGES BY SECTION

1. NAME

- No change.

2. DEFINITIONS AND INTERPRETATION

- Definitions updated or deleted to reflect changes made within the draft constitution.

3. REGISTERED OFFICE

- No change.

4. PURPOSE AND MISSION STATEMENT

- Changed wording from objects to purpose to align the language with the Incorporated Societies Act 2022.
- Suggested changes to purposes to modernise and allow for future growth.

5. POWERS

- Addition of two rules relating to keeping an up-to-date register of members and ability to develop policies to cover unforeseen circumstances.
- Changing use of objects to purposes to align with the Act.
- Rule h(ii) changed from 66% to 60% to avoid .3 of a board member required for votes.

6. PERSONAL BENEFIT

New rule – wording from IRD to comply with not-for-profit requirements.

7. MEMBERSHIP

- Removed associate membership, previously attempted to introduce an associate type of membership, however, this was not supported by many clubs, and it is generally unused at this time.
- Have aligned the process for joining with the Clubs New Zealand model constitution. Ensuring that an application is deemed to be consenting to membership.
- Specified that Clubs New Zealand membership continues indefinitely, unless removed, suspended or resigned.
- Have included a clause giving the Board the power to revoke membership within 90 days.

- Life membership – recommend no new life membership to be granted following the adoption of the constitution. It makes sense to restrict the membership to that of clubs/incorporated societies rather than individuals.
- Current life members will retain their life membership, and a “Hall of Fame” will be established where individuals who are deemed to have provided meritorious service to the association will be recognised (policy and full details to be agreed).

8. REGISTER OF MEMBERS

- New rule as required by the Incorporated Societies Act 2022

9. ANNUAL SUBSCRIPTION

- General tidy up of wording, without changing the meaning.
- Have added a rule allowing clubs to pay by time payment.

10. LEVIES AND OTHER PAYMENTS

- Added a rule allowing the board to determine fees associated with the delivery of specific services i.e. training or audits.

11. RESIGNATION

- No change.

12. DISPUTES AND COMPLAINTS

- This is an overhaul of the previous disputes rule. We have simply elected to use the disputes and complaints procedures provided in the Incorporated Societies Act 2022 which are deemed to be compliant with natural justice.

13. IMMEDIATE SUSPENSION

- Supports the new disputes and complaints procedure.

14. PROPERTY

- No change.

15. OFFICERS AND BOARD

- Updated eligibility to reflect the new eligibility criteria within the Act.
- Term of office is the same, however, we moved some rules around for ease of reading.
- Under the Act the majority of officers on the committee or in our case Board, must be a member of the society or a representatives of bodies corporate that are members of the societies (i.e. delegates of the member clubs). Rule 15.2(c) has been added to reflect this. As some of our current board members would not technically be deemed delegates of their clubs, we recommend updating the nomination for office application to include an area where the Board Members club can sign authority for the Board Member to act as a delegate of said club.

16. ELECTION OF OFFICERS

- Added in writing on the applicable nomination form.
- Again, some rules have been changed around for ease of reading.
- Added approved electoral procedure to give options for potentially adopting electronic voting down the track if wanted.
- Suggest election process for President should be the same as board members i.e. via ballot among all financial members by 20th Feb. This allows all members to participate in the election of President, not just those present at the AGM.
- Amended the election process to reflect proposed changes to the board structure.
- Additional clause allowing vacant positions to be filled by co-opting.

Deleted Board of Management Rule – the Board is the governing body of the association

17. BOARD DUTIES AND POWERS

- Have added two rules to align with the model constitution.
- Duties, this has been streamlined providing a high-level view of the duties of the board.
- 17.6. new rule relating to the obligation to maintain an interests register and for officers to disclose those interests.

18. PRESIDENT AND DEPUTY CHAIR

- Newly added and consistent with Clubs New Zealand model constitution.

19. CHIEF EXECUTIVE

- No change.

Deleted Treasurer Rule.

20. AUDITOR

- No change.

21. ANNUAL GENERAL MEETING

- Change of wording to ensure that the board approves all potential meeting venues/hosts prior to taking them to the AGM.
- Changes to the purposes of the meeting to comply with the Incorporated Societies Act.

22. SPECIAL GENERAL MEETING

- No change.

23. CONDUCT OF GENERAL MEETINGS

- Specified that minutes are required to be kept.
- Minor changing to wording re adjournment of meeting.

24. BOARD MEETINGS

- Specified that minutes are required to be kept.
- Removed references to 'fax'

25. ACCOUNTS

- New rule – constitution must provide for how the society will manage its finances and accounts. Utilised the rule from the model constitution.

26. BY-LAWS AND STANDING ORDERS

- Simple change which allows the board to amend the by-laws and simply notify members rather than have the changes approved at an AGM.

27. ALTERATION OF CONSTITUTION OF RULES

- Recommend moving to alternations being passed by simple majority rather than 60% of the membership and 30% of those present at the meeting.
- 27.3 wording consistent with IRDs not for profit requirements.
- Added in provisions for minor technical amendments and resolutions in lieu of meetings consistent with the Clubs New Zealand model constitution.

28. REMITS

- No change

29. RECIPROCITY

- No change.

30. DISSOLUTION

- Updated to be consistent with Clubs New Zealand Model Constitution.

STANDING ORDERS

- Have updated reference to Chairman to Chair.

BY-LAWS

- Changes AGM Registration Fee to Conference & AGM Registration Fee
- Deleted criteria for Associate Membership.
- Updated to confirm that no member or third party may host a Clubs New Zealand event without consent in writing from Clubs New Zealand and a rule to advise that all Clubs New Zealand sporting events must be held in accordance with the sports handbook.

FEEDBACK

Members are now invited to provide feedback on the draft constitution.

You can submit your feedback by emailing lucy@clubsnz.com by Friday 22nd November 2024.