

CONSTITUTION OF WAIKATO HOCKEY ASSOCIATION INCORPORATED

1. DEFINITIONS AND INTERPRETATION

1.1. In this Constitution, unless the context indicates otherwise:

“Act” means the Incorporated Societies Act 2022, including any amendments, and any regulations made under the Act.

“Affiliated Club Member” means a club as determined by Clause 8.2 of this Constitution.

“Affiliated School Member” means a school or Home School Group as defined by Clause 8.3 of this Constitution;

“Affiliated Member” means an Affiliated Club Member and Affiliated School Member as defined by Clause 8.4 of this Constitution;

“Annual General Meeting” means a meeting held in accordance with the provisions in Clause 14.1 of this Constitution;

“Appointed Board Member” means a person appointed in accordance with Clause 16.6 of this Constitution;

“Association” means “Waikato Hockey Association Incorporated”;

“Board” means the Board of the Association;

“Board Member” means a person elected or appointed in accordance with Clause 16.1 of this Constitution;

“Boundaries” means the boundaries which define the jurisdiction of the Association as set out in Clause 3 of this Constitution;

“Chairperson” means the Chairperson of the Board;

“Chief Executive” means the chief executive officer (or equivalent office holder) of the Association;

“Complaint” has the meaning given in Clause 28.2;

“Contact Details” means a physical or electronic address and telephone number;

“Contact Person” means a person holding the position of contact person for the Association, being the person the Registrar of Incorporated Societies can contact when needed;

“Dispute” has the meaning given in Clause 28.1;

“Division Committee” means a division committee described in Clause 13;

“Division Member” means a person elected to the Senior Division Committee or the Junior Division Committee;

“Elected Board Member” a person elected in accordance with Clause 16.5 of this Constitution;

“Financial Year” means the calendar year preceding the Financial Balance Date in accordance with Clause 21.3 of this Constitution;

“Hockey New Zealand” means Hockey New Zealand Incorporated;

“Home School Group” means a formally organised group or collective of students who hold current Certificates of Exemption under section 38 of the Education and Training Act 2020;

“Interested” has the meaning given to the term in the Act;

“Junior Competition” means the Junior Competitions as defined by the Board from time to time which provide playing opportunities for players of the age equivalent to School Year Eight (8) and under;

“Junior Division” means the Affiliated Division that administers all hockey played by Affiliated School Members, established in accordance with Clause 18.2 of this Constitution;

“Life Member” means a person nominated and elected in accordance with the requirements of Clause 10 of this Constitution;

“Matter” has the meaning given to the term in the Act;

“Member” means a member of the Association as defined in Clause 8.1 of this Constitution;

“Officers” means those officers of the Association elected and appointed in accordance with Clause 12 of this Constitution;

“Open Competition” means the Senior and Youth Competitions as defined by the Board from time to time which provide playing opportunities for players of the age equivalent to School Year Ten (10) and above;

“Other Associations” means a hockey association that is not the Waikato Hockey Association Incorporated;

“Purpose” means the purpose(s) of the Association as defined by Clause 6 of this Constitution;

“Secondary School Competition” means the Secondary School Competition as defined by the Board from time to time which provide playing opportunities for players who are attending Secondary School, or players in a Home School Group, as recognised by the New Zealand Ministry of Education;

“Senior Division” means the Affiliated Division that administers all hockey played by Affiliated Club Members, established in accordance with Clause 18.2 of this Constitution;

“Special General Meeting” means all meetings of the Association other than an Annual General Meeting, held in accordance with the provisions in Clause 14.2 of this Constitution;

“Trust” means the Waikato Hockey Charitable Trust;

“Trust Nominee” means the representative of the Waikato Hockey Charitable Trust on the Board;

“Voting Member” means the Division Members and Life Members as defined by Clause 14.9.d of this Constitution;

“Waikato Region” means the region administered and managed by the Waikato Regional Council at the time of the adoption of this Constitution, namely an area which stretches from the Bombay Hills and Port Waikato, in the north, down to the Kaimai Ranges and Mount Ruapehu in the south, and from Mokau on the west coast across to the Coromandel Peninsula in the east.

2. NAME

The name of the Society is "Waikato Hockey Association Incorporated"

3. BOUNDARIES

- 3.1. The following local government authority areas fall within the Boundaries of the Association (hereinafter referred to as "Boundaries") and define the jurisdiction of the Association:
- a. Waikato Region but excluding such areas or regions administered or managed by Other Associations affiliated to Hockey New Zealand; and
 - b. Such other regions or areas as determined by the Board and approved by Hockey New Zealand, from time to time.
- 3.2. Notwithstanding Clause 3.1 above, the Board may amend the Boundaries by unanimous vote as and when the Boundaries of the local government authorities referred to change over time.

4. REGISTERED OFFICE

The headquarters and registered office of the Association shall be in such place in the city of Hamilton as the Board shall from time to time decide.

5. CONTACT PERSON

At its first meeting following the Annual General Meeting, the Board must appoint or reappoint at least one (1), and a maximum of three (3), persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

6. PURPOSE

- 6.1. The purpose(s) of the Association is to develop and implement strategic plans that will:
- a. grow the participation levels of all participants in the game of hockey;
 - b. offer the widest possible opportunities within the Boundaries for all persons to participate in the game of hockey and to make hockey a readily accessible sport and recreation for all.
 - c. promote, control, develop, foster and regulate all aspects of the game of hockey throughout the Association's jurisdiction for all persons and to contribute towards the advancement of the game throughout New Zealand;
 - d. provide and manage playing and other facilities for hockey;
 - e. support, promote and further the objects of the Trust;
 - f. always administer and implement the affairs of the Association in furtherance of the Purposes listed above.

7. POWERS OF THE ASSOCIATION

- 7.1. Subject to the provisions of the Act and subsequent amendments thereto, the Association will have all such powers as may be reasonably necessary to enable it to carry out its Purposes. These powers will include the power to:
- a. make, amend, suspend and/or revoke Regulations, Bylaws and Codes of Conduct;
 - b. admit new Affiliated Members and withdraw, suspend or terminate an Affiliated Member's membership;
 - c. admit new Life Members and withdraw, suspend or terminate a Life Member's membership;
 - d. affiliate with Hockey New Zealand and any respective successor and/or national hockey organisation the membership of which the Board deems to be in the best interests of *the Association*;
 - e. set and impose penalties for the breach of any provision of this Constitution or any Regulations or Bylaws or any applicable Code of Conduct or Anti-Doping Policy or Anti-Match Fixing and Sports Betting Policy, including any act or omission by an Affiliated Member or Life Member which is likely to bring the Association or the game of hockey into disrepute;
 - f. carry on any business or undertaking in connection with the promotion, fostering, development and control of hockey in the Boundaries;
 - g. manage and develop in conjunction with local government authorities, artificial hockey playing fields within the Boundaries;
 - h. develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as the Association thinks fit;
 - i. enter into any partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person carrying on or about to carry on any business or transaction;
 - j. subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities;
 - k. enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
 - l. purchase or sell, lease, exchange, hire, improve, develop, manage, distribute, display and otherwise acquire or deal with any real and/or personal property and any rights or privileges to real and/or personal property;
 - m. invest and deal with the money of the Association including the borrowing, raising, lending and advancing of money; and the giving of credit to any person or organisation; and the granting of guarantees and/or indemnities and/or charges upon all or any of the Association's property as security for any advance of money or the performance of contracts or obligations by any person or the Association;
 - n. enter into any contract or arrangement (whether legally binding or otherwise);
 - o. apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment; and to oppose any bills, proceedings, or applications;

- p. appoint, dismiss or retire employees;
- q. remunerate any person for services rendered or to be rendered;
- r. take or hold mortgages, liens and charges to secure payment of any money due to the Association from any other person;
- s. undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- t. appoint, elect or nominate persons to represent the Association;
- u. delegate to any person approved by the Board, any of the powers of the Association;
- v. decide any disputes or hear any appeals on matters relating to the Association and/or hockey;
- w. carry out all or any of the Purposes of the Association and do all or any of the above things as principal, agent, contractor, trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- x. do all such other things as are incidental or conducive to the attainment of the Purposes in the exercise of the powers of the Association provided however that the foregoing Purposes shall in no way limit the rights and powers conferred upon incorporated societies under the Act .

8. **MEMBERSHIP**

8.1. **Membership Categories**

The Members of the Association are:

- a. Affiliated Club Members;
 - b. Affiliated School Members;
 - c. Life Members; and
 - d. Any other categories of membership as the Board determines,
- together known as “Members”.

8.2. **Affiliated Club Membership**

Affiliated Club Membership shall be acquired by:

- a. All existing Affiliated Members that are determined as being a hockey club due to their ability to provide a structure which facilitates the playing of hockey at all age groups and levels;
- b. Any new club who becomes an Affiliated Club Member pursuant to the rules within this Constitution.

8.3. **Affiliated School Membership**

Affiliated School Membership shall be acquired by:

- a. All existing Affiliated Members that are:
 - i. A registered school recognised by the New Zealand Ministry of Education; or
 - ii. A Home School Group, provided that the Home School Group has been approved for membership by the Board and complies with any requirements set

by the Board for participation in the Junior Competition or Senior School Competition.

- b. Any new school who becomes an Affiliated School Member pursuant to the rules within this Constitution.

8.4. Upon becoming either an Affiliated Club Member or Affiliated School Member, each Member will be known and referred to as an Affiliated Member.

8.5. **Applications for Affiliated Membership of the Association**

- a. Applications for affiliated membership of the Association shall be made in writing to the Association and contain a completed consent form as required by section 26 of the Act.
- b. Applicants shall supply such particulars as are requested by the Board according to the current policy which regulates the application for new membership.
- c. All applications shall be submitted to the Board.
- d. All applications will be referred to the Board, with its recommendation, to an Annual General Meeting, where a vote will be taken to determine whether membership will be granted. For the avoidance of doubt the resolution regarding the applicant's membership will be passed if more than two-thirds (67%) of the votes are in favour of the resolution.

8.6. **Constitution Binding**

All Affiliated Members are required to adopt rules and constitutions that are consistent with this Constitution and comply with the directives and requirements of the Board in so far as those relate to the administration of the game of hockey within its Boundaries and shall also comply with the terms of this Constitution, the rules, playing conditions and regulations as adopted and amended by the Board and the Association from time to time.

9. **CESSATION OF AFFILIATED MEMBERSHIP**

9.1 Any Affiliated Member may cease to be an Affiliated Member following:

- a. Resignation of its membership, which can occur at any time upon notice in writing to the registered office and upon payment of all subscriptions or other moneys legally due to the Association. Resignation shall not, of itself, release the Affiliated Member from any other liabilities arising from that Affiliated Members membership.
- b. Termination of its membership by decision of the Board, where it is satisfied after reasonable enquiry that the Affiliated Member is unable to comply with the Board's requirements.
- c. Any Affiliated Member whose membership is terminated under Clause 9.1.b hereof may appeal the decision to an Annual or Special General Meeting.

10. **LIFE MEMBERS**

10.1. Any Affiliated Member may nominate to the Board any person for consideration as a Life Member.

10.2. Nominations must reach the Board no later than three (3) months prior to the Annual General Meeting.

- 10.3. The Board may recommend to an Annual General Meeting any person, who has made an outstanding contribution to hockey or hockey administration within the Boundaries of the Association, for election as a Life Member.
- 10.4. The election requires at least two-thirds (67%) of the votes cast to support the recommendation for life membership for Life Membership to be awarded.
- 10.5. A person consents to becoming a Life Member on acceptance of their life membership.
- 10.6. Life Members may attend any Annual or Special General Meeting, take part in any discussion at such meeting and be entitled to vote in accordance with Clause 14.11.c of this Constitution.
- 10.7. The membership of a Life Member may be suspended by a decision of the Board where it is satisfied after reasonable enquiry that the Life Member's actions have or are likely to bring the Association or the game of hockey into disrepute.
- 10.8. The membership of a Life Member may be terminated by a decision of the Voting Members at an Annual General Meeting requiring at least a two-thirds majority (67%).
- 10.9. The membership of any Life Member will cease on the death of the Life Member.

11. MEMBER REGISTER

- 11.1. The Board will ensure that an up-to-date Member Register is kept and the register must include:
 - a. each Member's name;
 - b. each Member's Contact Details;
 - c. the date each Member became a Member.
- 11.2. A Member must provide notice to the Association of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of any changes of the information recorded in the Member Register.
- 11.3. The Board will keep a record of the name of each Member who has ceased to be a Member of the Association within the previous seven years and the date on which they ceased to be a Member.

12. PRESIDENT

12.1. Role of President

- a. The President of the Association shall be an honorary position charged with presiding over General Meetings and representing the Association at official functions. The President shall fulfil ceremonial duties and provide guidance to the Association's Board. However, the President shall not possess any formal decision-making authority or voting rights within the Association.

12.2. Election, Appointment and Term

- a. The President will be elected at the Annual General Meeting. The President will be eligible for re-election.
- b. The term of office for the President will be three (3) years.

- c. The Board will call for nominations for the position of President not less than two (2) months prior to the proposed date of the Annual General Meeting when the President's 3-year term of office ends.

12.3. **Election Process**

The election of the President will be as follows:

- a. Nominations for the President shall be made in writing and be received by the Board not less than one (1) month prior to the General Meeting. If there is only one (1) nominee for the President role, then that person will be declared elected without the need for a vote.
- b. If there is more than one candidate for any role, the election of the President will be as follows:
 - i. As soon as possible after the closing date for nominations the Chief Executive shall send to each Voting Member entitled to vote, a brief resume of each candidate to be provided by each candidate.
 - ii. The election of the President will be by secret ballot at the General Meeting.
 - iii. The voting papers will be scrutinised by and in the presence of two scrutineers appointed by the Chairperson of the Board at the General Meeting for that purpose.
 - iv. The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. If the number of votes for the highest voted candidate is equal to another candidate, a further vote will be held between the tied candidates.
 - v. No Voting Member shall vote for more, but may vote for less, than the number stated on the voting paper for the election of the President and Vice President and any voting paper containing more than the number stated on the voting paper for the election of the President and Vice President shall be invalid.
- c. In the event the office of President becomes vacant prior to the Annual General Meeting, or the role is not filled at the General Meeting then the office shall be filled by appointment by the Board at the Board's sole discretion. The appointed President will hold office until the next Annual General Meeting.

13. **DIVISION COMMITTEES**

13.1. **Senior Division Committee**

- a. There shall be a Senior Division Committee, consisting of a minimum of four (4) and a maximum of seven (7) Division Members, elected at the Annual General Meeting of the Senior Division where every Affiliated Club Member has a right to vote.
- b. There will election of a Chairperson, a Secretary and a Treasurer of the Senior Division Committee.
- c. There shall be no more than one (1) Division Member from any Affiliated Club Member on the Senior Division Committee, except in a situation where any position is not filled, then there shall be no more than two (2) persons elected from any Affiliated Club Member.

- d. The Senior Division Committee will administer all hockey played by Affiliated Club Members. Each person elected to the Senior Division Committee shall act in the best interests of the Association and Affiliated Club Members, and not as representatives of any Affiliated Club Member they may be associated with.

13.2. Junior Division Committee

- a. There shall be a Junior Division Committee, consisting of a minimum of four (4) and a maximum of seven (7) Division Members, elected at the Annual General Meeting of the Junior Division where every Affiliated School Member has a right to vote.
- b. There will election of a Chairperson, a Secretary and a Treasurer of the Junior Division Committee
- c. The Junior Division Committee will administer all hockey played by Affiliated School Members. Each person elected to the Junior Division Committee shall act in the best interests of the Association and Affiliated School Members, and not as representatives of any Affiliated School Member they may be associated with.

14. GENERAL MEETINGS

14.1. Annual General Meetings

The Annual General Meeting shall be held annually at such time and place as the Board shall decide, but not later than six months following the Financial Balance Date but not more than 15 months after the previous Annual General Meeting. The Chief Executive shall give not less than twenty (20) working days written notice of the meeting to all Voting Members.

14.2. Special General Meetings

- a. The Chief Executive shall convene a Special General Meeting at the request of the Board or upon receipt of a written requisition by five (5) Affiliated Members. Such requisition shall set forth the purpose of such meeting. The meeting shall be held within twenty (20) working days of receipt by the Chief Executive of the request or requisition.
- b. The Chief Executive shall give written notice to all Voting Members of all business proposed to be brought before any Special General Meeting at least fifteen (15) working days prior to the date of such meeting.
- c. All the rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

14.3. Written Resolutions

A resolution in writing signed or consented to by email or other electronic means by a majority of the Voting Members is valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any resolution may consist of several documents in the same form each signed by one or more Voting Members.

14.4. Delegates

The delegates at an Annual or Special General Meeting shall consist of:

- a. A minimum of two (2) Division Members from each Division Committee;
- b. The President;
- c. Any Life Member;
- d. The Chief Executive; and
- e. Any Board Member.

14.5. The President, Chief Executive and Board Members shall not be eligible to vote.

14.6. **Chairperson**

At all Annual and Special General Meetings, the Chair will be taken by the President, but if the President is not present, able or willing to take the Chair then the delegates present and entitled to vote shall elect a Chairperson for such meeting. The Chairperson so elected shall remain in the Chair until the arrival of the President. The President shall have a casting vote.

14.7. **Quorum**

At Annual and Special General Meetings a quorum shall be achieved when there are at least twelve (12) delegates present or attending by audio-visual link or other electronic communication or represented by a proxy or by a combination of such methods.

14.8. **Minutes**

The Board must ensure that complete and accurate minutes or other appropriate records are kept in relation to all Annual and Special General Meetings and written resolutions of the Members.

14.9. **Voting Entitlement**

- a. Division Members are each entitled to one (1) vote.
- b. Life Members are each entitled to one (1) vote.
- c. The Division Members and Life Members will together be known as the Voting Members of the Association.
- d. A Voting Member may exercise their right to vote either by being present in person or by proxy or by casting an electronic vote where the Voting Member is attending the meeting by audio-visual link or other electronic communications.

14.10. **Proxies**

- a. A proxy for a Voting Member is entitled to attend and be heard at an Annual General Meeting or a Special General Meeting as if the proxy were the Voting Member.
- b. A proxy must be appointed by notice in writing signed by the Voting Member and the notice must state whether the appointment is for a particular meeting or a specified term.
- c. No proxy is effective in relation to a meeting unless the proxy notice is produced to the Board before the start of the meeting.
- d. Any question as to the acceptance or rejection or validity of a proxy shall be determined by the Chairperson whose decision shall be final.

14.11. **Electronic Vote**

At the meeting of the Board immediately prior to nominations being called, the Board shall resolve as to whether an electronic vote shall be conducted.

14.12. **Order of Business**

The business of the Annual General Meeting shall be to:

- a. Confirm the minutes of the previous Annual General Meeting;
- b. Receive the Performance Report on the operations and affairs of the Association;
- c. Receive, consider and adopt the audited Performance Report for the previous financial year together with any amendments sanctioned by the meeting;

- d. Receive and consider notices of any disclosures made in accordance with Clauses 18.3 (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - e. Election of President (if necessary);
 - f. Election of Board Members;
 - g. Appoint an Auditor;
 - h. Consider and transact any business or proposed resolution as may be provided for in the Constitution of which due notice in accordance with the Constitution has been given; and
 - i. Transact any general business.
- 14.13. The Chief Executive shall supply to each Voting Member at least fifteen (15) working days prior to the date of the Annual General Meeting a business schedule including a copy of the Annual Report and the Performance Report.
- 14.14. Any Voting Member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the Chief Executive of such business or such resolution no later than twenty (20) working days prior to the date fixed for the meeting.

15. **AMENDMENT OF CONSTITUTION**

- 15.1. No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 15.2. This Constitution may be amended by:
- a. A resolution approved by 67% of the votes of those Voting Members entitled to vote at an Annual General Meeting or Special General Meeting; or
 - b. If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Voting Members to object to the amendment. If the Board does not receive any objection from Voting Members within twenty (20) working days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

16. **THE BOARD**

16.1. **Membership**

The Board shall comprise of at least five (5), and up to nine (9) persons, comprising:

- a. No more than five (5) elected persons pursuant to Clause 16.5 of this Constitution ("Elected Board Members");
- b. Up to three (3) appointed persons pursuant to Clause 16.6 of this Constitution ("Appointed Board Members");
- c. The Trust Nominee. For the purposes of this Constitution, the Trust Nominee shall be deemed to be a Board Member.

16.2. Together the Elected Board Members, Appointed Board Members and the Trust Nominee will be known as the Board of the Association.

16.3. There is no requirement for a Board member to be a Member of the Association.

16.4. **Qualification**

Every Board Member must, in writing:

- a. Consent to be a Board Member;
- b. Agree in writing to abide by the Association's Code of Conduct; and
- c. Certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

16.5. **Elected Board Members**

The election of Elected Board Members will be as follows:

- a. The Board will call for nominations for the vacant Elected Board Member position(s) not less two (2) months prior to the proposed date of the Annual General Meeting.
- b. Nominations for the vacant Elected Board Member position(s) will be received by the Board not later than twenty (20) working days prior to the date of that meeting.
- c. If there is only one nominee for each vacant Elected Board Member position, then that person or persons will be declared to be elected without the need for a vote.
- d. Should the number of nominations for the Elected Board Member positions exceed the number for the Elected Board Member vacancies the election shall be conducted in the following manner:
 - i. As soon as possible after the closing date for nominations the Chief Executive shall send to each Voting Member entitled to vote, a brief resume of each candidate to be provided by each candidate.
 - ii. The election of the Elected Board Member will be by secret ballot at the General Meeting.
 - iii. The voting papers will be scrutinised by and in the presence of two scrutineers appointed by the Voting Members at the General Meeting for that purpose.
 - iv. The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. If the number of votes for the highest voted candidate is equal to another candidate, a further vote will be held between the tied candidates.
 - v. No Voting Member shall vote for more, but may vote for less, than the number stated on the voting paper for the election of the Elected Board Members and any voting paper containing more than the number stated on the voting paper for the election of the Elected Board Members shall be invalid.

16.6. **Appointed Board Members**

Appointed Board Members may be appointed by the Elected Board Members at any time, taking into consideration the specific needs of the Board at the time. When appointing the Appointed Board Members, the Elected Board Members will take the following into account:

- a. Their prior experience as a director, trustee, or experience in any other governance role;
- b. Their knowledge of, and experience in Hockey generally;

- c. Their occupational skills, abilities and experience;
- d. Their knowledge of and experience in community sports and/or not for profit organisations generally;
- e. The desire for conflicts of interest on the Board to be minimised;
- f. The desire for a wide range of skills and experience on the Board, including skills in commerce, finance, marketing, law or business generally; and
- g. The desire for gender balance on the Board.

16.7. Vacancies

Should any Board Member's position become vacant in accordance with the provisions contained in Clause 16.9 then the Board may appoint a replacement Board Member. Such replacement Board Member shall hold office until the next Annual General Meeting when they shall retire, but they shall be eligible for re-election or re-appointment as either an Elected or Appointed Board Member. For the purposes of this Constitution such replacement Board Member will be known as a Board Member of the Association.

16.8. Term

Each Elected and Appointed Board Member will be elected or appointed for a term that expires three (3) years from the date of the Annual General Meeting at which they were elected (for Elected Board Member), or date at which they were appointed (for Appointed Board Member). At the end of each Elected or Appointed Board Member's term they will retire as a Board Member. However, they will be eligible for re-election or re-appointment in accordance with Clauses 16.5 and 16.6.

16.9. Cessation of Office

The office of any Board Member will become vacant and that Board Member will cease to hold office if the Board Member 's):

- a. term expires; or
- b. Resigns his/her office by notice in writing to the Association; or
- c. Is absent without leave from three (3) consecutive meetings of the Board;
- d. Is unfit to continue in the position as voted unanimously by all other Board Members; or
- e. Is removed from office under this Constitution; or
- f. Becomes an undischarged bankrupt; or
- g. Is convicted of any offence punishable by imprisonment for a term of two (2) years or more; or
- h. is convicted of any offence punishable by imprisonment for a term of less than two (2) years and is sentenced to imprisonment for that offence; or
- i. becomes a restricted or special patient within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
- j. becomes a person subject to the property order within the meaning of the Protection of Personal Property Rights Act 1988; or
- k. becomes disqualified from being a Board Member under section 47(3) of the Act; or
- l. dies.

17. MEETINGS OF THE BOARD

17.1. Convening of Meetings

- a. The Board will meet at least nine (9) times annually.
- b. A meeting of the Board may be convened on the requisition of the Chairperson of the Board or three (3) Board Members.

17.2. Minutes

Minutes of the Board meetings will be kept.

17.3. Procedure

Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

17.4. Quorum

The presence of at least 50% in number of Board Members shall form a quorum at meetings of the Board. A Board Member forms part of the quorum if that Board Member is in attendance in person or by any other means approved by the Board, which shall include audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

17.5. Voting

- a. Each Board Member will have one (1) vote;
- b. The Chairperson of the Board shall have a deliberative and a casting vote;
- c. All matters will be decided by a majority of votes. Voting may be by voice or a show of hands and if desired by any Board Member it will be by secret ballot.

17.6. Written Resolutions

A resolution in writing signed or consented to by email or other electronic means by the required majority of the Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one (1) or more Board Members.

17.7. Chairperson

The Chairperson of the Board shall be elected annually by the Board, immediately after the Annual General Meeting in each year and shall hold office until the first meeting of the Board after the next Annual General Meeting, unless the Board chooses to replace the Chairperson between Annual General Meetings.

17.8. Chief Executive

The Chief Executive shall be entitled to attend and speak at all meetings of the Board but shall have no voting entitlements.

17.9. Officers

The Officers shall be entitled to attend and speak at all meetings of the Board but shall have no voting entitlements.

18. DUTIES AND POWERS OF THE BOARD

18.1. Duties of Board Members:

The duties of the Board Members will be to:

- a. act in good faith and in the best interests of the Association and use their powers for a proper purpose;
- b. comply with the Act and any amendments or replacement;
- c. comply with the provisions of this Constitution and any amendments or replacement;
- d. exercise the degree of care and diligence that a reasonable person with the same responsibilities within the Association would exercise in the circumstances applying at the time;
- e. not allow the activities of the Association to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the Association's creditors; and
- f. not allow the Association to incur obligations that the Board Members do not reasonably believe will be fulfilled; and
- g. when exercising powers or performing duties as Board Members, reliance may be placed on reports, statements and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - i. an employee whom the Board Members believe on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - ii. a professional advisor or expert in relation to matters that the Board Members believe on reasonable grounds to be within the person's professional or expert competence; or
 - iii. any other Board Member or Subcommittee of the Board on which the Board Member did not serve in relation to matters within the Board Member's or Subcommittee's designated authority,

if the Board Members act in good faith, make proper inquiry where the need for inquiry is indicated by the circumstances and have no knowledge that the reliance is unwarranted.

18.2. Powers of the Board

The Board shall be the Executive of the Association and will:

- a. promote an image of hockey consistent with the Association's Purposes;
- b. give notice of all Annual General Meetings or Special General Meetings and be able to call a Special General Meeting;
- c. appoint a Chief Executive and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
- d. deal with future planning and development and oversee the activities of the Chief Executive and his/her staff, including adopting and confirming clearly defined delegations of authority from the Board to the Chief Executive;
- e. adopt and regularly review a Strategic Plan for the Association which shall include goals and objectives for hockey and measures of short term and long-term success;
- f. adopt an annual operational plan and budget for financial performance and to monitor results against the annual operation plan and budget. The budget for each year will be tabled at each Annual General Meeting;
- g. control expenditure and raise any money as provided for in the Powers of the Association;

- h. ensure that the Association has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- i. adopt, make, repeal and amend by-laws, policies, rules and regulations, as it thinks expedient, for the management of or for the furtherance of the Association's Purposes and for the regulation and control of any competition or matches under the Association's jurisdiction, including the authority to impose any penalty upon any Affiliated Member or Members, team, official or player of the Association which are found guilty of breaching any of the rules, by-laws, policies or regulations of the Association or for refusing to give effect any resolution passed by the Board or any Annual or Special General Meeting;
- j. have the power to make rules for its own, such rules will be valid until revoked;
- k. administer the affairs of the Association in accordance with the Purposes and powers conferred by this Constitution and by any rules or resolutions passed at an Annual or Special General Meeting. However, where a matter arises that, in the opinion of the Board, is not provided for in this Constitution the Board will have the power to determine such matter as the Board thinks fit;
- l. ensure that the Association meets its obligations to Hockey New Zealand;
- m. appoint Subcommittees which consist of Elected Board Members and/or other members of the community and to delegate to them such powers and responsibilities as it shall determine. The Subcommittees shall report as directed by the Board. The Chairperson or a Board Member nominated by him/her shall have the right to attend any meeting of any Subcommittee;
- n. have the ability to invest and expend such funds as the Board may consider necessary for carrying out the Purposes of the Association, including the ability to invest any property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law. The Board may by resolution delegate the investment and management of its investments to a Fund Manager;
- o. have the ability to open and operate in the name of the Association such banking accounts as deemed necessary; and
- p. have the power to enter into any agreement in the name of and on behalf of the Association for sharing profits, or for mutual assistance with any Affiliated Member, person or persons, body corporate, trust, company or partnership which it may seem to the Board is capable of directly or indirectly benefiting the Association.

18.3. **Interests**

- a. The Board must keep a register of interest disclosures made by Board Members.
- b. A Board Member who is Interested in a Matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Board Member becomes aware that they are interested in the Matter and include it in the register of interests.
- c. A Board Member who is Interested in a Matter:
 - i. must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
 - ii. must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;

- iii. must not take part in any Board discussions relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent; and
- iv. may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.
- d. Despite Clause 18.3.c if 50% or more Board Members are Interested in a Matter, a Special General Meeting must be called to consider and determine the Matter.
- e. The Board must notify Members of a failure to comply with this clause, and of any transaction affected, as soon as practicable after becoming aware of the failure.

18.4. Policies

- a. The Board will have the power to adopt, make, repeal and amend any policy, which in its sole discretion thinks fit, to govern and regulate the Affiliated Members of the Association and any players, team management, officials or spectators participating or attending a tournament, competition or match over which the Association has jurisdiction.
- b. These policies include, but are not limited to, the Code of Conduct, Anti-Doping Policy and Anti-Match Fixing and Sports Betting Policy.

19. POWERS AND AUTHORITY OF CHIEF EXECUTIVE

The Chief Executive will be responsible to the Board and will be appointed pursuant to Clause 18.2.c. The powers and delegated authority of the Chief Executive will be determined from time to time by the Board as the Board thinks fit.

20. INDEMNITY AND INSURANCE FOR BOARD MEMBERS AND EMPLOYEES

- 20.1. To the extent permitted by law, the Association may indemnify a Board Member or employee in respect of:
 - a. liability for any act or omission in his or her capacity as a Board Member or employee; and
 - b. costs incurred by that Board Member or employee in defending or settling any claim or proceeding relating to any such liability,

not being criminal liability or liability in respect of a breach of any fiduciary duty owed to the Association and provided the Board Member or employee, has at all times, acted in good faith and for a proper purpose in the pursuance of his or her role and responsibilities.
- 20.2. the Association may, with the prior approval of the Board, effect insurance for a Board Member or employee in respect of:
 - a. liability, not being criminal liability, for any act or omission in his or her capacity as a Board Member or employee; or
 - b. costs incurred by that Board Member or employee in defending or settling any claim or proceeding relating to any such liability; or
 - c. costs incurred by that Board Member or employee in defending any criminal proceedings that have been brought against the Board Member or employee in relation to any act or omission in his or her capacity as a Board Member or employee and in which he or she is acquitted.

- 20.3. Board Members voting in favour of authorising the effecting of insurance under Clause 20.2 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Association.
- 20.4. The Board must ensure that particulars of any indemnity given to, or insurance effected for, any Board Member or employee are entered in an interests register.
- 20.5. This clause is intended to be enforceable by each current or former Board Member or employee.

21. FINANCE, ANNUAL REPORT AND AUDIT

21.1. Funds

The funds of the Association will be in the control of the Board which will:

- a. have the power to delegate authority to the Chief Executive to incur liabilities and expend such funds as may be deemed necessary for the day to day organisation of the Association, so long as such expenditure is provided for within the Chief Executive's delegated authorities and that both the expenditure and delegated authorities are approved by the Board; and
- b. have control of the funds and property of the Association and ensure that all monies received will be devoted solely to the promotion of the Purposes as set out in Clause 6.

21.2 Financial Accounts and Auditor

- a. The Board will cause the Association's accounts to be kept in respect of all matters relating to the financial administration of the Association in accordance with internationally recognised accounting principles and reporting standards and will prepare within sixty (60) days after the completion of each financial year annual financial statement for the period in readiness for the auditor and the Annual General Meeting.
- b. The financial statements must be audited each year and the audited financial statements must be submitted to the Annual General Meeting.
- c. The auditor shall be a practising Chartered Accountant, who will be elected by the Voting Members at each Annual General Meeting by majority vote. The Board will have the power to fill any temporary vacancy in the office of auditor.
- d. The auditor will be paid such fees as may be fixed from time to time by the Board.
- e. The auditor will have the power to call for the production of all books, papers and documents and records whether held physically or electronically relating to the affairs of the Association. The annual financial statements will be audited by the auditor and, if correct, certified in writing under his/her hand before they are submitted to the Annual General Meeting.

21.3 Financial Year

The financial year of the Association shall end on the 30th day of November in each year and may be altered from time to time by a resolution at an Annual General Meeting passed by fifty-percent (50%) of votes cast in favour of such resolution.

21.4 Indemnity

The Board Members and the Chief Executive shall be provided with indemnity from and against all losses and expenses incurred in the discharge of their respective duties.

22. COMMON SEAL

The Common Seal of the Association shall be held in the custody of the Chief Executive and shall be affixed only by resolution of the Board and attested by one (1) Board Member and either the Chief Executive or another Board Member, and details of every use of the Common Seal shall be entered by the Chief Executive in a register kept for such purpose.

23. COLOURS

- 23.1. The predominant playing colours of teams representing the Association shall be yellow, black and red, or such colours to be decided by the Board from time to time.
- 23.2. The alternative playing colours of teams representing the Association shall be such colours to be decided by the Board from time to time.

24. PECUNIARY GAIN

24.1 Prohibition of Personal Benefit

- a. All income, benefit or advantage must be applied to the Purposes.
- b. No Member or Board Member or any person associated with a Member or Board Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or Board Member or associated person of any income, benefit or advantage whatsoever.
- c. Any payments made must be for goods or services that advance the Purposes and must be reasonable and relative to payments that would be made between unrelated parties.
- d. The provision and effect of this Clause must not be removed from this Constitution and must be included and implied into any document replacing the Constitution.
- e. For the avoidance of doubt, "Pecuniary gain" does not include the payment of salaries or the winning of trophies or prizes.

25. CODE OF CONDUCT AND ANTI-DOPING/ANTI-MATCH-FIXING/ANTI-SPORT BETTING POLICIES

25.1 Code of Conduct

All players, team management, officials or spectators participating or attending a tournament, competition or match over which the Association has jurisdiction will be bound by the Association's Code of Conduct as amended from time to time.

25.2 Anti-Doping Policy

The Anti-Doping Policy as amended from time to time will be in accordance with the Sports Anti-Doping Rules (as amended from time to time) as administered by Drug Free Sport New Zealand and will be consistent in all respects with the World Anti-Doping code.

25.3 Anti-Match Fixing and Sports Betting Policy

The Anti-Match Fixing and Sports Betting Policy as amended from time to time will be consistent with the New Zealand Anti-Match Fixing and Sports Betting Policy adopted by Sport New Zealand.

26. VIOLATION OF CONSTITUTION

Any Member which is found to be in breach of this Constitution, Regulations, Bylaws or decision of the Board may be subject to any sanctions deemed appropriate by an independent Judicial Committee of the Association, consistent with the Association's Code of Conduct.

27. DISPUTES IN RELATION TO BYLAWS AND POLICIES

27.1. Board to Rule

The Board will, subject to the provisions set out in the Code of Conduct and any Bylaws, policies or regulations, act as the decision making body with respect to disputes involving points of law as it relates to bylaws and policies, Affiliated Members and members of Affiliated Members.

27.2. Hockey New Zealand to Rule

A further appeal may be made to the Hockey New Zealand. An appeal to Hockey New Zealand under this rule must be made within ten (10) working days of the Board's decision being promulgated and shall be accompanied by a deposit, in such amount as may from time to time be stipulated by Hockey New Zealand, to be forfeited should Hockey New Zealand's Court of Appeal so decide. The Decision of that Court of Appeal shall be final.

28. DISPUTE RESOLUTION

28.1 The following provisions will apply to any disagreement between Members, Board Members, Officers and/or the Association that relates to an allegation that:

- a. a Member, a Board Member or an Officer has engaged in misconduct; or
 - b. a Member, a Board Member, an Officer or the Association has breached or is likely to breach, a duty under the Constitution or the Act; or
 - c. a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged,
- (each, a "**Dispute**")

28.2 A Member, Board Member, Officer or the Association may make a complaint by giving written notice to the Board that:

- a. states that the Member, Board Member, Officer or the Association is starting a procedure for resolving a Dispute in accordance with this Clause 28;
 - b. sets out the allegation, or allegations to which the Dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Board,
- (each, a "**Complaint**").

28.3 In the event of a Complaint arising under the provisions of this Clause, the parties shall first attempt to resolve the Dispute through good faith negotiations.

- 28.4 If the Dispute cannot be resolved through good faith negotiations within fifteen (15) working days, the parties agree to submit the Dispute to mediation. The mediation shall be conducted by a mediator agreed upon by the parties, or if the parties cannot agree on a mediator, a mediator shall be appointed by Sport New Zealand. The costs of mediation shall be shared equally by the parties.
- 28.5 If the Dispute is not resolved by mediation within twenty (20) working days from the appointment of the mediator, the Dispute shall be referred to and finally resolved by the Sports Tribunal of New Zealand (STNZ).

29. WINDING UP OF ASSOCIATION

- 29.1 The affairs of the Association may be wound up upon a resolution of a majority of votes recorded at an Annual or Special General Meeting called for that purpose, provided that a second Special General Meeting is held at least thirty (30) days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up the Association.
- 29.2 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members, but shall be given or transferred to some other not-for-profit organisation or organisations, as defined by section 5(3) of the Act, which has a similar Purpose to the Association, or to some other charitable organisation or purpose, within New Zealand.

30. TRANSITION

30.1 Transition of Board Members of the Association

Every Board Member who was a Board Member immediately prior to the commencement of this Constitution will continue as a Board Member under this Constitution.

30.2 Transition of Members

Subject to this Constitution, every Member which was a member of the Association and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

30.3 Transition of Bylaws

All bylaws, policies, regulations of the Association which were in force immediately prior to this Constitution or any previous Constitution coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.