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## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

TE HIKU SPORTS HUB INCORPORATED.

### 2. Society number

2584705

I certify that the alteration has been made in accordance with the rules of the society.

### Name

RICHARD JOHN DICKINSON

### Position

TEMPORARY TREASURER.

### Signature

31 / 7 / 2019

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered



PC# 5

07 AUG 2019

### 4. Your contact details

Name and postal address

RICHARD DICKINSON  
BOX 323  
KAITIAI



**Te Hiku Sports Hub  
Incorporated Society  
Constitution  
July 2018**



## **Table of Contents**

### **The Society**

- 1 Name
- 2 Registered Office
- 3 Purpose of Society

### **Management of the Society**

- 4 Governing Board
- 5 Board Functions
- 6 Board Composition
- 7 Appointments Panel
- 8 Function of Appointments Panel
- 9 Term of Office
- 10 Subcommittees
- 11 Vacancies on the Board
- 12 Quorum for Board Meetings
- 13 Officers
- 14 Board Meetings
- 15 Staff

### **Powers of the Society**

- 16 Powers of Society

### **Society Membership**

- 17 Types of Membership
- 18 Applications for Membership
- 19 Membership Fees
- 20 Register of Members
- 21 Cessation of Membership
- 22 Expulsion of Membership
- 23 Return of Society Property
- 24 Obligations of Members



## **Conduct of Meetings**

- 25 Society Meetings
- 26 Business of the Annual General Meeting
- 27 Notice Given
- 28 Information Provided
- 29 Quorum
- 30 Adjournment of Meetings
- 31 Chairperson
- 32 Votes
- 33 Voting by Show of Hands
- 34 Secret Ballot
- 35 Election of Officers
- 36 Motions at Society Meetings

## **Money and other Assets of the Society**

- 37 Application of Income and Other Assets

## **Financial Matters**

- 38 Financial Year
- 39 Annual Report
- 40 Audit of Financial Statement
- 41 Inspection of Books of Account
- 42 Register of Financial Statements

## **Common Seal**

- 43 Common Seal

## **Altering the Rules**

- 44 Altering the Rules



**Policy and Procedures**

45 Policy and Procedures to Govern the Society

**Winding Up**

46 Winding Up

**Liquidation**

47 Liquidation

**Indemnity**

48 Indemnity

**Insurance**

49 Insurance

**Dispute Resolution**

50 Dispute Resolution

**Definitions**

51 Definitions and Miscellaneous Matters



**This Constitution** is made this **16th** day of **July** **2019**

**Parties**

- 1.
- 2.
- 3.

**The Society**

**1.0 Name**

1.1 The name of the society is Te Hiku Sports Hub Incorporated ("the Society") and is incorporated under number 2584705.

1.2 This document is registered as an alteration to the Constitution of the Society.

**2.0 Registered Office**

2.1 The Registered Office of the Society is 41B Puckey Avenue, Kaitaia 0410.

**3.0 Purposes of the Society**

3.1 The purposes of the Society are to:

- A. raise finance, build, maintain, and manage an Aquatic and Multi Sport recreational hub in Kaitaia, in a family-friendly, smoke-free, alcohol-free, and drugs-free environment.
- B. do anything necessary or helpful to the above purposes.

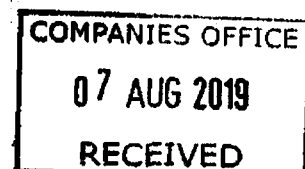
3.2 Pecuniary gain is not a purpose of the Society.

3.3 In attaining its purposes the Society shall recognise the views and expectations of tangata whenua in keeping with the Treaty of Waitangi.

**Management of the Society**

**4.0 Governing Board**

4.1 The Board is the governing body of the Society.



## 5.0 Board Functions

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

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

- A. shall control and manage the business and affairs of the Society
- B. may exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by this Constitution to be exercised by the Members in Society Meeting; and
- C. has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Society.

## 6.0 Board Composition

6.1 The Board shall consist of **ten (10)** members:

- A. **Three Elected Board Members**, voted by **Members** (as described in **clause 17.0** of this document) at an AGM. All nominations for these positions to be in the hands of the Board 14 days prior to the AGM.
- B. **Five Appointed Board Members** appointed via an Appointments Panel. Two of the five **Appointees** for the initial Board are to be chosen from the **Life Members**,
- C. One board member appointed by Te Rarawa Iwi
- D. **One board member appointed by Ngati Kahu Iwi**

6.2 The Board may at any time co-opt up to two members with specific skills, for terms which shall expire no later than the time when the terms of the current members of the Board expire. **Such co-opted members shall not have any vote.**

## 7.0 Appointments Panel

7.1 The five **Appointed Board Members** would be appointed by an Appointments Panel

7.2 The initial Appointments Panel shall comprise -a Sport Northland representative and two members of the Kaitaia community, who shall be chosen jointly by Sport Northland and the **Board**.

7.3 Subsequent Appointments Panels shall be appointed by **Sport Northland and the Board** prior to each Annual General Meeting.

## 8.0 Function of the Appointments Panel

8.1 The function of the Appointments Panel shall be:

- A. to meet at least once per year to appoint the **Appointed Board Members**. Such **Appointed Board Members** shall be such persons as the Appointments Panel believe have the necessary skill, drive and ability to assist with the achievement of the purposes of the Board
- B. the **Appointed Board Members** shall be **appointed to take office at the AGM** or so soon thereafter as is reasonably possible after the

Appointments Panel has had the opportunity to consider the needs of the Board.

#### 9.0 Term of Office

**9.1 Subject to 9.2 both Elected and Appointed Board Members shall each serve a three (3) year term.**

**9.2 Board Members will retire by rotation, with one Elected Board Member and one Appointed Board Member retiring by agreement on the expiry of the three-year term (or failing agreement by the drawing of lots) each year and subsequently until all initial Board Members have retired.**

**9.3 Once the initial rotation has been established under clause 9.2 all Elected Board Members and Appointed Board Members shall serve a three-year term commencing from the date of the AGM at which they were either elected or appointed.**

**9.4 Notwithstanding Rules 9.1 to 9.3 each retiring Board Member shall be eligible for reappointment**

#### 10.0 Sub-committees

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

**10.2 The Life Members as described in point 14.7 will continue to meet as a sub-committee of the Board and will operate in terms of a document dated June 2013. The Life Members can make recommendations to the Board but such recommendations are not binding on the Board who are free to disregard them. No Members of the Board are required to attend a meeting of the Life Members .**

#### 11.0 Vacancies on the Board

**11.1 An Appointed Board Member, who resigns prematurely, shall be replaced by a person, selected by the Appointments Panel for the balance of the term then remaining of the resigning Appointed Board Member.**

**11.2 An Elected Board Member who resigns prematurely shall be replaced at the next Annual General Meeting or Special General Meeting for the balance of the term then remaining of the resigning Elected Board Member.**

**11.3 The Board has the power to co-opt two Members with specific skills onto the Board for a defined special project, but such Members will have no vote.**

#### 12.0 Quorum for Board Meetings

**12.1- A simple majority of Board Members present at a Board Meeting shall constitute a quorum.**



### 13.0 Officers

13.1 At the first Board Meeting following the Annual General Meeting, the Board shall elect by a majority vote the following officers of the Society

- A. Chairperson
- B. Deputy Chairperson
- C. Treasurer
- D. Secretary

### 14.0 Board Meetings

14.1 The Board shall meet at such place and at such times and in such manner as it shall determine.

14.2 The Chairperson shall chair Board meetings or in his or her absence the Deputy Chairperson shall take the chair. In the event of both being absent, the chair shall be taken by any other Board Member as determined by the Board.

14.3 Each Board Member present at a Board meeting is entitled to one vote and in the event of an equality of votes any person chairing the meeting has a casting vote.

14.4 A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

14.5 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

- A. Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board.
- B. All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication (**"Teleconference Meeting"**). **At any such Teleconference Meeting the following conditions must be met:**

- (a) **throughout the Teleconference Meeting each participant must be able to hear each of the other participants taking part;**
- (b) **at the beginning of the Teleconference Meeting each participant must acknowledge his or her presence for the purpose of that meeting to all the others taking part;**
- (c) **a participant may not leave the Teleconference Meeting by disconnecting his or her telephone or other means of communication without first obtaining the chairperson's express consent. Accordingly, a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Teleconference Meeting unless he or she leaves the meeting with the chairperson's express consent;**

- (d) **a minute of the proceedings at the Teleconference Meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the chairperson of that meeting.**
- C. If any failure in communication prevents Rule 14.5(b) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Rule 14.5(b) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned.
- D. Any meeting held where one or more Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

14.6 The existing Managing Committee (2013) shall act as the Board until the new board is confirmed and holds their first meeting.

14.7 The Managing Committee, in operation in June 2018, and as defined by the 2013 constitution, will hence forth be recognised as the **Life Members**.

#### 15.0 Staff

15.1 The Board may employ such staff as they consider appropriate to work for the Board on such terms as they consider appropriate **but always subject to the provisions of clause 37.0.**

15.2 Staff employed under clause 15.1 may be required to attend meetings of the Board but shall not be entitled to vote.

#### Powers of the Society

##### 16.0 Powers of Society

16.1 The Society, in addition to any statutory powers, will have the powers of a natural person to do all things necessary or desirable for the attainment or advancement of any one or more of its purposes including, without limitation, the power to:

- A. to raise and receive funds by way of subscriptions, fees, grants, donations, sponsorship, legacies and bequests, gifts, or otherwise accepting that any amount payable on being admitted to membership of the Society, and the date by manner in which payment is due shall be set from time to time by resolution of a Board Meeting.
- B. to raise or borrow money in such manner and upon such security (if any) as the Society shall think fit and in particular upon the security of any mortgage or mortgages charge or charges, obligations or securities of the

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

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

## Society Membership

### 17.0 Types of Members

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

- A. **Voting Members** who are the Board Members and shall have one (1) vote each.
- B. **Affiliated Members** (as described in point 18.1) who shall have one (1) vote each.
- C. **Life Members being the Founding Committee**, who are recognized as a special affiliated group, who shall have one **collective vote for the Life Members as a group**.
- D. Ordinary Members who are all paid-up individual members of **Affiliated Members** and shall not be entitled to **vote but are entitled to attend any AGM or Special General Meeting of the Society**.

### 18.0 Applications for Membership

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

- A. be a society incorporated under the Incorporated Societies Act 1908 or a charitable trust incorporated under the Charitable Trust Act 1957; and
- B. be affiliated to their national or regional body; and

- C. be involved in the delivery of sport or sport and recreation related activity **in the Far North.**

#### 19.0 Membership Fees

19.1 Membership fees, if any, **to be paid by a Member** shall be recommended by the Board for consideration at the Annual General Meeting.

19.2 Membership shall lapse if the annual subscription is not paid within one (1) month of the due date **providing such lapsing is confirmed by the Board.**

19.3 If any Member does not pay a subscription or levy by the date set by the Board, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) *have no membership rights and shall not be entitled to participate in any Society activity.*

#### 20.0 Register of Members

20.1 The Board shall keep a register of members, which shall record the full name, contact details, dates of admission, class of membership and the dates at which they became Members.

20.2 If a Member's contact details change, that Member shall provide the updated details to the Secretary.

20.3 Each Member shall provide such other details as the Board requires.

20.4 Members shall have reasonable access to the Register of Members.

#### 21.0 Cessation of Membership

21.1 Any Member may resign by giving written notice to the Secretary.

21.2 The Board may suspend, by notice in writing, the membership of any Member:

- A. who it deems, when considered reasonably, to have failed to comply with these rules
- B. who it deems, when considered reasonably, to have engaged in conduct unbecoming of a Member or prejudicial to the interests of the Society
- C. whose payment of any fees stipulated by the Board in accordance with rule 19.2 or 19.3 is in arrears.

21.3 Such suspension will continue in force until the Board **resolves** -that the Member is no longer in breach, or the suspension is lifted by a majority vote of Members at a Board meeting.

#### 22.0 Expulsion of Membership

22.1 A Society meeting of Members may, by majority (minimum 75%) vote, expel any Member of the Society.

#### 23.0 Return of Society Property

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

#### 24.0 Obligations of Members

24.1 Members acknowledge and agree that they:

- A. are bound by these rules, and any regulations, decisions, or further rules issued by the Board.
- B. shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- C. must treat all information relating to the commercial arrangements entered into by the Society as strictly confidential and must not disclose any information regarding the Society to any third party, or use that information for any purpose other than to fulfil the objects of the Society, without the prior written approval of the Society, and that this obligation of confidentiality will survive the cessation of their membership of the Society and continue to bind them.

#### Conduct of Society Meetings

##### 25.0 Society Meetings

25.1 A Society meeting is either an Annual General Meeting, or a Special General Meeting.

25.2 The Annual General Meeting shall be held once every year no later than five months after the end of the financial year. The Board shall determine when and where the Society shall meet within those dates.

25.3 A Special General Meeting may be called by the Board whenever it thinks fit.

25.4 The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 66% of the **Affiliated Members**. Such request must state the purpose of the Special General Meeting and be signed by the Members making the request.

##### 26.0 Business of the Annual General Meeting

26.1 The ordinary business of each Annual General Meeting shall be to:

- A. confirm the minutes of the last Annual General Meeting and any other meeting of Members held since that meeting.
- B. receive the Chairpersons report on the business of the Society.
- C. receive the Treasurer's report on the finances of the Society, and the Annual Financial Statements.
- D. elect Board Members.
- E. consider motions.
- F. transact any special business of which notice is given in accordance with these rules.

G. appoint either an accountant or auditor, or both, as required.

H. levy fees and subscriptions.

26.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

#### 27.0 Notice Given

27.1 The Board shall provide at least 21 clear days' notice of an Annual General Meeting to each voting Member in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

#### 28.0 Information Provided

28.1 The Secretary shall provide the following for an Annual General Meeting:

- A. a copy of the Chairpersons Report on the Society's operations.
- B. a copy of the annual financial statements as approved by the Board.
- C. a list of nominees for the Board, and information about those nominees if it has been provided.
- D. notice of any motions and the Board's recommendations about those motions.

28.2 If the Secretary has sent a notice to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

#### 29.0 Quorum

29.1 The quorum for a Society Meeting shall be a majority of Members entitled to vote, with no less than five (5) members present.

29.2 No business may be transacted at a Society Meeting unless a quorum is present.

29.3 If a quorum is not present at the time for commencement of a meeting:

- A. if the meeting was convened at the request of Members, the meeting is automatically dissolved.
- B. in any other case, the meeting is automatically adjourned to the same time and day in the following week and shall be held in the same place unless this is not reasonably possible in which case the Board will specify another place by notice to the Members to be issued not less than 2 days before the date of the adjourned meeting.
- C. If a quorum is not present at the time of commencement of an adjourned meeting the meeting is automatically dissolved.

#### 30.0 Adjournment of Meetings

30.1 The chairperson of a Society Meeting at which a quorum is present may adjourn the meeting with the agreement of a bare majority of the votes at that meeting.

30.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

30.3 No business may be transacted at the meeting when it is reconvened except business left unfinished at the original meeting.

### 31.0 Chairperson

31.1 The Chairperson must preside as Chairperson at each Society Meeting of the Society.

31.2 If the Chairperson is absent, the Deputy Chairperson is to preside at that meeting. In the event of the absence of both the Chair and Deputy Chair the Members present must elect one of their number to preside as Chairperson at that meeting.

### 32.0 Votes

32.1 All voting Members are entitled to one (1) vote at a Board Meeting unless that Member owes an amount to the Society that is overdue.

32.2 Affiliate Members votes must be given personally by the Member's appointed delegate.

32.3 Any person chairing a Society meeting has a casting vote.

### 33.0 Voting by Show of Hands

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

### 34.0 Secret Ballot

34.1 If any Member demands a Poll before a vote by show of hands has begun, voting must be by secret ballot.

34.2 If a secret ballot is held, the Chairperson will have a casting vote.

### 35.0 Election for Officers

35.1 Election for officers of the Society will be by Poll, conducted by secret ballot. **The Chairperson will not have a casting vote.**

35.2 Nominations for elected positions to be in the hands of the Board 14 days prior to the Society meeting.

### 36.0 Motions at Society Meetings

36.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. Such meetings will be deemed either a Special General Meeting or the AGM, whichever is applicable. The Member may also provide information in support of the motion. ("Member's Information")

**36.2** The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 66 % of eligible Members:

- A.** It must be voted on at the Meeting chosen by the Member; and
- B.** the Secretary must give the Member's Information to all Members at least 14 days before the Meeting chosen by the Member; or
- C.** If the Secretary fails to do this, the Member has the right to raise the motion at the following Board Meeting.
- D.** However, no motion will be considered that contravenes the purposes of the Society.

**36.3** The Board may also decide to put forward motions for the Society to vote on as ("Board Motions") which shall be suitably notified.

### **Money and Other Assets of the Society**

#### **37.0 Application of Income and Other Assets**

**37.1** The Society may only use income and other assets if it is applied solely towards the promotion of the purpose of the Society.

**37.2** No portion of the income, property or assets of the Society shall be paid or transferred directly or otherwise to any Member or Board Member of the Society.

**37.3** No remuneration or other benefit in money or monies shall be paid or given by the Society to any Member or Board Member of the Society.

**37.4** Nothing in Rule 37.2 or 37.3 shall prevent payment in good faith of or to any Member or Board Member for:

- A.** any services actually rendered to the Society whether as an employee or otherwise,
- B.** goods supplied to the Society in the ordinary and usual course of business and of operation,
- C.** Interest on money borrowed from any Member or Board Member of the Society,
- D.** rent for premises demised or let by any Member or Board Member of the Society,
- E.** any out of pocket expenses incurred by the Member or Board Member on behalf of the Society for any other reason. Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **Financial Matters**

#### **38.0 Financial Year**

**38.1** The financial year of the Society begins on April 1st of every year and ends on March 31st of the following year.

**38.2** The financial year may be altered from time to time by the Board.



### **39.0 Annual Report**

**39.1 The Board shall prepare an annual report for presentation to the Annual General Meeting which contains:**

- A. the annual financial statements, either audited or unaudited, but prepared by a suitably qualified accountant, as required under the Act,**
- B. an annual report as to the year's activities (collectively known as the annual report).**

### **40.0 Audit of the Financial Statement**

**40.1 The annual financial statement in Rule 39.1(a) shall be audited if so decided by the Board.**

**40.2 The auditor appointed by the Board shall be a suitably qualified chartered accountant.**

### **41.0 Inspection of Books of Account**

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

### **42.0 Register of Financial Statements**

**42.1 The Treasurer will send the annual financial statements and a certificate in the required form signed by the Treasurer certifying that the annual financial statements have been approved, to the Registrar of Incorporated Societies.**

### **Common Seal**

#### **43.0 Common Seal**

**43.1 The Society shall have a Common Seal which shall be kept in the safe keeping of the secretary of the Society.**

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

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

### **Altering the Rules**

#### **44.0 Altering the Rules**

**44.1 Subject to the provisions of the Incorporated Societies Act 1908, these Rules may be amended, rescinded or added to from time-to-time by a special resolution carried by two-thirds majority of the members present at a Board meeting.**

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

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

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

44.5 Any rule change may not contravene the purposes of the Society.

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

## Policy and Procedures

### 45.0 Policy and Procedures to Govern the Society

45.1 The Board may from time to time make, amend or repeal Policy and Procedures not inconsistent with this constitution for the internal management of the Society and any Policy and Procedure may be set aside by a subsequent Society meeting of members.

## Winding Up

### 46.0 Winding Up

46.1 If the Society is wound up:

- A. the Society's debts, costs and liabilities shall be paid; and
- B. surplus money and other assets of the Society may be disposed of to **other charitable organisations having similar objects as the Society as determined by the Board; and**
- C. in no circumstances may the assets be paid to, or distributed among, the Members.

## Liquidation

### 47.0 Liquidation

47.1 The Society may at any time be put into liquidation if:

- A. 75% of those entitled to vote at an Annual General Meeting or Special General Meeting, pass a resolution appointing a liquidator,
- B. such a resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days, and no later than 60 days, after the date on which the resolution was passed.

47.2 Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of the Society.

47.3 Upon liquidation of the Society the Society's debts, costs and liabilities available after the payment of all liabilities shall be applied to the benefit of the Society.

In the instance that the Society no longer seeks to exist, the Society's surplus money and other assets shall be distributed as in rule 46.1B.

47.4 The provisions of this clause shall not be removed from these Rules and shall be incorporated into any document replacing or amending these Rules.

## Insurance

### 48.0 Insurance

48.0 The Society may take out officer's liability Insurance cover for its Board Members with such insurance company and on such terms and conditions as the Board shall decide.

## Indemnity

### 49.0 Indemnity

49.1 the Society may indemnify its Board Members, officers, and employees against all damages and costs (including legal costs) for which any such Board Member, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct;

- A. in the case of a Board Member or officer of the Society performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and
- B. in the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by the Society.

## Dispute Resolution

### 50.0 Dispute Resolution

50.1 In the event that there is a dispute between a member and the Society, which cannot be solved by means of normal administration.

- A. The Chairman of the Society will attempt to reach a settlement with the Member, either by way of direct contact, (with any settlement being subject to ratification by the full Board), or by offering the opportunity for the Member to present his/her grievance in front of the full Board.
- B. Should this be unsuccessful then the parties will proceed to formal mediation.
- C. The Society will submit the names of three possible mediators:
  - I. the complainant will pick one,
  - II. the Mediator will conduct the process as he/she thinks fit,
  - III. the parties will share the cost of the mediation 50/50.

If the mediation is unsuccessful then the Parties will refer the dispute to the **Sports Disputes Tribunal of New Zealand**.

The decision of the Tribunal will be final

- (i) Costs will be apportioned by the Tribunal, and will form part of the Award.

## Definitions

### 51.0 Definitions and Miscellaneous Matters

#### 51.1 In these Rules:

- A. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- B. "Money or other assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- C. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- D. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- E. It is assumed that:
  - (i) Where a masculine is used, the feminine is included.
  - (ii) Where the singular is used, plural forms of the noun are also inferred.
  - (iii) Headings are a matter of reference and not a part of the rules.

**IN WITNESS this deed is dully executed**

ANGELINA WAKARUA-NOEWIA

Signed by (Name) *A. Wakaruwa* 30.7.19.

in the presence of: RICHARD DICKINSON *Richard* 30.7.19

Signed by (Name) RICHARD DICKINSON *Richard* 30.7.19

in the presence of: *A. Wakaruwa* ANGELINA WAKARUA-NOEWIA 30.7.19

Signed by (Name) RALPH GARVON *Ralph* 30.7.19

in the presence of: *Richard* RICHARD DICKINSON 30.7.19