

CONSTITUTION

AND

RULES

OF

**THE CENTRAL OTAGO
HOCKEY ASSOCIATION (2000) INCORPORATED**



Adopted on 11th February 2020

1 CONSTITUTION AND RULES OF:

1.1 The Central Otago Hockey Association (2000) Incorporated.

2 NAME

2.1 The Association shall be called **The Central Otago Hockey Association (2000) Incorporated.**

3 INTERPRETATION

3.1 **The Association** refers to The Central Otago Hockey Association (2000) Incorporated;

3.2 **HNZ** refers to Hockey New Zealand Incorporated;

3.3 **The Board** refers to the Management Committee of the Association who are the controlling body of the Association;

3.4 **The Committee** refers to clause 11.1;

3.5 **Member** means a club or school who is, or becomes, affiliated to the Association;

3.6 **Registered Member** of a Member is an individual who pays a full subscription to the Member, of which a portion is paid as an affiliation fee to HNZ.

4 REGISTRATION

4.1 The Association shall be registered under the Incorporated Societies Act 1908;

4.2 The Registered Office of the Association shall be the Paardekooper Pavilion, 3 Barry Avenue, Cromwell.

5 BOUNDARIES

5.1 The jurisdiction of the Association falls within the boundaries of the following local government authority areas:

- 5.1.1. Central Otago District; and
- 5.1.2 Queenstown Lakes District

6 COLOURS

6.1. The colours of the Association shall be black and white.

7 OBJECTS

7.1 The objects of the Association are:

- 7.1.1. To promote, develop, foster, control and regulate all aspects of the game of hockey throughout the Association boundaries as described in Clause 5;
- 7.1.2. To administer, maintain and manage (in conjunction with the Central Otago Sports Turf Trust) the artificial turf and building at 3 Barry Avenue, Cromwell on behalf of, and for the benefit of its Members;
- 7.1.3. To affiliate with HNZ and uphold the Code of Conduct of HNZ and Central Otago Hockey Association;
- 7.1.4. To establish and promulgate rules, playing conditions and regulations for the playing of hockey within the Association and to be bound by the laws of hockey published from time to time by HNZ; and
- 7.1.5. To do all such things and undertake such activities as may be necessary, incidental, or conducive to the advancement of these objects.
- 7.1.6. Pecuniary gain is not a purpose of the Society.

8 POWERS

- 8.1 The Association, 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 objects including, without limitation, the power to:
 - 8.1.1. Establish a Board together with such committees or other groups as the Board shall determine to ensure the advancement and attainment of any of the objects of the Association and to delegate its powers and functions to such groups;
 - 8.1.2. Raise and receive funds by way of subscriptions, levies, fees, grants, donations, sponsorship, legacies and bequests, gifts, or otherwise;
 - 8.1.3. Use such funds to pay the costs and expenses of advancing the Association's objects, and for that purpose employ such people as may be necessary and met all employer obligations;
 - 8.1.4. Purchase, lease, hire or otherwise acquire, and exchange, sell, lease or otherwise dispose of, real or personal property, rights or privileges;
 - 8.1.5. Negotiate and execute joint venture agreements and other contracts;
 - 8.1.6. Borrow or raise money by debenture, bond, mortgage or other means with or without security;
 - 8.1.7. Invest or otherwise deal with the property of the Association in accordance with the provisions of these rules;
 - 8.1.8. Establish subsidiaries, incorporate, or become a shareholder of, companies, and become a member of any society;

- 8.1.9. Determine who may be Members of the Association;
- 8.1.10. Commence, defend or settle any legal proceeding;
- 8.1.11. To settle questions or disputes on any matter relating in any way to hockey, which may be submitted to the Association, for its adjudication; and
- 8.1.12. Do all lawful acts and things necessary, incidental or conducive to the attainment or advancement of the Association's Objects.

9 MEMBERSHIP

9.1 Membership

Every club and school affiliated to the Association as at the date of registration of this Constitution shall be deemed to be a Member of the Association. Each Member is bound by the terms of this Constitution, the Regulations, By-laws and Code of Conduct of the Association. Each Member is required to adopt rules and constitutions that are not inconsistent with this Constitution and Members must comply with and be bound by the HNZ Constitution, Regulations, Code of Conduct and By-laws.

9.2 Applications for Membership

Applications for membership to the Association shall be made in writing to the Executive Officer of the Association, which will then be referred by the Board, with its recommendation, to a General Meeting of the Association to be voted on. The election requires at least seventy five percent (75%) of the votes cast, by all those entitled to vote pursuant to Clause 15.3.1, to support the recommendation that the organisation to be granted permission to affiliate to the Association.

9.3 Cessation of Membership

- 9.3.1. Any Member of the Association may cease to be a Member by:

- 9.3.1.1 Resignation of its membership at any time upon notice in writing to the registered office and upon payment of all subscriptions or other monies legally due to the Association. Resignation shall not, of itself, release the Member from any other liabilities arising from that Member's membership.

- 9.3.1.2 Termination of its membership by decision of the Board, where the Board is satisfied after reasonable enquiry that the Member is unable to comply with the Board's requirements.

- 9.3.1.3 Any Member whose membership is terminated under Clause 9.3.1.2 may appeal the decision to a General Meeting of the Association.

9.3.1.4 In the case of a registered member, that previous membership will terminate if they have not registered for the next season.

9.4 Fees, subscriptions, levies

The Board may set, from time to time, the fees, subscriptions and levies payable by Members, or applicants for membership, and the date and manner in which such fees, subscriptions and levies are payable.

9.5 Obligations of Members

9.5.1 It shall be the obligation of all Members of the Association to:

9.5.1.1 Recognise and respect the rules, regulations, Code of Conduct and decisions of the Association and HNZ;

9.5.1.2 Submit to the jurisdiction of the Association and its Board;

9.5.1.3 Promote the objects, interest and influence of the Association;

9.5.1.4 Treat all information relating to the commercial arrangements entered into by the Association as strictly confidential and must not disclose any information regarding the Association to any third party, or use that information for any purpose other than to fulfil the objects of the Association, without the prior written approval of the Association, and that this obligation of confidentiality will survive the cessation of their membership of the Association and continue to bind them.

9.5.1.5 Refrain, and to use reasonable endeavours to persuade others within their jurisdiction to refrain from actions that are inconsistent with the objects, rules, Code of Conduct, Regulations and decisions of the Association.

9.5.1.6 Meet all financial obligations as set at the AGM.

9.7 Affiliation

9.7.1.1 All Clubs, Teams and Life Members of the Association in existence at the end of the 2000 season shall constitute the members of The Central Otago Hockey Association (2000) Incorporated;

9.7.1.2 Any Clubs or Schools which may wish to be affiliated to this Association, must be proposed and seconded by two Clubs already affiliated. As per voting at clause 15.3.1.

9.7.1.3 All Clubs affiliating with the Association shall submit their uniforms to the Board for registration and be granted exclusive rights to play in such colours, decided by priority of registration;

- 9.7.1.4 No player shall be allowed to play in a Representative Team, unless they are an active, financial and registered member of the Association;
- 9.7.1.5 No new Club is to be accepted into this Association, unless they have at least six new players who have not previously registered with this Association.

9.8 Life Members

- 9.8.1 Any Member may nominate any person who has made an outstanding contribution to hockey or hockey administration within the Association for consideration as a Life Member of the Association. Nominations must reach the registered office of the Association no later than 31 December in each year.
- 9.8.2 The Board may recommend to a General Meeting of the Association any person who has made an outstanding contribution to hockey or hockey administration within Central Otago, for election as a Life Member of the Association.
- 9.8.3 The election requires at least seventy five percent (75%) of the votes cast by all those entitled to vote pursuant to Clause 15.3.1, to support the recommendation for Life Membership to be awarded.
- 9.8.4 Life Members may attend any General Meeting of the Association, take part in any discussion at such meeting but will not be entitled to vote.
- 9.8.5 Life Members are entitled to all the privileges of ordinary membership but are not required to pay an annual subscription. Each Life Member will receive a badge.
- 9.8.6 The membership of a Life Member may be terminated by a decision of a General Meeting.

10 MANAGEMENT

- 10.1 The affairs of the Association shall be managed by the Board and any such Subgroup that either the Board or Committee may decide upon.

11 COMMITTEE

- 11.1 The Committee shall be composed of:
 - 11.1.1 The Board;
 - 11.1.2 Life Members; and
 - 11.1.3 One Delegate from each Member of the Association.

11.2 Meetings of the Committee shall be: as per Rule 12.3

11.2.1 Annual General Meeting; and

11.2.2 Special General Meeting.

12 BOARD

12.1 Composition:

12.1.1 President;

12.1.2 Vice-President;

12.1.3 The paid Executive Officer who shall have speaking but no voting rights;

12.1.4 Four elected individuals based within the boundaries as specified in clause 5.1; and

12.1.5 All members of the Board may vote at a meeting of the Board except for the paid Executive Officer and if there is a tied vote the President may cast a further deciding vote.

12.2 Powers:

12.2.1 Control the expenditure of funds of the Association and incur such liabilities on behalf of the Association, as it may deem necessary;

12.2.2 Classify players for teams be it by gender or age group or as required;

12.2.3 Enquires whether formal protest has been lodged or not into the conduct of any Player, Member of an Association Team, and if in the opinion of the Management Board, such conduct is contrary to these Rules or Bylaws of the Association, or prejudicial to the interests of hockey; to impose such penalty or take such action as the Board thinks fit;

12.2.4 Summon witnesses to appear and give evidence at any inquiry held by the Board or any person or persons appointed by it, and in the event of refusal or failure to attend, to impose such penalty as the Board may consider necessary;

12.2.5 To adjust fines, membership fees and any other fees as required;

12.2.6 Settle any questions which may arise and which are not specifically provided for in the Constitution or in the Bylaws of the Association and generally carry out the aims, objects and rules of the Association;

12.2.7 Any Member who shall be absent without issuing an apology for three consecutive meetings shall be deemed to have resigned from the Board;

- 12.2.8 The Board shall have the right to co-opt any person to replace a Member who has, for any cause or reason, vacated their place on that body;
- 12.2.9 Make any additional Bylaw necessary to provide for circumstances not provided for in the existing Bylaws of the Association in accordance with Rule 21.1 of the Constitution;
- 12.2.10 Appoint one or three Selectors to select Representative Association Teams including Managers and Coaches for these teams;
- 12.2.11 The Board may elect or appoint Subgroups to exercise and carry out any or all of its duties or powers, and in appointing such Subgroups the Board shall not be restricted to appointing from the Membership. Such appointees shall not have voting rights at Board meetings.

12.3 Board Meetings:

12.3.1 The Board shall meet at such regular intervals as it deems necessary and or expedient;

12.3.2 Agenda:

- Roll Call and Apologies;
- Minutes of Previous Meeting approval and Matters Arising;
- Inwards correspondence and Matters Arising;
- Outwards correspondence and Matters Arising;
- Financial:
 - Bank Accounts Balance
 - Investment Accounts Balance
 - Accounts Receivable
 - Accounts Payable and Approval
 - Budget
- Tabled Notifications
- Reports by Subgroups
- Any Other Business
- Set venue and time of next meeting.

13 BOARD MEMBERS

13.1 The Board Members of the Association shall be as per clause 12.1.

13.2 A paid Board Officer who is an employee of the Association shall have full speaking rights but no voting rights at meetings of the Committee or Board;

13.1 Term of Office

13.1.1 The term of office for an elected Board Member shall be for a period of 3 years commencing with their election and ending with their retirement under Clause 13.1.3 or ceasing to be a Board Member pursuant to Clause 12.2.7.

- 13.1.2 Elected Board Members (including the President) will be eligible for re-election on the expiry of their term. An Elected Board Member (including the President) may not serve on the Board for more than nine (9) consecutive years unless otherwise provided for in this Constitution.
- 13.1.3 Retirement from the Board will take place at the AGM as follows:
 - 13.1.3.1 A minimum of one-third (or if the number of Elected Board Members is not a multiple of three, then the nearest whole number to one-third) of the maximum of the total Elected Board Members (including the President) shall be eligible for election each year. The election of the position of President shall be included when establishing whether one-third of the total Elected Board is eligible for election.
 - 13.1.3.2 The President at the expiry of their term.
 - 13.1.3.3 Elected Board Members (excluding the President) shall retire to ensure that there are the minimum numbers of vacancies on the Board to comply with Clause 13.1.3.1 above. The number of Elected Board Members (excluding the President) required to retire is the minimum to ensure compliance with Clause 13.1.3.1. The Elected Board Members to retire shall be those who have been longest in the office since their last election. As between persons who became Board Members on the same day those to retire shall (unless they otherwise agree) be determined by lot.

13.2 Nomination Process

- 13.2.1 Nominations for prospective Board Members (including the President) shall be received in writing and reach the registered office of Central Otago Hockey Association not less than fourteen (14) days prior to the AGM.
- 13.2.2 If there is more than one candidate for any Board position or the Presidency, an election shall take place at the AGM by all those entitled to vote at the meeting in accordance with Clause 15.3.1.
- 13.2.3 For each position the candidate gaining more than fifty percent (50%) of the votes cast will be declared to be successful. Where no candidate gains more than fifty percent (50%) of the votes cast in the first ballot:
 - 13.2.3.1 The candidate with the lowest number of votes will be omitted from the remaining ballots; and

13.2.3.2 Further ballots will be held between the remaining candidates in accordance with the provisions of this Clause 13.2.3, until one candidate gains more than fifty percent (50%) of the votes.

14 MEETINGS

14.1 Annual General Meeting (AGM)

14.1.1 The AGM of this Association shall be a meeting of the Council held between 1st December and 1st April, inclusive, in each year;

14.1.2 Fourteen days' notice of the AGM shall be given to all Association members. Such notice shall be accompanied by copies of any motions of which notice has been given;

14.1.3 The Annual Report, the Financial Statement and any motions are to be presented at the meeting and Association Awards and Presentations are to be made;

14.1.4 Agenda:
Welcome
Apologies
Roll call and proxies
Confirmation of minutes of the last Annual General Meeting
Annual Report
Financial Statement
Election of Officers, Board and Auditor
Consideration of Motions of which notice has been given
Consideration of any new, or amendments to any existing
Bylaws made by the Board since the last General
Meeting
Awards and Presentations
General Business

14.2 Special General Meetings (SGM)

14.2.1 A SGM of the Council may be convened by the Board at any time and shall be convened by the Executive Officer within seven days of the receipt of a requisition signed by not less than 60% of members of the Association, setting out the objects of the proposed meeting;

14.2.2 A SGM shall be convened in the same manner as an AGM except that three days notice shall be sufficient;

14.2.3 The Agenda of the SGM shall be restricted to:

Brief summary of the last General Meeting;
Objects of the meeting as specified above; and
Any other business at the discretion of the Chair

14 **CONDUCT OF MEETINGS**

- 15.1 The Chair shall be taken by the President;
 - 15.1.1 failing the President, then by the Vice-President;
 - 15.1.2 failing the Vice-President, the meeting shall elect a Chair for the meeting.
- 15.2 Minutes will be kept by the Executive Officer of all General Meetings and in the absence of the Executive Officer, the Vice-President will take on the role as a Scribe or Minute Taker or the meeting will elect someone to take minutes for the meeting;
- 15.3 Voting:
 - 15.3.1 The number of votes each Club or School Delegate is entitled to is based on the number of registered Members of that Club or School as at 31 December in the year previous to the AGM (e.g. 31 December 2019 for 2019 AGM held in February 2020) as follows:
 - 15.3.1.1 sixteen or fewer Registered Members will be entitled to one vote;
 - 15.3.1.2 over 16 and up to 32 Registered Members will be entitled to two votes;
 - 15.3.1.3 over 32 and up to 48 Registered Members will be entitled to three votes;
 - 15.3.1.4 over 48 and up to 64 Registered Members will be entitled to four votes;
 - 15.3.1.5 over 64 and up to 80 Registered Members will be entitled to five votes;
 - 15.3.1.6 over 80 Registered Members will be entitled to six votes.
 - 15.3.2 All members of the Committee may vote per clause 12.1.5 and clause 15.3.1 with the exception of Life Members who do not have voting rights per clause 9.8.4.

16 **PROXIES**

- 16.1 Any person entitled to attend a meeting of the Board or Committee but is unable to do so may appoint another to represent them by proxy, provided that:
- 16.1.1 notice to this effect, signed by the absentee, be given to the Executive Officer prior to the meeting;

17 **QUORUM**

- 17.1 At any meeting of the Board or Committee the quorum shall consist of sixty percent (60%) of that group personally present or by proxy (but excluding non-Board or Committee Members)

18 **FINANCIAL MATTERS**

18.1 **Financial Year**

The financial year of Central Otago Hockey Association shall commence on 1 January and end on 31 December in that same year.

18.2 **Financial Accounts**

- 18.2.1. The Board shall ensure proper books of account to be kept of income and expenditure and of all dealings with the assets and liabilities of Central Otago Hockey Association.
- 18.2.2. The Board shall prepare and present to the AGM each year a reviewed set of financial statements for the most recent financial year prepared in accordance with current best practice.

18.3 **Annual Report**

- 18.3.1 The Board shall prepare an annual report for presentation to the AGM which contains:
- 18.3.1.1. The reviewed annual financial statements as required under the Act; and
- 18.3.1.2. An annual report as to the year's activities (collectively known as the Annual Report).
- 18.3.1.3 The annual financial statements in this Clause shall be reviewed by an Auditor appointed by the Board.

18.4. Executive Officer to register financial statements

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

19 APPLICATION OF INCOME

- 19.1. The income assets and property of Central Otago Hockey Association shall be controlled, invested and dispersed by the Board subject to these Rules and shall be applied solely towards the promotion of the objects of Central Otago Hockey Association.
- 19.2. Save as is provided in this Constitution:
- 19.3. No portion of the income, property or assets of Central Otago Hockey Association shall be paid or transferred directly or otherwise to any Member or Board Member of Central Otago Hockey Association.
- 19.4. No remuneration or other benefit in money or monies shall be paid or given by Central Otago Hockey Association to any Member or Board Member of Central Otago Hockey Association.
 - 19.4.1. Nothing in Clause 19.1 or 19.2 shall prevent payment in good faith of or to any Member or Board Member for;
 - 19.4.1.1. Any services actually rendered to Central Otago Hockey Association whether as an employee or otherwise;
 - 19.4.1.2. Goods supplied to Central Otago Hockey Association in the ordinary and usual course of business and of operation;
 - 19.4.1.3. Interest on money borrowed from any Member or Board Member of Central Otago Hockey;
 - 19.4.1.4. Rent for premises demised or let by any Member or Board Member of Central Otago Hockey Association to Central Otago Hockey Association; and
 - 19.4.1.5. Any out of pocket expenses incurred by the Member or Board Member on behalf of Central Otago Hockey Association for any other reason; and

19.4.1.6 Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms-length in a similar transaction.

- 19.5 All accounts payable after being passed by the Board, shall be paid by online banking, authorised by any two Board members.
- 19.6 Any funds not immediately required for carrying out the objects of the Association may be invested as approved by the Board;
- 19.7 The financial statements of the association may be audited or reviewed by an appointment at the AGM; the auditor or reviewer should not be a member of or hold office in the association and should be a member of Chartered Accountants of Australia and New Zealand (CAANZ);
- 19.8 No member shall derive pecuniary gain except as a salaried officer, from any property or operations of the Association. No member of the Association or any person associated with a 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 associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 19.9 Pecuniary gain does not include the winning of trophies or prizes nor does it include prize money where such monies are paid to the Association.

20 COMMON SEAL

- 20.1 The common seal shall be in the custody of the Association Executive Officer;
- 20.2 The common seal of the Association shall consist of the words "The Central Otago Hockey Association (2000) Incorporated" with the words "Common Seal".
- 20.3 Whenever the common seal is to be affixed to a document, this shall be done following the resolution of the Board and in the presence of two of the following:

President

Vice-President

Executive Officer

Or two Board members

21 VIOLATION OF CONSTITUTION OR BYLAWS

- 21.1 Except where otherwise provided, all Members undertake to comply with these Rules; any refusal or neglect to do so shall render that Member to expulsion by a resolution carried out by not less than two-thirds of those present at a meeting of the Committee.

22 PENALTIES AND DISQUALIFICATION

- 22.1 The Board shall have the power to impose the Code of Conduct as and when required.

23 ALTERATIONS TO RULES, REGULATIONS, BYLAWS AND POLICIES

- 23.1 Constitution: Alterations to these Rules shall only be made at a meeting of the Committee. The proposed alteration shall be the subject of a Notice of Motion in the Agenda for the Meeting provided that no additional alteration or recession of the rules shall be approved if it affects the non-profit aims and objectives, personal pecuniary benefit or winding up rules.
- 23.2 Regulations, Policies and Bylaws: Alterations to these documents may be made by the Board and shall stand unless repealed at the next Committee Meeting.

24 DISPUTES AND MATTERS NOT PROVIDED FOR

- 24.1 If any dispute arises out of the interpretation of this Constitution or any Clauses, resolutions, or policies implemented pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Board, whose decision shall be final and binding.

25 INDEMNITY

- 25.1 To the full extent possible under existing legislation, Central Otago Hockey Association shall 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.
- 25.2 In the case of a Board Member or officer of Central Otago Hockey Association, performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and

25.3 In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by Central Otago Hockey Association.

26 WINDING UP

26.1 Central Otago Hockey Association may at any time be wound up or dissolved if:

26.1.1. 75% of those entitled to vote at an AGM or SGM, pass a resolution that the affairs of Central Otago Hockey Association should be dissolved; and

26.1.2. Such resolution is confirmed in a subsequent SGM, called for that purpose, and held no earlier than thirty (30) days and no later than sixty (60) days after the date on which the resolution was passed.

26.1.3 If Central Otago Hockey Association is to be wound up or dissolved, the surplus assets, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, will be disposed of in accordance with the terms of a resolution passed at a SGM called for that purpose provided that such surplus assets or funds be vested either in a substitute or successor organisation of Central Otago Hockey Association.

26.1.4 The organisation or organisations in Clause 26.1.3 must prohibit the distribution of its or their income and property among its or their Members to at least the same or a greater extent as is imposed on Central Otago Hockey Association under this Constitution and shall not be carried on for profit and shall have an approved tax exemption.