

**BAY OLYMPIC SOCCER AND SPORTS  
ASSOCIATION INCORPORATED**

**RULES**

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**SHIEFF ANGLAND  
Solicitors  
Auckland**

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**THE RULES OF BAY OLYMPIC SOCCER AND  
SPORTS ASSOCIATION INCORPORATED**  
("the Club")

**1. DEFINITIONS AND INTERPRETATION**

1.1 In these Rules, except insofar as the context or subject matters otherwise indicates or requires:

"Act" means the Incorporated Societies Act 1908 and any amendment thereof.

"Chairperson" means the person who is at any particular time the chair person of a meeting in accordance with these Rules (and elected in accordance with Rules 15 and having duties as set out in Rule 18).

"Club" means Bay Olympic Soccer and Sports Association Incorporated.

"Executive" means the executive committee of the Club in accordance with these Rules (as elected in accordance with Rules 15 and generally in accordance with Rule 17).

"FIFA" means the Federation Internationale de Football Association.

"General Meetings" means any meeting of the Club that has been called for in accordance with Rule 13.

"Judicial Committee" means the judicial committee of the Club established pursuant to Rule 24.

"Officer" means the persons elected in accordance with Rules 15 and includes the members of the Executive.

"Regulations" means all regulations, including by-laws and policies made under these Rules (refer Rule 4.2(b), 17.4 and 26.2).

"Rules" means these Rules and "Rule" means a particular Rule within these Rules.

"Secretary" means the person appointed in accordance with Rule 15 and holding office under these Rules as Secretary of the Club (refer also to Rule 19).

"Soccer" means the term also known as "Association Football" as governed internationally by FIFA.

"Trustees" means the six (6) persons appointed in accordance with Rule 7.5 and acting pursuant to Rule 21 and these Rules generally.

1.2 In these Rules:

- (a) A reference to a function includes a reference to a power authority and duty, and
- (b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (c) If at any time any matter shall arise which is not provided for in these Rules or in the interpretation of these Rules, the same shall be determined where appropriate by the Executive whose decision shall be final.

## 2. NAME

The Club constituted by these Rules shall be named the “**BAY OLYMPIC SOCCER AND SPORTS ASSOCIATION INCORPORATED**” and shall be an Incorporated Society pursuant to the provisions of the Incorporated Societies Act 1908.

## 3. REGISTERED OFFICE

The registered office of the Club shall be at such place as the Executive from time to time determines.

## 4. OBJECTIVES

4.1 The primary objects of the Club are to:

- (a) Promote the playing of Soccer in Auckland but specifically in the West Auckland region, substantially or primarily as an amateur game or sport.
- (b) Provides facilities for members to play Soccer in Auckland but specifically in the West Auckland region, (including but not limited to Club houses and stadium(s)).
- (c) Foster and develop other amateur sports that are beneficial to the Club and provide recreation for members.
- (d) Represent and promote the interests of members of the Club.
- (e) Do any act or thing incidental or conducive to the attainment to any of the above objects.

4.2 Without in any way limiting the generality of the primary objects, the secondary objects of the Club are to:

- (a) Establish codes of behaviour applicable to members; and
- (b) Make regulations to advance the attainment of any of the objects as set out in this Rule 4.

## 5. POWERS

In addition to the statutory powers, the Club:

- 5.1 May use such of its funds to pay the cost and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient provided always, payment for services rendered shall not exceed the current market rate for such services.
- 5.2 May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of funds, property, rights or privileges to further or carry out its object as may seem expedient, and as shall be proper.
- 5.3 Subject to Rule 21, may invest in any investment approved at a General Meeting pursuant to Rule 21.5.

- 5.4 Shall have the power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing power shall not be exercised other than by resolution of the General Meeting (for which notice was given to all members in accordance with these Rules) and in accordance with Rule 21.
- 5.5 May apply for, obtain, hold and/or renew all and any licences, patents, copyrights or trademarks required by the Club or considered conducive to the fulfilment of its objects.
- 5.6 May take such other steps or make such by-laws as may from time to time be deemed expedient or necessary to protect or achieve the interests of the Club.
- 5.7 Notwithstanding any other provision, the Club shall not expend any money:
- (a) Other than to further purposes recognised by law; nor
  - (b) For the sole personal or individual benefit/pecuniary interest of any member.

## 6. MEMBERSHIP

Membership of the Club shall be open to all persons interested in Soccer and all other sporting activities whether or not of a type similar to Soccer and any activity related thereto as well as their spouses and children.

## 7. CLASSES OF MEMBERSHIP

The classes of membership (and the method by which members are admitted to the classes), are as follow:

- 7.1 **Ordinary Member:** There are two classes of ordinary members:-
- (a) An **Ordinary Senior Member** is a person that, on the 1<sup>st</sup> of January of any membership year, is aged 18 years or over.
  - (b) An **Ordinary Junior Member** is a person that, on the 1<sup>st</sup> of January of any membership year, is under the age of 18 years. Ordinary Junior members do not have voting rights.

All Ordinary Members shall be individual persons only and the method by which Ordinary Members are admitted is in accordance with Rule 8.

### **Honorary Member**

An **Honorary Member** is a person who has been granted Honorary Membership by the Executive in its absolute discretion in recognition of a special contribution to the Club in any particular year (whether by way of sponsorship or otherwise). Honorary membership shall be for one (1) year only (but shall be renewable at the discretion of the Executive). The number of Honorary Members shall not exceed five percent (5%) of the total membership of the Club. Honorary membership shall afford the member all the privileges and rights that an Ordinary Senior member enjoys, without payment of fee.

7.2 **Associate Member**

An **Associate Member** is a person who does not have voting rights and Associate membership may be granted at the Executive's absolute discretion.

7.3 **Life Member**

A **Life Member** is an individual person honoured for praiseworthy services to the Club after recommendation by the Executive and election as a Life Member by resolution at an AGM passed by a two third (2/3<sup>rd</sup>) majority of those present and voting. A Life Member shall have all the rights and privileges than an Ordinary Senior member enjoys and shall be subject to all the duties of an Ordinary Senior member except those of paying subscription fees. All Life Members current at the time of registration of these replacement rules, shall continue to be Life Members under these Rules.

7.4 **Trustee**

A **Trustee** is an individual person of good character and with not less than five (5) previous years membership of the Club that has been nominated by the members or the Executive and approved at a two-thirds (2/3<sup>rd</sup>) majority at an AGM, provided that his or her training qualifications, knowledge and experience shall equip him or her to promote and conserve the interests of the Club and further its aims and objectives. There shall be six (6) Trustees and each Trustee shall hold office for three (3) years. At each AGM the two (2) Trustees longest in office shall retire (but shall be eligible for re-nomination) and thereafter the remaining Trustees shall retire in rotation (but shall be eligible for re-nomination).

**8. APPLICATIONS FOR MEMBERSHIP**

8.1 An application for membership (other than Life Membership, Honorary Membership or Trustee) of the Club shall be:-

- (a) Made in writing (in such a form as shall be prescribed by the Executive from time to time) and shall specify the class of membership sought, and
- (b) Lodged with the Secretary of the Club.

8.2 Membership applications shall be considered by the Executive who may reject membership applications in its absolute discretion and/or request to interview an applicant after which it may accept or reject the applicant in its absolute discretion, but subject to the provisions of the general law of New Zealand;

8.3 The Secretary shall advise the applicant of the Executive's decision, and where an applicant has been approved, the Secretary shall notify the applicant of the details of his, her or its the membership rights, privileges and duties in accordance with these Rules and the Club's Regulations, including the payment of a subscription fee and/or other fees due and payable.

**9. REGISTER OF MEMBERS**

9.1 In addition to the statutory requirements with respect to a Register of Members, the Secretary shall establish and maintain a Register of Members of the Club, specifying the name, street, postal and e-mail address, occupation home, work, mobile and fax numbers of each member of the Club; together with the date on which the person became or resigned as a member; and the class of membership to which each member belongs.

- 9.2 The Register of Members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member of the Club, at any reasonable hour.

## **10. MEMBERSHIP YEAR**

The membership year shall extend from the 1st of April in one year to the 31<sup>st</sup> of March in the following year.

## **11. MEMBERSHIP OBLIGATIONS**

- 11.1 All members (including the Executive) shall promote the interest and objects of the Club.
- 11.2 All members (including the Executive) shall do nothing to bring the Club into disrepute.
- 11.3 All members shall pay the subscription fee and other fees in accordance with these Rules; the subscription fee to be determined in accordance with Rule 17.3 shall be due and payable by the members of the classes to which it applies, on the 1st day of April in each year.
- 11.4 All members shall notify the Secretary of any change in contact details.
- 11.5 Each member shall be responsible to regularly check the Club's web-site in order to obtain updated information regarding, or from the Club.

## **12. CESSATION AND RE-ADMISSION OF MEMBERS**

- 12.1 A member ceases to be a member of the Club if the member;-
- (a) dies,
  - (b) resigns his, her or its membership at any time, by notice in writing to the Secretary.
  - (c) fails to pay monies due to the Club in accordance with these Rules;
  - (d) is expelled from the Club (by decision of the Executive if the member ceases to be qualified to be a member including as a result of criminal conviction, bankruptcy or otherwise in the Executive's discretion);

Each such resignation shall take immediate effect provided however that the member resigning shall remain liable to pay the subscription fee, levies and/or other fees to the end of the current membership year or financial year (as the case may be); and shall cease to hold him, her or itself out to be a member of the Club; and shall return all the Club's property and materials (including but not limited to books, manuals and equipment).

## **13. GENERAL MEETINGS**

- 13.1 A General Meeting of the Club shall be held annually not later than the 30<sup>th</sup> of November, for the purpose of electing Officers (including the Executive) Life Members and Trustees, receiving the report of the outgoing Executive, the Treasurer's Report and Balance Sheet, and for transacting any general business of the Club. This meeting shall be called the Annual General Meeting ("AGM") and the time, date and place for an AGM shall be fixed by the Executive.

- 13.2 Special General Meetings (“SGM”) may be called by the Executive or by written requisition to the Secretary, signed by not less than ten (10) members, setting forth the business (remits) for which the meeting is requisition.
- 13.3 Any member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice thereof (and remits) to the Secretary not less than ten (10) clear days before the date of the meeting. The Executive may consider all such notices (and remits) and provide recommendations to members in respect thereof.
- 13.4 Notice of General Meetings shall be given as follows and shall include, the following: The Secretary:-
- 13.4.1 shall place a notice (“the notice”) of the proposed General Meeting on the Club’s web-site (refer to Rule 26); and
  - 13.4.2 shall display the notice on the major notice board(s) located in Club room(s); and
  - 13.4.3 shall place an advertisement (or the notice) in a leading local newspaper (e.g. The Western Leader) which shall include a reference to the web-site; and
  - 13.4.4 shall give the notice at least fourteen (14) clear days prior to the date of the proposed meeting; and
  - 13.4.5 shall include in the notice a request for remits in the case of an AGM (the Secretary may set a date by which such remits are to be received by the Secretary); and
  - 13.4.6 may send the notice by e-mail to members (using members’ e-mail addresses as it appears on the Register of Members).
- 13.5 The election of Officers (including the Executive) shall be conducted as follows:
- 13.5.1 Written nominations for nominees, accompanied by the written consent of each nominee (and supporting information that does not exceed an A4 sheet of paper), shall be received by the Secretary no less than ten (10) clear days before the date of the AGM.
  - 13.5.2 No less than five (5) clear days before the date of the proposed AGM, the Secretary shall place on the Club’s website and display on the major notice board(s) located in Club room(s) all Officer nominations and additional supporting information that may have been supplied to the Secretary by or on behalf of each nominee in support of the nominations and a voting paper listing, if relevant.
  - 13.5.3 Further nominations may be received from the floor at the AGM, provided that such nominees have consented.
  - 13.5.4 Should any position not be filled at the AGM - refer to Rule 17.9.
- 13.6 The failure for any reason of any member to receive notice of a General Meeting shall not invalidate the meeting or its proceedings.



- 13.7 The quorum for General Meetings is as follows:
- (a) Twenty (20) members at an AGM;
  - (b) Fifteen (15) members at a SGM.
- 13.8 A voting member shall be entitled to vote by written proxy (as set out in the Regulations) in favour of another member present at the meeting, but no other proxy voting shall be permitted.
- 13.9 All General Meetings shall be chaired by the Chairperson and in the absence of the Chairperson, the Vice Chairperson or in his or her absence the Chair shall be taken by a member to be nominated and approved by a majority of members present and entitled to vote, at that meeting.

#### **14. VOTING AT GENERAL MEETINGS**

- 14.1 Votes shall be exercised as follows:
- (a) At General Meetings, voting shall be by a show of hands or at the discretion of the Chairman, by poll (or secret ballot).
  - (b) All members entitled to vote (in accordance with Rule 7) will be entitled to vote at a General Meeting and each member shall have only one (1) vote, and the Chairperson shall have a deliberative and casting vote.
  - (c) Unless otherwise required by these Rules, all questions shall be determined by simple majority of those present and voting at the General Meeting.
- 14.2 A resolution passed by the required majority at any General Meeting binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted and/or whether they voted.

#### **15. ELECTION OF OFFICERS (INCLUDING EXECUTIVE)**

- 15.1 The following Officers shall be elected annually at the AGM if vacancies exist:

- (i) Chairperson
- (ii) Vice Chairperson
- (iii) Secretary
- (iv) Treasurer
- (v) Senior Men's Representative
- (vi) Senior Woman's Representative
- (vii) Juniors' Representative
- (viii) Auditor (refer Rule 22)
- (ix) Solicitor (refer Rule 23)

and not less than two (2) other members (elected in accordance with Rules 13.5), who together with the Officers named in (i) to (vii) of this clause, shall comprise the Executive (i.e. nine (9) Executive members).

In addition, the Executive shall have the power to co-opt a maximum of three (3) additional members for a fixed term (refer to Rule 17.2). The Executive shall at no time have more than the maximum of twelve (12) members.

- 15.2 Retiring Officers and members of the Executive shall be eligible for re-election.

- 15.3 All elected (and/or appointed as the case may be) persons holding office shall be deemed to hold office until the next AGM (or earlier by SGM called for the purpose of election of Officers) unless or until any of all of them resign earlier.

## **16. REMOVAL OF OFFICERS**

Any Officer or member of the Executive may be removed by a resolution at a General Meeting of which prior written notice was given in accordance with Rule 13.4 and which is passed by a two-thirds ( $2/3^{\text{rd}}$ ) majority of those present and voting at a General Meeting so held.

## **17. THE EXECUTIVE**

- 17.1 The administration, management and control of the affairs of the Club shall be vested in the Executive who may exercise all powers and do all acts and things which may be exercised or done by the Club and in particular shall convene the AGM of the Club, transact the business and affairs of the Club, and control the finances of the Club.
- 17.2 Pursuant to Rule 15.1 the Executive shall have the power to co-opt a maximum of three (3) additional members for a fixed term.
- 17.3 The annual subscription payable to the Club by members (regarding each category of membership), shall be determined by the Executive (“the subscription fee”) from time to time, that shall not be bound to prescribe a uniform amount applicable to all classes of members.
- 17.4 The Executive may from time to time make and/or amend provided that it is not inconsistent with the Act or these Rules (refer also Rule 4.2 (b)).
- 17.5 The Executive may appoint sub-committees consisting of such person (whether or not members of the Club) and for such purposes as it think fit, including the Judicial Committee, and the following applies.
- (a) Unless otherwise resolved by the Executive the quorum of every sub-committee is half the members of the sub-committee;
  - (b) Any sub-committee shall have power to co-opted additional members; but no sub-committee may delegate any of its powers;
  - (c) Any sub-committee may act by resolution approved by not less than two thirds ( $2/3^{\text{rd}}$ ) of the sub-committee members through a written ballot by mail, facsimile or e-mail.
- 17.6 The Executive shall meet at such time and place as they may decide, or two (2) Executive members shall at all times have power to instruct the Secretary to call together an Executive meeting.
- 17.7 At all meetings of the Executive, five (5) Executive members present, shall form a quorum.
- 17.8 Any member of the Executive who, without sufficient reason in the opinion of the Executive, is absent from three (3) consecutive meetings, shall automatically forfeit his or her position on the Executive.
- 17.9 Should any position not be filled at the AGM or should any vacancy occur on the Executive between the last and the next AGM, such vacancy may be filled by the Executive. The omission to fill such vacancy shall not in any way invalidate the proceedings of any meetings held after such vacancy has occurred, provided however that the Executive has at no time consisted of less than five (5) members.

- 17.10 Where any Officer, including Executive member is either personally interested or concerned directly or indirectly in any transaction with the Club, then the Officer or Executive member shall disclose the nature and extent of the interest to the Executive and if the interest is a personal pecuniary interest as defined in Rule 33, or if the Chairperson so requires, that Office or Executive member shall not take any part in any further discussions of the Executive or of the Club, on that matter.

## **18. THE CHAIRPERSON**

- 18.1 (a) The Chairperson shall attend and preside at all General Meetings and all Executive meetings and shall be entitled to speak on all questions brought before any meeting, and shall have a deliberative and casting vote on all questions.
- (b) The Chairperson shall decide all questions of order and shall enforce a due observance of the Rules and Regulations of the Club.
- 18.2 In the absence of the Chairperson, the Vice Chairperson shall assume the duties and powers of the Chairperson.

## **19. THE SECRETARY**

The Secretary shall convene and attend all General Meetings and all Executive meetings; keep minutes and conduct the correspondence according to directions received from the Chairperson or Executive.

## **20. THE TREASURER**

- 20.1 The Treasurer shall, in the name of the Club, open an account at a bank nominated by the Executive, and all monies received on behalf of the Club, which are not required for immediate use, shall be deposited to such account.
- 20.2 The Treasurer shall submit to the AGM each year, an audited statement of accounts for the financial year ending on 30 September of that year and shall deliver annually to the Registrar a statement containing the particulars and in the form required by the Registrar.
- 20.3 The Treasurer shall keep an up-to-date financial record of all Club members.

## **21. THE TRUSTEES**

- 21.1 At any meeting of the Trustees, four (4) Trustees present shall constitute a quorum.
- 21.2 No resolution or decision of the Trustees shall be valid and binding unless passed on a vote in which at least four (4) Trustees have recorded their vote in favour of the proposal.
- 21.3 The function and role of the Trustees shall be to:-
- (a) approve (in advance) any expenditure, borrowing or the obtaining of credit by the Club for a sum in excess of Fifteen Thousand Dollars (\$15,000.00);

- (b) advise on and approve (in advance) the investment of any funds in excess of Fifteen Thousand Dollars (\$15,000.00);
  - (c) carry out such tasks as may be delegated to it by the Executive; such approval to be exercised by applying the standards of a prudent Trustee as the term is interpreted in accordance with the principles of the Trustee Act 1956.
- 21.4 In the event that the Trustees do not approve expenditure, borrowing, credit or investment in terms of Rule 21.3 the matter shall be referred to and be voted on at a SGM of the Club. The Executive shall not make such expenditure, borrowing, credit or investment unless authorised to do so by a two-thirds (2/3<sup>rd</sup>) majority at that General Meeting.
- 21.5 The Executive shall not be bound by any decision of the Trustees unless such decision has been expressly ratified by the Executive (provided always that if an authorisation in accordance with Rule 21.4 has been made at a General Meeting, the Executive shall be bound by such decision).
- 21.6 Upon the death or resignation of any Trustee or upon a Trustee becoming otherwise ineligible to hold that position by virtue of:-
- disability, bankruptcy, conviction for a criminal offence punishable by a term of not less than six (6) months imprisonment or termination of membership of the Club; or
  - in the event of the number of Trustees falling below six (6) for any other reason;
- the Executive shall appoint a person that would be eligible to be a Trustee in accordance with Rule 7.5 to fill such vacancy and any Trustee so appointed shall hold office until the next AGM of the Club.
- 21.7 Any Trustee who, without sufficient reason in the opinion of the other Trustees, is absent from three (3) consecutive meetings of the Trustees, shall automatically forfeit the position of Trustee and the provisions of clause 13.5 shall take effect as if the Trustee had resigned.

## **22. THE AUDITOR**

A public accountant or a member of the New Zealand Society of Accountants shall be appointed at the AGM who shall examine the Treasurer's Balance Sheet, and all books and accounts relating thereto, and if he or she finds them correct, attach his or her signature thereto.

## **23. THE SOLICITOR**

A Barrister or Solicitor of the High Court of New Zealand holding a current practicing certificate shall be appointed at the AGM for the purpose of providing the Club with pro bono legal advice from time to time provided that the Executive may from time to time in its absolute discretion remunerate the Solicitor in relation to any specific tasks or functions performed by the Solicitor or his or her firm.

## **24. THE JUDICIAL COMMITTEE**

- 24.1 The Executive shall appoint a Judicial Committee of not less than three (3) and not more than five (5) persons to carry out the functions specified in Rule 17.5.
- 24.2 Any member of the Club shall be eligible to be on the Judicial Committee but in making its appointment the Executive shall ensure that persons appointed shall be by virtue of their training, qualifications, experience and knowledge suitably qualified to carry out the functions of the Judicial Committee.
- 24.3 The quorum for a meeting of the Judicial Committee shall be three (3) persons.
- 24.4 The Judicial Committee may adopt such procedures as it deems necessary to ensure that the matters before it are heard fairly, expeditiously and in accordance with the laws of New Zealand and the principles of natural justice and may refer any dispute to mediation if considered appropriate and if such referral is ratified by the Executive.
- 24.5 The Judicial Committee shall have no power to award costs to any party nor to levy fines unless such fines have been specified in the Regulations.

## **25. COMPLAINTS AND DISCIPLINE**

- 25.1 Any complaint about a member shall be lodged in writing with the Secretary, who shall forward it to the Executive.
- 25.2 The Executive may (and shall in the absence of special circumstances) suspend the membership of any member for which a complaint has been lodged with the Secretary; and of any member for non-payment of the subscription fee or any other fees due in accordance with these Rules.
- 25.3 The Executive may refer cases (e.g. where members have been guilty of conduct either in or out of the Club premises which is or is likely to be prejudicial to the character or interest of the Club) to the Judicial Committee that shall follow the following procedure:
- (a) A meeting of the Judicial Committee shall be convened on a day and at a place fixed by the Executive and of which not less than seven (7) clear days' notice shall be given to Judicial Committee members and to the member whose conduct is under review; specifying the matters in issue and notifying him, her or it to appear.
  - (b) The Judicial Committee shall hear all evidence in respect of the alleged misconduct from the person(s) or their legal representative and shall afford the person(s) concerned every reasonable opportunity to defend their conduct.
  - (c) The Judicial Committee shall, after hearing all evidence and submissions, make a recommendation to the Executive.
- 25.4 The Executive shall meet within ten (10) clear days of receiving the recommendation in accordance with Rule 25.3(c) and no further submissions or representations may be received by the Executive and it shall then decide the matter. The decision of the Executive shall be of immediate effect and shall be final and binding.

25.5 Members whose membership has been terminated pursuant to Rule 25 shall be deprived of the rights and privileges of membership, without releasing them from any liability to the Club. If they are later found on the Club's premises, they shall be deemed to be trespassing and may be liable to prosecution.

**26. WEB-SITE**

26.1 The Club shall establish and maintain a web-site that shall be the principal means of communicating information to its members.

26.2 A copy of the Club's current Rules (together with any amendments) shall be placed on the web-site and a copy of the current Regulations may be placed on the web-site.

26.3 All notices to members in accordance with these Rules will be placed on the web-site and it shall be each member's responsibility to regularly check the web-site in order to obtain updated information regarding or from the Club.

**27. NOTICES**

Any notice required to be given in accordance with these Rules, shall be deemed to have been properly given to all members if it was given in accordance with Rule 13.4.

**28. CLUB FINANCIAL YEAR**

The Club's Financial Year shall extend from 1 October in one year to 30 September of the following year.

**29. EXECUTION OF DOCUMENTS**

29.1 Where a document is not required by statute to be executed under common seal, the Chairperson or in his or her absence, the Vice Chairperson and either the Secretary or another member of the Executive, shall sign on behalf of the Club.

29.2 The Common Seal (if required by law) shall be in the custody of the Secretary and shall be affixed in the presence of the Chairperson and the Secretary, under authority and direction of the Executive.

**30. CONTROL OF ASSETS**

The Chairperson, Secretary and Treasurer shall be joint custodians of the Club's equipment and chattels except the playing gear, which shall be in the care of the Executive.

**31. AFFILIATION**

The Club shall affiliate with New Zealand Football Incorporated and may affiliate with such other body or organization established to promote the game of Soccer or any sporting activity whether or not of a type similar to Soccer, which in the view of the Executive, is desirable to become affiliated with.

**32. INDEMNITY**

- 32.1 No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 32.2 The Officers and member of the Executive shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of the deliberate default.

**33. PECUNIARY PROFIT / RESTRICTIONS ON POWERS**

- 33.1 The Club shall not and nothing expressed or implied in these Rules shall permit the activities of the Club to be carried on for the personal pecuniary profit of any Officer, Executive member, member or associated person of the Club or associated person of such Officer, Executive member, member or associated person, nor shall any distribution, whether by way of money, property or otherwise be made to any such Officer, Executive member, member or associated person except where the income benefit or advantage is derived from:-
- (a) Services provided to the Club rendered in the course of business and charged at no greater than current market rates, or
  - (b) Interest on money lent at no greater than current market rates.
  - (c) The payment of prize money to members in relation to games results so long as the payment does not disentitle the receiving member from having the status of an amateur sports person.
- 33.2 For the purpose of Rule 33.1 such Officer, Executive member, member or associated person shall be deemed to derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent, leased or sold to such person at less than current commercial rates having regard to the nature and terms of the transaction.
- 33.3 For the purposes of Rules 33 and 17.10 such Officer, Executive member, member or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:-
- (a) Is a shareholder or director of any company which is party to the transaction, or
  - (b) Is a settlor or trustee of a trust or a shareholder of a company which is party to such a transaction.
- 33.4 For the purposes of Rules 33 and 17.10 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 1994.

**34. ALTERATIONS OF RULES**

- 34.1 These Rules may be amended or replaced by resolution of any General Meeting passed by two thirds (2/3<sup>rd</sup>) majority of those members present and voting.
- 34.2 A motion of the proposed amendments or replacement set of Rules shall be included in the notice of the General Meeting in accordance with Rule 13.4
- 34.3 No alteration, addition, amendment and or replacement of these Rules shall be registered without the approval of the IRD if it effects the Pecuniary Profit Rule (Rule 33) or the Liquidation Rule (Rule 35).

**35. LIQUIDATION**

- 35.1 A General Meeting shall be called to discuss any proposal to liquidate. Such resolution shall be confirmed at a subsequent General Meeting, called together for that purpose, and held not earlier than thirty (30) days after the date on which the resolution, so to confirmed, was passed and/or the Club may be liquidated under the provisions of the Incorporated Societies Act 1908.
- 35.2 In the event that the Club is liquidated then all the residue of its property and assets, after meeting all its debts and liabilities shall be divided between such charitable organisations, which operate wholly or partially in West Auckland and whose objects include the promotion of Soccer in that region, as New Zealand Football Incorporated in its absolute discretion determines.