



**BAY OLYMPIC FOOTBALL AND SPORTS
ASSOCIATION INCORPORATED**

CONSTITUTION

CONTENTS

1.	DEFINITIONS AND INTERPRETATION.....	1
2.	CLUB DETAILS.....	2
3.	OBJECTIVES AND PURPOSES	3
4.	POWERS AND CAPACITY	4
5.	MEMBERSHIP.....	4
6.	CLASSES OF MEMBERSHIP	5
7.	APPLICATIONS FOR MEMBERSHIP.....	7
8.	REGISTER OF MEMBERS	7
9.	MEMBERSHIP YEAR	7
10.	MEMBERSHIP OBLIGATIONS	8
11.	CESSATION AND RE-ADMISSION OF MEMBERS	8
12.	GENERAL MEETINGS	8
13.	VOTING AT GENERAL MEETINGS	10
14.	ELECTION OF OFFICERS (INCLUDING EXECUTIVE).....	11
15.	REMOVAL OF OFFICERS.....	12
16.	THE EXECUTIVE	12
17.	THE CHAIRPERSON	14
18.	THE SECRETARY	14
19.	THE TREASURER	14
20.	THE GUARDIANS.....	14
21.	THE AUDITOR.....	15
22.	THE LAWYER.....	16
23.	THE JUDICIAL COMMITTEE.....	16
24.	DISPUTE RESOLUTION	16
25.	WEBSITE	18
26.	NOTICES	19
27.	CLUB FINANCIAL YEAR	19
28.	EXECUTION OF DOCUMENTS.....	19
29.	CONTROL OF ASSETS.....	19
30.	AFFILIATION.....	19
31.	INDEMNITY.....	19
32.	PECUNIARY PROFIT / RESTRICTIONS ON POWERS.....	19
33.	ALTERATIONS OF RULES	20
34.	LIQUIDATION.....	20

CONSTITUTION OF BAY OLYMPIC FOOTBALL AND SPORTS ASSOCIATION INCORPORATED

(“the Club”)

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution, except insofar as the context or subject matters otherwise indicates or requires:

“Act” means the Incorporated Societies Act 2022 and any amendment thereof and any Regulations made under that Act.

“Chairperson” means the person who is at any particular time the chair person of a meeting in accordance with this Constitution (and elected in accordance with Rule 14.1 and having duties as set out in Rule 17).

“Club” means Bay Olympic Football and Sports Association Incorporated.

"Constitution" means this Constitution and "Rule" means a particular Rule within this Constitution.

"Contact person" means a person nominated by the Club pursuant to s.113 of the Act.

“Executive” means the executive committee of the Club in accordance with this Constitution (as elected in accordance with Rule 14.1 and generally in accordance with Rule 16).

"Federation" means the Northern Regional Federation of NZ Football.

“FIFA” means the Federation Internationale de Football Association.

"Financial Year" means 1 October to 30 September in the following year in accordance with Rule 27.

"Football" means the term also known as "Association Football" as governed internationally by FIFA and, colloquially, as "soccer".

“Guardians” means the six (6) persons appointed in accordance with Rule 6.6 and acting pursuant to Rule 20 and this Constitution generally.

“General Meetings” means any meeting of the Club that has been called for in accordance with Rule 12.

"Interested" has the meaning given in section 62 of the Act.

“Judicial Committee” means the judicial committee of the Club established pursuant to Rule 23.

"Matter" has the meaning given in section 62(4) of the Act.

"Member" means each person who for the time being is a member of the Club and includes all classes of members described in Rules 6.1 – 6.6.

"Membership Year" means 1 January to 31 December of each year in accordance with Rule 9.

"Officer" means the persons elected in accordance with Rule 14.1 and includes the members of the Executive.

"Regulations" means all regulations, including by-laws and policies made under these Rules.

"Resolution" – Ordinary Resolution means a resolution passed by a majority of votes cast. "Special Resolution" means a resolution passed by a 75% majority of votes cast.

"Secretary" means the person appointed in accordance with Rule 14.1 and holding office under these Rules as Secretary of the Club.

"Subscription Fee" means the annual subscription payable to the Club by members as determined by the Executive pursuant to Rule 16.4.

"Working Day" has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Auckland.

1.2 In this Constitution:

- (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.

1.3 If at any time any matter arises which is not provided for in this Constitution or in the interpretation of this Constitution, the same shall be determined where appropriate by the Executive whose decision is final.

2. CLUB DETAILS

2.1 NAME

The Club constituted by these Rules shall be named the "**BAY OLYMPIC FOOTBALL AND SPORTS ASSOCIATION INCORPORATED**" and shall be an Incorporated Society pursuant to the provisions of the Incorporated Societies Act 2022.

2.2 REGISTERED OFFICE

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

2.3 CHARITABLE STATUS

The Club is registered as a charitable entity under the Charities Act 2005 (currently as of 30 June 2008).

3. OBJECTIVES AND PURPOSES

3.1 The objects of the Club are to:

- (a) Promote, develop, foster and administer the playing of Football in Auckland but specifically in the West Auckland region, substantially or primarily as an amateur game or sport.
- (b) Provide facilities for members to play Football in Auckland but specifically in the West Auckland region, (including but not limited to Club houses, fields and stadium(s)).
- (c) Promote opportunities and facilities to enable, assist and enhance participation in enjoyment of Football.
- (d) Foster and develop other amateur sports that are beneficial to the Club and provide recreation for members.
- (e) Lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in Football.
- (f) Represent and promote the interests of members of the Club.
- (g) Do any act or thing incidental or conducive to attaining the above objects.
- (h) Protect the integrity of Football and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance.

3.2 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 any of the objects as set out in this Rule.

4. POWERS AND CAPACITY

- 4.1 The Club has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act or enter into any transaction subject to this Constitution, the Act, any other legislation and the general law.
- 4.2 In particular, and in addition to any powers conferred by statute, the Club:
- (a) May use its funds to pay the cost and expenses of furthering or carrying out its objects, and for that purpose may employ people as expedient provided always, payment for services rendered does not exceed the current market rate for such services.
 - (b) 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 objects as may seem expedient, and as is proper.
 - (c) Subject to Rule 20.4, may invest in any investment approved at a General Meeting pursuant to Rule 20.5.
 - (d) Has 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 at the General Meeting (for which notice was given to all members in accordance with this Constitution).
 - (e) 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.
 - (f) 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.
 - (g) Notwithstanding any other provision, the Club must not expend any money:
 - (i) Other than to further purposes recognised by law; nor
 - (ii) For the sole personal or individual benefit/pecuniary interest of any member.

5. MEMBERSHIP

- 5.1 Membership of the Club shall be open to all persons interested in Football and all other sporting activities whether or not of a type similar to Football and any related activity as well as their spouses and children and who consent to become a Member of the Club.

- 5.2 An application to become a Member must be in the form required by the Executive. All applications shall be considered by the Executive which may accept or decline an application in its absolute discretion.
- 5.3 A person becomes a member when their application has been accepted by the Executive and they have satisfied any other pre-conditions (including the payment of any required membership fees).
- 5.4 A person or entity consents to becoming a Member of the Club by submitting an application to the Club unless otherwise specified in this Constitution.
- 5.5 Minimum number of Members: The Club must maintain the minimum number of Members (10) as required by the Act.

6. CLASSES OF MEMBERSHIP

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

6.1 **Members:** The Members of the Club are:-

- (a) **Senior player membership:** Any person 18 years of age or over will enjoy full privileges of the Club, entitlement to play on a senior Club team and have full voting rights (a **Senior Player Member**).
- (b) **Non-player membership:** Any person 18 years of age or over who is elected or appointed as an Executive Board Member or Committee Member, a junior/youth grade coordinator, coach or manager of the Club will be entitled to non-player membership upon election or appointment to their position for one membership year (a **Non-Player Member**). Non-Player Members will enjoy full privileges of the Club and have full voting rights.
- (c) **Junior/youth player membership:** Any person below 18 years of age on the first of January of any membership year shall enjoy full privileges of the Club, entitlement to play on a junior/youth Club team but will not have the right to personally vote or hold office or take part in the business procedures or official meetings of the Club (a **Junior/Youth Player Member**).
- (d) **Parental membership:** Any person who is a parent or guardian (as defined in the Care of Children Act 2004) of a Junior/Youth Player Member will be entitled to parental membership upon payment of their child's Annual Subscription for one membership year (a **Parental Member**). A Parental Member will enjoy full privileges of the Club and have the right to one vote per family (regardless of the number of children playing at the Club).
- (e) Any other categories of member as the Executive Board determines at its sole discretion, from time to time.

6.2 **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.

6.3 **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.

6.4 **Social Member**

A **Social Member** is a person who does not have voting rights and Social membership may be granted at the Executive's absolute discretion upon payment of the prescribed fee.

6.5 **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 (2/3rd) 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 this Constitution.

6.6 **Guardian**

A **Guardian** is an individual person of good character and with not less than five (5) previous years membership of the Club who has been nominated by the members or the Executive and approved at a two-thirds (2/3rd) 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) Guardians and each Guardian shall hold office for three (3) years. Forthwith upon the conclusion of the AGM the Guardians shall confer and appoint one of their number to be Chair of the Guardians and that person shall hold the position until the conclusion of the next AGM. The Chair of the Guardians or such other Guardian nominated by the Chair of Guardians shall be entitled to attend and speak at any meeting of the Executive but shall have no voting rights. At each AGM the two (2) Guardians longest in office shall retire (but

shall be eligible for re-nomination) and thereafter the remaining Guardians shall retire in rotation (but shall be eligible for re-nomination).

7. APPLICATIONS FOR MEMBERSHIP

- 7.1 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.
- 7.2 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.
- 7.3 Any person who has unpaid or outstanding fees due to the Club is not eligible for Membership.
- 7.4 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 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.

8. REGISTER OF MEMBERS

- 8.1 In addition to the statutory requirements with respect to a Register of Members, the Secretary shall establish, maintain and keep up to date a Register of Members of the Club, specifying the name, street, postal and e-mail address, and phone number 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.
- 8.2 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.

9. MEMBERSHIP YEAR

The membership year shall extend from the 1st of January in one year to the 31st of December in that year.

10. MEMBERSHIP OBLIGATIONS

- 10.1 All members (including the Executive) shall promote the interest and objects of the Club.
- 10.2 Members (including the Executive) shall do nothing to bring the Club into disrepute.
- 10.3 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 16.4 shall be due and payable by the members of the classes to which it applies, on the 1st day of April in each year.
- 10.4 All members shall notify the Secretary of any change in contact details.
- 10.5 Each member is responsible for regularly check the Club's website in order to obtain updated information regarding, or from, the Club.

11. CESSATION AND RE-ADMISSION OF MEMBERS

- 11.1 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 takes immediate effect provided however that the member resigning remains 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).

12. GENERAL MEETINGS

- 12.1 A General Meeting of the Club shall be held annually not later than the 30th of November, for the purpose of electing Officers (including the Executive) Life Members and Guardians, 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 the AGM shall be fixed by the Executive.

- 12.2 **Special General Meetings** (“SGM”) may be called by the Executive or by written request to the Secretary, signed by not less than ten (10) members, setting forth the business for which the meeting is called.
- 12.3 Any member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice to the Secretary not less than ten (10) days before the date of the meeting. The Executive may consider all such notices and provide recommendations to members in respect thereof.
- 12.4 Notice of General Meetings shall be given as follows:
- The Secretary:-
- 12.4.1 must place a notice (“the notice”) of the proposed General Meeting on the Club’s website (refer to Rule 25); and
- 12.4.2 must display the notice on any major notice board(s) located in the Club room(s); and
- 12.4.3 must give the notice at least fourteen (14) days prior to the date of the proposed meeting; and
- 12.4.4 must 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
- 12.4.5 may send the notice by e-mail to members (using members’ e-mail addresses as it appears on the Register of Members).
- 12.5 **Notice of Agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least seven days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
- 12.6 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee’s presentation of the following information during the most recently completed accounting period:
 - (i) the Chair’s report;
 - (ii) the annual financial statements;
 - (iii) the auditor’s report to members on the financial statements audited by a qualified auditor or the review report of the financial statements;
 - (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the matters, or types of matters, to which those disclosures relate);
 - (c) the election of any Committee Members;

- (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 12.7 The election of Officers (including the Executive) shall be conducted as follows:
- 12.7.1 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) days before the date of the AGM.
 - 12.7.2 No less than five (5) 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.
 - 12.7.3 Further nominations may be received from the floor at the AGM, provided that such nominees have consented.
 - 12.7.4 Should any position not be filled at the AGM - refer to Rule 16.12.
- 12.8 The failure for any reason of any member to receive notice of a General Meeting shall not invalidate the meeting or its proceedings.
- 12.9 The quorum for General Meetings is as follows:
- (a) Twenty (20) members at an AGM;
 - (b) Fifteen (15) members at a SGM.
- 12.10 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.
- 12.11 All General Meetings shall be chaired by the Chairperson and in the absence of the Chairperson, the Deputy 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.

13. VOTING AT GENERAL MEETINGS

- 13.1 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 6) 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 this Constitution, all questions shall be determined by simple majority of those present and voting at the General Meeting.

13.2 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.

14. ELECTION OF OFFICERS (INCLUDING EXECUTIVE)

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

- (i) Chairperson
- (ii) Deputy Chairperson
- (iii) Secretary
- (iv) Treasurer

and not less than five (5) other members, who together with the Officers named in (i) to (iv) of this Rule, shall comprised 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 16.3). The Executive shall at no time comprise more than twelve (12) members.

14.2 The Executive shall at the first meeting following the AGM appoint, from the elected or co-opted members, persons to take particular responsibility for the following:

- (a) The Senior Men.
- (b) The Senior Women.
- (c) The Juniors (not less than two).

14.3 Qualification: Every Committee Member must, in writing:

- (a) Consent to be a Committee Member; and
- (b) Certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act or under section 36B of the Charities Act 2005.

14.4 Disqualification: The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is an employee of, or independent contractor to, the Club (except for a person who is a casual employee).
- (b) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act or under section 36B of the Charities Act 2005.
- (c) A person who has been removed as a Committee Member following a process under this Constitution or any Regulation.

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

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

14.6 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.

15. 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 12.4 and which is passed by a two-thirds (2/3rd) majority of those present and voting at a General Meeting so held.

16. THE EXECUTIVE

16.1 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.

16.2 The funds and property of the Club are controlled, invested and disposed of by the Executive subject to the provisions of this Constitution and shall be devoted solely to the furtherance and promotion of the objectives of the Club.

16.3 Pursuant to Rule 14.1 the Executive shall have the power to co-opt a maximum of three (3) additional members for a fixed term.

16.4 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.

- 16.5 The Executive may appoint sub-committees consisting of such persons (whether or not members of the Club) and for such purposes as it think fit, 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 then two thirds (2/3rd) of the sub-committee members through a written ballot by mail or e-mail.
- 16.6 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.
- 16.7 Meeting Procedure: Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 16.8 At all meetings of the Executive, five (5) Executive members present, shall form a quorum.
- 16.9 Voting: Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair has the casting vote.
- 16.10 Resolution in writing: A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.
- 16.11 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.
- 16.12 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 then five (5) members.
- 16.13 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 31, 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.

17. THE CHAIRPERSON

- 17.1 (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.
- 17.2 In the absence of the Chairperson, the Deputy Chairperson shall assume the duties and powers of the Chairperson.

18. THE SECRETARY

The Secretary shall convene and attend all General Meetings and all Executive meetings; ensure minutes are kept and that all correspondence is conducted according to directions received from the Chairperson or Executive.

19. THE TREASURER

- 19.1 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.
- 19.2 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.
- 19.3 The Treasurer shall keep an up-to-date financial record of all Club members.

20. THE GUARDIANS

- 20.1 The Guardians shall meet not less than quarterly at a time, date and venue to be determined by the Chair of the Guardians and at such other times as may be required.
- 20.2 At any meeting of the Guardians, four (4) Guardians present shall constitute a quorum.
- 20.3 No resolution or decision of the Guardians shall be valid and binding unless passed on a vote in which at least four (4) Guardians have recorded their vote in favour of the proposal.

- 20.4 The function and role of the Guardians shall be to:-
- (a) approve (in advance) any expenditure, borrowing or the obtaining of credit by the Club for a sum in excess of Twenty Thousand Dollars (\$20,000.00);
 - (b) advise on and approve (in advance) the investment of any funds in excess of Twenty Thousand Dollars (\$20,000.00);
 - (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 Guardian as the term is interpreted in accordance with the principles of the Trust Act 2019.
 - (d) review prior to the Executive's approval the Club's annual budget.
- 20.5 In the event that the Guardians do not approve expenditure, borrowing, credit or investment in terms of Rule 20.4 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 (2/3rd) majority at that General Meeting.
- 20.6 The Executive shall not be bound by any decision of the Guardians unless such decision has been expressly ratified by the Executive (provided always that if an authorisation in accordance with Rule 20.5 has been made at a General Meeting, the Executive shall be bound by such decision).
- 20.7 Upon the death or resignation of any Guardian or upon a Guardian 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 Guardians falling below six (6) for any other reason;
- the Executive shall appoint a person who would be eligible to be a Guardian in accordance with Rule 6.6 to fill such vacancy and any Guardian so appointed shall hold office until the next AGM of the Club.
- 20.8 Any Guardian who, without sufficient reason in the opinion of the other Guardians, is absent from three (3) consecutive meetings of the Guardians, shall automatically forfeit the position of Guardian.

21. 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.

22. THE LAWYER

A Barrister or Solicitor of the High Court of New Zealand ("the lawyer") 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 Lawyer in relation to any specific tasks or functions performed by the Lawyer or his or her firm.

23. THE JUDICIAL COMMITTEE

- 23.1 At the first meeting following the AGM the Executive shall appoint a Judicial Committee of not less than three (3) and not more than five (5) persons.
- 23.2 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.
- 23.3 The quorum for a meeting of the Judicial Committee shall be three (3) persons.
- 23.4 The Judicial Committee may refer any dispute to mediation if considered appropriate and if such referral is ratified by the Executive.
- 23.5 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.

24. DISPUTE RESOLUTION

- 24.1 Any complaint about a member, shall be lodged in writing with the Secretary, who shall forward it to the Executive.
- 24.2 The written complaint shall set out the allegation, who it relates to and provide sufficient supporting details in order for the Committee to be properly advised
- 24.3 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.
- 24.4 The Committee has the power to use any or a combination of the below mechanisms, where relevant and applicable when resolving a dispute:
 - (a) Investigate and determine the matter as set out in Rule 24.5;

- (b) Refer the matter to the Judicial Committee;
- (c) Refer to the matter to the Federation;
- (d) Rely on the relevant Federation and / or NZF Statutes, constitutions, regulations, policies, procedures or guidelines to determine a matter, this may include but is not limited to use of the NZF Disciplinary Code, the NZF Code of Conduct and the NZF Code of Ethics and the relevant Regional Association Disciplinary and Ethics Committee.

24.5 In the event the Committee investigates and / or determines a matter under 24.4(a) the following principles and procedures shall be adhered to:

- (a) The Committee in the first instance shall determine whether the complaint is frivolous, vexatious or otherwise without merit before investigating or determining a complaint.
- (b) No reasons need to be given by the Committee for a determination to proceed or not with a complaint .
- (c) Unless otherwise required by the [Federation], the Committee shall the power to conduct and regulate the proceedings as it sees fit having regard to the principles of natural justice, the circumstance of the complaint and these dispute provisions.
- (d) The standard of proof shall be on the balance of probabilities and rest with the complainant.
- (e) A person who makes a complaint has a right to be heard either in writing, or at an oral hearing or both as determined by the Committee.
- (f) A person who is the subject of the allegations or complaint, has a right to be heard either in writing, or at an oral hearing or both as determined by the Committee.
- (g) The Committee will investigate and resolve disputes in a fair and efficient manner.
- (h) The committee may refer the complaint to an external person for the purposes of conducting an independent investigation and / or decision making.
- (i) Any member of the Committee who is empowered to investigate or determine a complaint must be impartial and able to consider the matter without a predetermined view. If two or more other Committee Members on reasonable grounds believe that the chosen Committee Member may not be impartial, shall refer the matter to another Committee Member or external person for investigation and decision making.

- 24.6 In the event that the Committee elects to refer a case under Rule 24.4(b) above (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, the Judicial Committee must 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 in accordance with natural justice principles, 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.
- 24.7 The Executive shall meet within ten (10) days of receiving the recommendation in accordance with Rule 24.6(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.
- 24.8 Members whose membership has been terminated pursuant to Rule 24.7 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.

25. WEBSITE

- 25.1 The Club shall establish and maintain a website that shall be the principal means of communicating information to its members.
- 25.2 A copy of the Club's current Rules (together with any amendments) shall be placed on the website and a copy of the current Regulations may be placed on the website.
- 25.3 All notices to members in accordance with these Rules will be placed on the website and it shall be each member's responsibility to regularly check the website in order to obtain updated information regarding or from the Club.

26. NOTICES

Any notice required to be given in accordance with this Constitution, shall be deemed to have been properly given to all members if it was given in accordance with Rule 12.4.

27. CLUB FINANCIAL YEAR

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

28. EXECUTION OF DOCUMENTS

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

29. 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.

30. 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 Football or any sporting activity whether or not of a type similar to Football, which in the view of the Executive, is desirable to become affiliated with.

31. INDEMNITY

31.1 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.

31.2 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.

32. PECUNIARY PROFIT / RESTRICTIONS ON POWERS

32.1 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.

32.2 For the purpose of Rule 32.1 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.

32.3 For the purposes of Rules 32 and 16.13 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.

32.4 For the purposes of Rules 32 and 16.13 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 1994.

33. ALTERATIONS OF RULES

33.1 This Constitution may be amended or replaced by resolution of any General Meeting passed by two thirds (2/3rd) majority of those members present and voting.

33.2 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 12.4.

33.3 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 32) or the Liquidation Rule (Rule 34).

34. LIQUIDATION

34.1 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 2022.

- 34.2 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 non-profit organisations, which operate wholly or partially in West Auckland and whose objects include the promotion of Football in that region, as New Zealand Football Incorporated in its absolute discretion determines.