



NORTH HARBOUR HOCKEY ASSOCIATION CONSTITUTION

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1. NAME

The name of the incorporated society to which this constitution relates is the “North Harbour Hockey Association Incorporated”.

2. DEFINITIONS AND INTERPRETATION

2.1 **Definitions:** In this constitution, unless the context indicates otherwise:

Act means the Incorporated Societies Act 1908;

Affiliated Division means an affiliated club, school or other division (whether incorporated or not) which participates in or contributes to the sport of hockey in the North Harbour region, and which is duly authorised in terms of this constitution and approved by the Board to be affiliated to NHHA;

AGM (or **Annual General Meeting**) has the meaning given to that term in clause 14.1;

Annual Financial Statements has the meaning given to that term in clause 21;

Annual Report has the meaning given to that term in clause 23;

Appointed Board Member has the meaning given to that term in clause 15.2(a)(ii);

Auditor has the meaning given to that term in clause 9.2;

Business Day means any day other than a Saturday, Sunday or statutory public holiday in Auckland (excluding any day which falls in the period from and including 21 December in any year up to and including 10 January in the following year);

Board means the Board Members, acting together as the board of NHHA;

Board Chair has the meaning given to that term in clause 17.2;

Board Member means any Elected Board Member and any Appointed Board Member, in terms of clause 15.2;

Bylaw has the meaning given to that term in clause 3.2;

Chief Executive or **CEO** means such person appointed by the Board as chief executive officer (or equivalent office holder) of NHHA;

Clubs has the meaning given to that term in clause 19.1(a);

Division AGM has the meaning given to that term in clause 19.3;

Division General Meeting has the meaning given to that term in clause 19.3;

Division SGM has the meaning given to that term in clause 19.3;

Elected Board Member has the meaning given to that term in clause 15.2(a)(i);

Executive Committee has the meaning given to that term in clause 19.2;

Financial Year means the financial year of NHHA as referred to in clause 21.1;

General Meeting means an AGM or SGM;

GM Chairperson has the meaning given to that term in clause 14.5;

Hockey NZ means Hockey New Zealand Incorporated (or its successor);

Life Member has the meaning given to that term in clause 8.1 (and **Life Membership** shall be construed accordingly);

NHHA Member has the meaning given to that term in clause 7.1 (and **NHHA Membership** will be construed accordingly);

North Harbour Hockey or **NHHA** means North Harbour Hockey Association Incorporated;

Officer has the meaning given to that term in clause 9.1;

Ordinary Resolution means a resolution passed by a majority of eligible votes cast;

President means the person elected as such under clause 18;

Schools has the meaning given to that term in clause 19.1(b);

SGM (or **Special General Meeting**) has the meaning given to that term in clause 14.2;

Special Resolution means a resolution passed by at least 75% of eligible votes cast; and

Standing Order has the meaning given to that term in clause 3.2.

2.2 **Interpretation:** In this constitution, unless the context indicates otherwise:

- (a) Headings: clause and other headings are for ease of reference only and will not affect the interpretation of this constitution;
- (b) Persons: references to a person include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity;
- (c) Plural and Singular: references to the singular include the plural and vice versa;
- (d) Clauses: references to clauses are to clauses in this constitution;
- (e) Statutory Provisions: references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory provision which amends or replaces it, and any by law, regulation, order, statutory instrument, determination or subordinate legislation made under it;
- (f) Inclusive Expressions: the term includes or including (or any similar expression) is deemed to be followed by the words "without limitation"; and

- (g) Documents: references to any document (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form.

3. STRUCTURE OF NORTH HARBOUR HOCKEY ASSOCIATION

- 3.1 The NHHA affairs shall be managed by a Board who may delegate the day to day management of NHHA, including to the CEO.
- 3.2 Affiliated Divisions as provided for in this constitution shall be established, and their operations conducted in accordance with this constitution, any Standing Orders and Bylaws. NHHA shall draft proposed standing orders and bylaws for each Affiliated Division for its approval and submission to the Board for acceptance (such accepted standing orders and bylaws being referred to herein as the **Standing Orders** and the **Bylaws**). Each Affiliated Division shall administer its own area of responsibility through elected committees.
- 3.3 Other paid staff may be employed by NHHA and will report to the CEO to whom they will be responsible for designated duties.
- 3.4 NHHA shall be affiliated to Hockey NZ.

4. OBJECTS OF NORTH HARBOUR HOCKEY ASSOCIATION

- 4.1 The objects of North Harbour Hockey are:
 - (a) to control, develop, foster and regulate all aspects of the game of hockey throughout the NHHA's jurisdiction for all persons and to contribute towards the advancement of the game throughout New Zealand; and
 - (b) to provide and manage playing and other facilities for hockey.

5. POWERS OF NORTH HARBOUR HOCKEY ASSOCIATION

- 5.1 NHHA has the power, subject to this constitution and as best determined by the Board, to:
 - (a) purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - (b) control and raise money including borrow, invest, loan or advance money and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
 - (c) sell, lease, mortgage, charge or otherwise dispose of any property of NHHA and grant such rights and privileges over such property as it considers appropriate;

- (d) determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, central and government funding, community funding or otherwise;
- (e) produce, develop, create, license and otherwise exploit, use and protect the intellectual property of NHHA;
- (f) make, alter, rescind and enforce this constitution, and any rules, regulations, policies and procedures for the governance, management and operations of NHHA;
- (g) determine, implement and enforce disciplinary, disputes and appeal procedures, including any related rules, regulations and policies, and conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) consider and settle disputes between NHHA Members relating to matters involving NHHA;
- (i) determine who is eligible for NHHA Membership and withdraw, suspend or terminate NHHA Membership;
- (j) enter into, manage and terminate contracts or other arrangements with employees, sponsors, NHHA Members and other persons;
- (k) make, alter, rescind and enforce rules of competition;
- (l) organise and control competitions, events and programmes;
- (m) select representative teams and squads;
- (n) delegate appropriate powers to any person, committee, or sub-committee; and
- (o) do any other acts or things which are incidental or conducive to the attainment of the Objects above.

6. ALTERATION OR REPLACEMENT OF CONSTITUTION

The constitution of NHHA may be altered or replaced only by a Special Resolution, passed at a General Meeting.

7. MEMBERSHIP

7.1 Subject to clauses 7.3 and 11, the membership of NHHA shall consist of:

- (a) each Officer of the NHHA;
- (b) each Board Member;
- (c) each Life Member;
- (d) each Honorary Member;
- (e) each paid up financial member of an Affiliated Division,

and each such person listed in clauses 7.1(a) to 7.1(e) inclusive shall be an **NHHA Member**.

- 7.2 Employees of or contractors to NHHA are not, by virtue of their status as such, Members (although they may be Members in any other capacity referred to in clause 7.1).
- 7.3 Every member of an Affiliated Division shall cease to be an NHHA Member when such Affiliated Division ceases to be affiliated. Any NHHA Member may resign from membership thereof by giving notice in writing to the CEO.
- 7.4 The Board may determine from time to time any rights or restrictions that may apply to any Affiliated Division or its members in relation to hockey competitions and activities within the area of NHHA's responsibility.

8. LIFE MEMBERS

- 8.1 **Appointment:** A life member of NHHA (**Life Member**) may be appointed (following nomination, and approval by the Board, pursuant to clause 8.2) only by a Special Resolution passed at a General Meeting. Once appointed as such, a Life Member will retain that position for life, unless their appointment is revoked by a Special Resolution passed at a General Meeting on the ground that the Life Member has brought, or that their continued Life Membership will or is reasonably likely to bring, NHHA into serious disrepute.
- 8.2 **Nomination:** Any NHHA Member or Affiliated Division may nominate, by written notice given to the Board at least 14 days prior to the General Meeting at which the nomination is to be considered, any person to be a Life Member. The nomination must include details of the nominee's service to the sport of hockey in the North Harbour Region. The Board will approve the nomination only if it is satisfied that the nominee has made a long and outstanding contribution to the sport of hockey in the North Harbour Region.
- 8.3 Life Members shall be entitled to all the privileges of ordinary membership of NHHA, but shall not be liable to pay annual subscription to NHHA.
- 8.4 NHHA shall provide each Life Member with a badge.

9. OFFICERS AND HONORARY MEMBERS

- 9.1 **Officers:** The officers of NHHA (**Officers**) shall be:
 - (a) the President,
 - (b) up to seven Board Members, and
 - (c) any number of Honorary Members,

each of whom will be elected at an AGM, or appointed as the case may be, in terms of clause 15.2, for a period which expires upon the election of their respective successors. If there is any vacancy in an Officer's position the Board may appoint a person to fill that role until the next AGM.

- 9.2 **Other Elected Positions:** At each Annual General Meeting the following, who shall not hold office in NHHA, shall be elected:
- (a) an honorary solicitor of NHHA (**Solicitor**); and
 - (b) an honorary auditor of NHHA (**Auditor**).
- 9.3 **Auditor:** The annual financial statements of NHHA will be audited by the Auditor who must be a chartered accountant independent of any connection with the administration or governance of NHHA. The Board will have power to fill any temporary vacancy in the office of Auditor. The Auditor will be paid such fees as may be fixed from time to time by the Board.

10. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 10.1 **Membership Rights:** NHHA Members are entitled to all rights, entitlements, and privileges of NHHA Membership conferred by this constitution and by law, subject to any contrary provisions in this constitution.
- 10.2 **Membership Obligations:**
- (a) NHHA Members are bound by this constitution and by any regulations, codes of conduct, policies and procedures (however described) of NHHA.
 - (b) In order to receive or continue to receive NHHA Membership entitlements, NHHA Members must meet all relevant requirements of NHHA Membership set out in this constitution or as otherwise set by the Board, including payment of any membership or other hockey fees (however described) within the time period required by the Board (except to the extent that the Board may waive compliance with any such requirement).
 - (c) The failure by a NHHA Member to comply with clause 10.2(b) may result in withdrawal by the Board of some or all of that Member's NHHA Membership entitlements, but this will not excuse the Member from being bound by this constitution.

11. CESSATION OF MEMBERSHIP

- 11.1 **Resignation:** A NHHA Member may resign his, her or its NHHA Membership by written notice to the Board.
- 11.2 **Suspension/Termination by Board:** NHHA Membership may be suspended or terminated by the Board if a NHHA Member fails to comply with this constitution or with any codes of conduct, regulations, policies or procedures of NHHA, or if a NHHA Member acts in a manner which is considered by the Board to be detrimental or potentially detrimental, to a material extent, to NHHA.
- 11.3 **Automatic Cessation of Membership:** Any person or entity which ceases to come within at least one of the categories of NHHA Membership in clause 7.1 will automatically cease to be a NHHA Member.

12. MEMBERSHIP FEES

The Board will determine:

- 12.1 any NHHH Membership or other fees payable by each NHHH Member;
- 12.2 the due date for payment of such fees; and
- 12.3 the manner of payment of such fees, and, for the avoidance of doubt, the Board may determine different levels of NHHH Membership fees and other fees for different types of NHHH Members.

13. REGISTER OF MEMBERS

The Board must ensure that the Register of NHHH Members is maintained in accordance with the Act and any other relevant legal requirements, and (to the extent permitted by law) that this contains the name, address and (where available) contact details of each NHHH Member (together with such other information as the Board considers appropriate). NHHH Members (or, in the case of Members referred to in clause 7.1(b), the relevant affiliated division) must notify the CEO of any change in their eligibility for NHHH Membership or in their name, address or contact details.

14. GENERAL MEETINGS

14.1 **Annual General Meetings:** The Board must convene an annual meeting of NHHH Members, referred to as an **Annual General Meeting** (or **AGM**), once in every Financial Year in order to:

- (a) consider the Annual Report and Annual Financial Statements for the preceding Financial Year;
- (b) elect the Officers (to the extent that there are or will be, at the time of such meeting, any vacancies amongst the Officers) and any new Life Members;
- (c) elect the Auditor, Solicitor and any other statutory roles;
- (d) effect and fulfil any duties or responsibilities imposed under this constitution;
- (e) consider such other business as the Board, or NHHH Members present at such meeting, consider appropriate.

14.2 **Special General Meetings:** A special meeting of NHHH Members may be convened at any time by the Board and must be convened by the Board as soon as reasonably possible following receipt by the Board of a written request to do so, signed by or on behalf of at least 3 affiliated divisions (such meetings being referred to as **Special General Meetings** or **SGMs**). Any such request must, in order to be valid, specify the business to be considered at the SGM. The provisions for convening and holding an AGM shall apply as applicable to each SGM, except that:

- (a) the various time periods and limits provided shall be shortened, but not dispensed with, as the Board shall think necessary in order that the business be best and most fairly dealt with, but with consideration for any special need for urgency; and

- (b) the only business able to be considered at a Special General Meeting shall be that for which the meeting was requested, being that notified to members in the notice of meeting prior to the meeting.

14.3 **Notice of General Meetings:** The Board must use reasonable endeavours to give all NHHHA Members written notice of each General Meeting (being at least 28 days' prior notice of each AGM and at least 7 days' prior notice of each SGM, subject in each case to clause 15.2(f)). Any failure by the Board to give the relevant minimum period of notice will not invalidate the convening of, or proceedings at, any General Meeting, unless a Special Resolution is passed to that effect. Each notice given under this clause must specify the business to be considered at the General Meeting (and, in the case of an SGM, this must be consistent with any relevant request received under clause 14.2, to the extent to which this is permitted by law). The only business which is able to be considered at an SGM is that which is set out in the notice convening that SGM.

14.4 **Attendance and Quorum at General Meetings:**

- (a) All NHHHA Members are entitled to attend all General Meetings. Voting rights shall only be conferred on those persons appointed as delegates of the Affiliated Divisions as provided in clause 14.6.
- (b) No General Meeting may proceed unless a quorum is present at that meeting (being NHHHA Members present, in person or by proxy (or by virtue of holding any Affiliated Division delegation to exercise any voting powers of the Affiliated Division under clause 14.6(b)), who between them are able to exercise at least 75% of the total votes that are able to be exercised at that General Meeting). If there is no quorum present within 15 minutes after the scheduled commencement time for any General Meeting (as set out in the notice convening that General Meeting) the GM Chairperson may adjourn the General Meeting to an alternative date (provided that this is no more than 14 and no fewer than 7 days after the scheduled date, as set out in the notice convening that General Meeting) and/or time and/or venue, and NHHHA Members present, in person or by proxy (and those holding any Affiliated Division delegation to exercise any voting powers of the Affiliated Division under clause 14.6(b), when the adjourned General Meeting is reconvened, will constitute a quorum. If any General Meeting is adjourned and reconvened in this manner, the Board must endeavour to give, promptly, written notice to all NHHHA Members of the time, date and venue to which the General Meeting is to be reconvened (but no failure by the Board to do so will invalidate the reconvening of, or proceedings at, the reconvened General Meeting).

14.5 Each General Meeting will be chaired by the President or, if he or she is unavailable for that purpose, by such person as the Board nominates for that purpose (referred to herein as the **GM Chairperson**).

14.6 **Voting at General Meetings:** At any General Meeting:

- (a) each Affiliated Division will have the relevant number of votes set out in the table below:

AFFILIATED DIVISION	NUMBER OF VOTES
Clubs Division, representing all clubs affiliated to NHHHA	44
Schools Division, representing all Secondary, Intermediate and primary Schools affiliated to NHHHA	44
Umpires and Officials Division, representing all	4

umpires and match officials affiliated to NHHHA	
Coaches Division, representing all hockey coaches affiliated to NHHHA	4
Life Members and Supporters Division, representing any supporters affiliated as such to NHHHA	4

- (b) each Affiliated Division may name any number of its delegates to exercise any number of its votes, up to the aggregate maximum number of votes such Affiliated Division is entitled to in terms of clause 14.6(a). The Affiliated Division shall notify the CEO of the names of such delegated members, and the number of votes each has been delegated to exercise, in writing, signed by the Secretary of the Affiliated Division, before the start of the General Meeting;
- (c) if there is a tied vote on any matter, the GM Chairperson will be entitled to a casting vote (in addition to any other vote that the GM Chairperson is entitled to exercise in any other capacity);
- (d) save as provided for above, no other NHHHA Member will be entitled to vote;
- (e) the election of the Officers must be voted on by way of written ballot. All ballot papers will be destroyed at the conclusion of each General Meeting. Any other business may be voted on by a show of hands or by written ballot, at the discretion of the GM Chairperson;
- (f) any resolution, in order to be passed, will require an Ordinary Resolution (except where this constitution requires a Special Resolution or the Act requires otherwise).

14.7 **Speaking Rights:** Any NHHHA Member in good standing with NHHHA is entitled to speak at any General Meeting and (subject to clause 14.3) to propose any modification to a resolution, subject in each case to the discretion of the GM Chairperson (to be exercised in accordance with clause 14.8).

14.8 **GM Chairperson's Role:** The GM Chairperson must endeavour to ensure that the General Meeting runs efficiently and in accordance with this constitution and, for that purpose, is entitled to:

- (a) curtail repetitive discussion or time-wasting by limiting or withdrawing speaking rights at the General Meeting;
- (b) apply the provisions of this constitution so as to give effect to their intent, where their literal application is impossible or impractical;
- (c) exclude any NHHHA Member who fails to comply with any reasonable requirement of the GM Chairperson, relating to the conduct of the General Meeting; and
- (d) otherwise determine the manner in which the General Meeting is to be conducted in accordance with this constitution and the Act.

14.9 **Minutes/Irregularities:** Full minutes will be kept of all General Meetings and made available upon request by any NHHHA Member (for which purpose publication on NHHHA's public website will be deemed sufficient). Any irregularity, error or omission in notices, agendas and relevant documents relating to any General Meeting, or the omission to give notice within the required time frame, or the omission to give notice to all NHHHA Members, or any other error in the organisation of the

General Meeting will not invalidate the General Meeting, nor will this prevent NHHA Members present from considering the business of the General Meeting, provided that:

- (a) the GM Chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; or
- (b) a motion to proceed is put to the General Meeting and a simple majority of eligible votes cast, votes in favour of the motion to proceed.

15. BOARD

15.1 **Role of Board:** The governance and management of NHHA is vested in the Board, which may exercise all the powers conferred in this constitution and do all things which are not expressly required to be undertaken at a General Meeting.

15.2 Board Membership:

- (a) The Board will consist of up to 7 persons, comprising:
 - (i) up to 5 persons elected pursuant to clause 15.2(b) (each an ***Elected Board Member***); and
 - (ii) up to 2 persons appointed pursuant to clause 15.2(b)(iv) (each an ***Appointed Board Member***).
- (b) Board Members are elected or appointed to the Board at each AGM, as follows:
 - (i) Nominations (with citations) for Elected Board Members close with NHHA 14 days before the AGM and must be circulated to all Affiliated Divisions at least 7 days prior to the AGM. Where nominations are received for less than the number of Elected Board Member positions available, any resulting vacancies may be filled in accordance with clause 15.2(c).
 - (ii) All elections of Elected Board Members will be determined by Ordinary Resolution at the AGM.
 - (iii) The Elected Members of the Board shall be persons who have the management skills, experience, and professional judgement necessary for the prudent governance of the Association's affairs and the achievement of its objectives.
 - (iv) The Board shall have the power to appoint 2 members to the Board at its discretion, provided that there will never be more than 7 members at any time. Such Appointed Board Members will be appointed after the election of Elected Board Members, by an Ordinary Resolution of the Elected Board Members. Such Appointed Board Members shall hold office for a term of up to three years, after which they will be eligible for re-appointment or may stand for election if so nominated subject to the conditions for Board membership as set out in this constitution.
 - (v) At any time the Board may enlist assistance from persons with specific skills, knowledge and/or expertise to assist with specific projects for specific periods at the Board's

discretion. Such persons shall have no voting rights and will stand down at the end of their appointed periods.

- (vi) All Elected Board Members and Appointed Board Members (including any Board Members who were appointed immediately prior to the adoption of this constitution) will be, or will be deemed to have been, elected or appointed for a term which expires at the third AGM following the AGM at which he or she was elected or appointed or, in the case of an appointed member, at the next AGM after his or her appointment (or, in the case of any Board Member appointed more than 3 years prior to the adoption of this constitution, for a term expiring at the AGM at which this constitution is adopted). At the end of this term, the Board Member will be deemed to resign. All such resignations at an AGM will be deemed to occur immediately prior to the election or appointment of new Board Members at the AGM.
- (vii) Any Board Member who resigns or who is deemed to resign at any AGM may offer himself or herself for re-election or reappointment at that AGM, provided that no person may be a Board Member for a consecutive period longer than 6 years, or for longer than 6 years, unless, in each case, this is approved by Special Resolution at a General Meeting.
- (c) **Vacancies:** Notwithstanding any contrary provision in this constitution, if, at any time the Board has fewer than 3 Elected Board Members or less than 1 Appointed Board Member, the Board has the power to appoint additional Appointed Board Members to fill these vacancies.
- (d) **Delinquency:** The Board may, by Ordinary Resolution, remove from office as a Board Member any Board Member who misses 3 consecutive meetings of the Board without the permission of the Board. That Board Member is not entitled to vote on any such resolution.
- (e) **Removal of Board Members:** Any Board Member can be removed from office as a Board Member, by a Special Resolution passed at any SGM. If this occurs, the Members present at that SGM may appoint a replacement for that Board Member, to hold office until the next AGM.
- (f) **Waiver of Time Limits:** The Board may waive any of the time limits set out in this constitution for the giving of any notice (provided that the Board must use its best endeavours to give Members at least 24 hours' notice of any General Meeting).
- (g) **Urgency:** Matters requiring urgent attention shall be decided by an Emergency Committee comprising no fewer than three Board members. Any decisions made shall be ratified by the Board at its next meeting.
- (h) **Duty to Keep Members Informed:** The Board will take reasonable steps to ensure that NHHA Members are kept informed of the decisions and actions taken by or on behalf of the Board (whether by publication of relevant information on NHHA's public website or otherwise).
- (i) **Ineligible Board Members:** A person seeking appointment, election, or to remain in office as a Board Member will be eligible to do so whether or not they are a NHHA Member, but the following persons will not be eligible for appointment, election, or to remain in office as a Board Member:

- (i) a person who is an employee of, or who works more than 10 hours per weeks as a contractor to NHHA;
- (ii) a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled, or any order, under the Insolvency Act 2006;
- (iii) a person who has been convicted of any offence punishable by a term of imprisonment of 2 or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on him or her;
- (iv) a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005; and
- (v) a person who is subject to an order made, under the Protection of Personal and Property Rights Act 1988 that the person is lacking in competence to manage his/her own affairs,

and, if any of the circumstances listed in this clause 15.2(i) occur in respect of a Board Member, that Board Member will be deemed to have vacated his/her office as such, upon that occurrence.

15.3 **Prior Board:** The Prior Board (the Board under the constitution of NHHA that was in effect immediately prior to the adoption of this constitution) is, for the purposes of this constitution, deemed to be the Board as at the time of adoption by NHHA of this constitution (and any Appointed Board Member or Elected Board Member of the Prior Board becomes an Appointed Board Member or an Elected Board Member (respectively) at that time).

16. DUTIES AND POWERS OF BOARD

16.1 **Duties of the Chairperson of the Board:** The Board Chair shall:

- (a) chair all meetings of the Board;
- (b) be responsible for the functions, responsibilities and duties of the Board; and
- (c) be an ex officio member of all Board Sub-Committees and Executive Committees.

16.2 **Duties of Board Members:** Without limiting the duties of Board Members implied by law, the duties of each Board Member are to:

- (a) regularly attend Board meetings and all General Meetings;
- (b) provide good governance for NHHA;
- (c) exercise the powers of the Board for proper purpose;
- (d) regularly monitor and review the performance of NHHA;
- (e) act in good faith and the best interests of NHHA at all times;
- (f) act, and ensure that NHHA acts, in accordance with this constitution;

- (g) formulate such rules, regulations, policies and procedures as are appropriate for the efficient administration of NHHHA;
- (h) where appropriate, engage in activities to promote, market, represent and fundraise for NHHHA;
- (i) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he/she has such an interest;
- (j) take such other steps as determined by the Board in respect of any interest specified in clause 16.2(i), which may include abstaining from any deliberations or vote relating to the matter in which the Board Member is interested;
- (k) not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) in order to give effect to any decision of the Board;
 - (ii) as required by law; or
 - (iii) to persons, or for reasons identical to those, specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) do such other things within this constitution as the Board considers appropriate in order to promote the Objects.

16.3 Powers of the Board: The Board will have the power to:

- (a) appoint, supervise, suspend or remove the Chief Executive, and determine the responsibilities and powers of the Chief Executive;
- (b) define delegations of authority from the Board to the Chief Executive;
- (c) adopt and review the strategic plan for NHHHA;
- (d) adopt and review the annual plan and budget for NHHHA;
- (e) determine, through the CEO, applications from individuals and associations wishing to be members of NHHHA;
- (f) convene General Meetings;
- (g) sanction competitions and events as NHHHA events;
- (h) approve rules and regulations for any NHHHA competitions or events, including conditions of entry;
- (i) establish sub-committees or working groups to carry out any work of the Board by its delegated authority;

- (j) in consultation with the CEO, employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for North Harbour Hockey representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) delegate to selectors the power to select athletes and teams to be North Harbour Hockey representatives;
- (l) determine the yearly calendar for NHHA competitions;
- (m) subject to this constitution, fill vacancies on the Board, and any committees or other groups which are established by it;
- (n) control expenditure and raise funds to fulfil the Objects;
- (o) open and operate, in the name of NHHA, such bank accounts as it considers necessary for the proper management of its affairs;
- (p) make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this constitution;
- (q) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation;
- (r) establish such corporate and other entities to carry on and conduct all or any part of the affairs of NHHA;
- (s) resolve and determine any disputes or matters not provided for in this constitution;
- (t) constitute a Disciplinary Tribunal or an Appeals Tribunal, as may be required from time to time; and
- (u) do all other acts and things which are within the powers of NHHA and its Objects, and which the Board considers to be appropriate.

16.4 **Good Faith:** Each Board Member must, when exercising powers or performing duties under this constitution, act in good faith and in what that Board Member believes to be the best interests of NHHA.

17. BOARD MEETINGS AND PROCEDURES

17.1 **Board to Regulate Own Procedure:** Except to the extent specified in this constitution, the Board will regulate its own procedure.

17.2 **Board Chair:** The Board must elect one of its members as the chair of the Board (**Board Chair**). The Board Chair will chair all meetings of the Board or, if he or she is unavailable for this purpose, then another Board Member appointed by the Board will undertake this during the period of unavailability.

- 17.3 **Convening Board Meetings:** Board meetings may be called at any time by the Board Chair or by any 2 Board Members, but generally the Board will meet at regular intervals agreed by the Board, and shall have at least 10 meetings annually.
- 17.4 **Quorum:** The quorum for a Board meeting will be any 4 Board Members present when the relevant business is transacted. If that quorum is not present within 30 minutes from the time when the meeting should have begun or if during the meeting there is no longer a quorum, the meeting shall be adjourned for 7 days and at that adjourned meeting any Board Members present shall be a quorum.
- 17.5 **Voting:** Each Board Member will have one vote on any Board resolution. In the case of an equality of votes on any matter at a meeting of the board, the Board Chair shall have a second or casting vote, which is to be exercised reasonably and fairly. Voting will be by voice or, upon the request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting are not permitted on any Board resolution.
- 17.6 **Resolutions:** Subject to any contrary provision in this constitution, any Board resolution, in order to be effective, must be passed by simple majority vote. A Board resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board Members, will be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form, each signed by one or more Board Members.
- 17.7 **Board Meetings by Audio Visual Means:** Any Board Member may participate in any meeting of the Board, and vote on any resolution at a meeting of the Board, by audio or video conferencing or by other means of electronic communication, provided that all persons participating in the Board Meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a Board Meeting will constitute the presence of that Board Member at that Board Meeting for the purposes of clause 15.2(d).

18. PRESIDENT

- 18.1 The President shall be elected at an AGM of NHHA, and shall serve for a period of 3 years from date of election, and shall be an *ex officio* member of the Board.
- 18.2 The President may stand for re-election every 3 years for an unlimited number of terms.
- 18.3 The President shall act as GM Chairperson (if available), as set out in clause 14.5 above, and shall carry out all duties and responsibilities conferred upon this position in this constitution.
- 18.4 The President shall have speaking and agenda rights at meetings of the Board but no voting rights.
- 18.5 The President shall act as *ex officio* chair of the Supporters Division established under clause 19.1(e) of this constitution.

19. AFFILIATED DIVISIONS

- 19.1 NHHA shall have the following Affiliated Divisions:

- (a) The Clubs Division, representing all recognised hockey clubs affiliated to NHHA (**Clubs**). An Executive Committee shall be elected for the Clubs Division at its Division AGM, where every affiliated club has a right to vote in accordance with the adopted Standing Orders for the Clubs Division. One such elected member shall be elected the Division Chairperson by simple majority vote at the first meeting of the Executive Committee following the Division AGM. The Clubs Division shall administer all Club or Club-related hockey and shall undertake other responsibilities as directed by the CEO. The CEO shall appoint a member(s) of the NHHA staff as non-voting Secretary to the Clubs Division.
- (b) The Schools Division, representing all secondary, intermediate and primary schools affiliated to NHHA (**Schools**). An Executive Committee shall be elected for the Schools Division at its Division AGM, where every affiliated school has a right to vote in accordance with the adopted Standing Orders for the Schools Division. One such elected member shall be elected the Division Chairperson by simple majority vote at the first meeting of the Executive Committee following the Division AGM. The Schools Division shall administer all School or School-related hockey and shall undertake other responsibilities as directed by the CEO. The CEO shall appoint a member(s) of the NHHA staff as non-voting Secretary to the Schools Division.
- (c) The Umpires and Officials Division, representing all recognised affiliated hockey umpires and match officials of NHHA. An Executive Committee shall be elected for the Umpires and Officials Division at its Division AGM, where every recognised affiliated umpire and match official has a right to vote in accordance with the adopted Standing Orders for the Umpires and Officials Division. One such elected member shall be elected the Division Chairperson by simple majority vote at the first meeting of the Executive Committee following the Division AGM. The Umpires and Officials Division shall administer all aspects of umpiring and match officiating for hockey in North Harbour and shall undertake other responsibilities as directed by the CEO. The CEO shall appoint a member(s) of the NHHA staff as non-voting Secretary to the Umpires and Officials Division.
- (d) The Coaches Division, representing all recognised affiliated hockey coaches with NHHA. An Executive Committee shall be elected for the Coaches Division at its Division AGM, where every recognised affiliated coach has a right to vote in accordance with the adopted Standing Orders for the Coaches Division. One such elected member shall be elected the Division Chairperson by simple majority vote at the first meeting of the Executive Committee following the Division AGM. The Coaches Division shall administer all aspects of hockey coaching in North Harbour and shall undertake other responsibilities as directed by the CEO. The CEO shall appoint a member(s) of the NHHA staff as non-voting Secretary to the Coaches Division.
- (e) The Life Members and Supporters Division, representing all recognised affiliated hockey supporters of NHHA not affiliated to any other Affiliated Division in NHHA. An Executive Committee shall be elected for the Life Members and Supporters Division at its Division AGM, where every recognised affiliated supporter has a right to vote in accordance with the adopted Standing Orders for the Life Members and Supporters Division. The NHHA President shall be ex officio Chairperson of the Life Members and Supporters Division. The Life Members and Supporters Division shall look after and promote the interests of all NHHA affiliated supporters as valuable members of the NHHA community, and shall undertake other responsibilities as directed by the CEO. The CEO shall appoint a member(s) of the NHHA staff as non-voting Secretary to the Life Members and Supporters Division.

- 19.2 Each Affiliated Division shall have an executive committee made up of such committee members as specified in the Standing Orders for the relevant Affiliated Division from time to time (**Executive Committee**). The powers, responsibilities, rights and procedures of each of the Affiliated Divisions and their respective Executive Committees shall be those laid down in the Standing Orders of the respective Affiliated Divisions. In all cases those will be subject to this constitution, which will have precedence in all matters.
- 19.3 Each Affiliated Division shall hold an annual general meeting (**Division AGM**) each Financial Year, and give at least 14 days' notice of the date, time and place of the Division AGM. In addition, an Affiliated Division may hold a special general meeting (**Division SGM**). Each Division General Meeting for an Affiliated Division shall follow the procedural rules of the NHA Annual General Meeting/ Special General Meeting (*mutatis mutandis*). (A **Division General Meeting**, in relation to an Affiliated Division, means a Division AGM or a Division SGM for that Affiliated Division.)
- 19.4 Voting at a Division General Meeting of an Affiliated Division shall be as follows:
- (a) **Clubs Division:** For a Division General Meeting for the Clubs Division, each Club shall have 1 vote for affiliation and 1 vote for each club team registered, competing and paying full fees in a NHA sanctioned hockey competition in the last completed Financial Year, including the usual winter season senior club, masters and youth club competitions.
 - (b) **Schools Division:** For a Division General Meeting for the Schools Division, each School shall have 1 vote for affiliation and:
 - (i) 1 vote for up to 3 teams registered to play in a NHA recognised hockey competition in the last completed Financial Year; or
 - (ii) 2 votes for between 4 and 6 teams registered to play in a NHA recognised hockey competition in the last completed Financial Year; or
 - (iii) 3 votes for over 6 teams registered to play in a NHA recognised hockey competition in the last completed Financial Year.
 - (c) **Umpires and Officials Division:** For a Division General Meeting for the Umpires and Officials Division, each recognised affiliated umpire or affiliated match official, who is not already affiliated as an umpire, shall have 1 vote.
 - (d) **Coaches Division:** For a Division General Meeting for the Coaches Division, each recognised affiliated coach shall have 1 vote, irrespective of the number of teams he or she coaches.
 - (e) **Life Members and Supporters Division:** For a Division General Meeting for the Life Members and Supporters Division, each recognised affiliated Life Member or supporter shall have 1 vote.
- 19.5 In all instances, voting shall only be valid if made at a Division General Meeting of an Affiliated Division by a Club, School or relevant individual member (as applicable to the relevant Affiliated Division), as the case may be, who is at the time of voting in good standing with NHA and the Affiliated Division.
- 19.6 The Standing Orders of each Affiliated Division may not be altered, added to or rescinded except by the consent of 75% of the total number of eligible votes present at a Division General Meeting of the relevant Affiliated Division, and ratification by the CEO in consultation with the Board.

20. CHIEF EXECUTIVE

- 20.1 **Reports to the Board:** The Chief Executive will be employed for such term and on such conditions as the Board may determine. The Chief Executive will be under the direction of the Board and will be responsible for the day-to-day management of the affairs of NHHA in accordance with the rules, regulations, policies and procedures of NHHA, within the scope of his or her delegated authority from the Board.
- 20.2 **Board Meetings:** The Chief Executive may attend Board meetings as and when required by the Board but will have no voting rights at Board meetings.
- 20.3 The CEO of NHHA shall ex officio act as the statutory officer required under any relevant legislation or regulation, and shall keep an accurate register of all such appointments.

21. FINANCIAL MANAGEMENT

- 21.1 The Financial Year of NHHA is from 1 January in any year to 31 December in the same year, unless the Board determines otherwise.
- 21.2 All monies received by NHHA shall be paid to the credit of NHHA at a registered bank chosen by the Board. All accounts shall be paid after being passed for payment by the CEO or appropriate Executive Committee. Signatories to the bank account shall be any two of the Board Chair, the CEO or another person appointed by the Board.
- 21.3 The Board, through the CEO, shall ensure proper books of account of NHHA are kept. The books of NHHA shall be audited annually. The Auditor shall not hold any office in NHHA.
- 21.4 Any surplus funds of NHHA may be placed on interest bearing deposit in the name of NHHA with any registered bank or the like institution as decided by the Board.
- 21.5 The Board, through the CEO, shall set any fees and shall have the power to levy upon each Affiliated Division and its members such annual sum towards the funds of NHHA as it sees fit and/or towards payment of any levies imposed from time to time by the Hockey NZ Board in accordance with the rules of Hockey NZ.
- 21.6 Fees and levies shall be payable by the dates as decided by the CEO and advised to members. The CEO shall be empowered to offer incentive payment schemes or impose penalties for late payment of fees and levies.
- 21.7 NHHA may borrow money only in accordance with a resolution of a General Meeting.
- 21.8 NHHA shall reimburse any expenditure incurred and shall permit reasonable remuneration for services rendered but shall prohibit private pecuniary gain while operating.
- 21.9 NHHA, with the approval of the Board, may remunerate any NHHA Member or Board Member for the provision to NHHA of any goods or services that advance the charitable purposes of NHHA (provided that such remuneration must be reasonable and must not exceed the amount that would be payable between unrelated parties, on an arm's length commercial basis).

22. LIQUIDATION

- 22.1 **Liquidation by Special Resolution:** NHHA must be liquidated if, at a General Meeting, a Special Resolution is passed to appoint a liquidator to NHHA, and if this Special Resolution is confirmed by a further Special Resolution being passed to that effect, at a subsequent General Meeting held not less than 20 days and not more than 40 days after the date on which the first of these resolutions is passed.
- 22.2 **Proceeds of Liquidation:** If NHHA is liquidated, any money or assets remaining after settlement of its liabilities will be dealt with in terms of clause 28.2.

23. ANNUAL REPORT

- 23.1 The Board will prepare and publish at least 10 days prior to the AGM, a written report (**Annual Report**) containing the following information:
- (a) a summary of the key outcomes achieved by NHHA during the most recently concluded Financial Year;
 - (b) a statement of financial position of NHHA as at the end of the most recently concluded financial year, and a statement of financial performance for NHHA in respect of the most recently concluded Financial Year (**Annual Financial Statements**). These Annual Financial Statements must comply with generally accepted accounting practice (as defined in the Financial Reporting Act 2013) and must be audited; and
 - (c) such other information as the Board wishes to include.

24. COMMON SEAL

- 24.1 NHHA shall have a common seal which shall be held for NHHA by the CEO. The common seal shall be affixed to a document only in accordance with a resolution of the Board and in the presence of the Board Chair and any other member of the Board.
- 24.2 The CEO shall maintain a register recording the details of each occasion on which the common seal has been affixed to a document.

25. INDEMNITY

All officers and employees and servants of NHHA shall be indemnified by NHHA against all losses and expenses incurred in or about the discharge of their duties, except such as happens to be by their own wilful act, neglect or default. No such officer, employee or servant shall be responsible for any act, neglect or default of any other officer, employee or servant or for loss caused through or by the insufficiency of value of, or title to, any property or security acquired or taken on behalf of NHHA, or by the bankruptcy or any tortious act of any other person, or by anything done in the execution of her/his duties or her/his office, or in relation thereto, or otherwise than her/his own wilful act, neglect or default.

26. REGISTERED OFFICE

The registered office of NHHA will be at a location within the North Harbour region of Auckland, as determined from time to time by the Board.

27. COLOURS

27.1 **Main Colours:** The predominant playing colours of teams representing NHHA will be maroon, black and white.

27.2 **Alternative Colours:** The Board may choose alternative playing colours for teams representing NHHA, to be used where it is not permitted or practical to use the playing colours referred to in clause 27.1.

28. DISSOLUTION

28.1 The affairs of NHHA may be wound up on a Special Resolution of the total number of eligible votes recorded at a Special General Meeting called for the purpose, provided that a second Special General Meeting is held at least 30 days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up NHHA.

28.2 Upon winding up of NHHA all facilities shall revert to the Local Authority for continued use by the community. All surplus assets remaining after payment of all costs, debts and liabilities shall be paid to Hockey NZ to be held in trust pending the reforming of NHHA. After a period of 10 years, Hockey NZ may use the funds at its discretion.