

CONSTITUTION
OF
WESTERN SPRINGS ASSOCIATION FOOTBALL CLUB INCORPORATED
Incorporated Society Number: 444121



[Adopted at the Special General Meeting held on 28 JULY 2024]

Western Springs Association Football Club Incorporated

Constitution

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Western Springs Association Football Club Incorporated Constitution

1. Definitions and interpretation

1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or Annual General Meeting means a meeting of the Members held once a year convened under this Constitution.

Annual Subscription shall have the meaning set out in clause 4.11.

Application shall have the meaning set out in clause 4.1.

Bylaws means any bylaws, policies, regulations and codes of the Club made under clause 12.

Casual Vacancy is a vacancy which arises when an Executive Board Member does not serve their full term of office.

Chairperson shall have the meaning set out in clause 6.4.

Club shall have the meaning set out in clause 2.1.

Committee Member means a member of a Committee.

Committees shall have the meaning set out at clause 6.3.

Constitution means this constitution, including any amendments and any schedules to this constitution.

Contact Details means a physical or an electronic address and a telephone number.

Co-opted Members shall have the meaning set out in clause 6.13.

Deputy Chairperson shall have the meaning set out in clause 6.5.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and football irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

Executive Board means the Club's governing body, elected or appointed in accordance with clause 6.9.

Executive Board Member means a member of the Executive Board including any Co-opted Members of the Executive Board appointed under clause 6.9.

General Meeting means an AGM or SGM of the Club.

Independent Chairperson shall have the meaning set out in clause 5.13.

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

Junior/Youth Player Member shall have the meaning set out in clause 4.3(c).

Life Member shall have the meaning set out in clause 4.4.

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 clause 4.3 and clause 4.4.

Officer means an elected Executive Board Member, excluding any Co-opted Members appointed under clause 6.13.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Secretary shall have the meaning set out in clause 6.6.

Senior Player Member shall have the meaning set out in clause 4.3.

SGM or Special General Meeting means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

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

Treasurer shall have the meaning set out in clause 6.7.

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

1.2 **Interpretation:** Unless the context otherwise requires:

- (a) Words referring to the singular include the plural and vice versa.
- (b) Clause headings and boldings are for reference only and are not an aid in interpretation.
- (c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- (d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- (e) A reference to any legislation includes any statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- (f) All periods of time or notice exclude the days on which they are given.
- (g) "Written" and "in writing" includes any means of reproducing words, figures or symbols in a tangible and visible form in any medium.

1.3 **Notices:** Subject to any other notice requirements in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

- (a) a Member if delivered by hand to the Member, sent electronically or by registered post to the address set out in their Contact Details; or

- (b) the Club if delivered by hand to the Chairperson or Secretary or sent to exec-chair@wsafc.org.nz and exec-secretary@wsafc.org.nz or by registered post to the Club's registered office set out on the Register of Incorporated Societies.

1.4 **Receipt of notices:** A notice is deemed to have been received:

- (a) if delivered by hand, at the time of delivery;
- (b) if given by registered post or courier, when left at the address of that party or five Working Days after being put in the registered post or courier; or
- (c) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt), provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Club details

- 2.1 **Name:** The name of the society is Western Springs Association Football Club Incorporated (the **Club**).
- 2.2 **Charitable status:** The Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005.
- 2.3 **Registered office:** The registered office of the Club is at the place the Executive Board decides, from time to time.
- 2.4 **Contact person:** At its first Executive Board meeting following an AGM, the Executive Board must appoint or reappoint at least one, and a maximum of three, persons to be the Club's contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Executive Board must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Club are to:
 - (a) be a member of New Zealand Football and its regional federation Northern Region Football;
 - (b) promote, develop, foster and administer football, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa;
 - (c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of football;
 - (d) lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in football;
 - (e) promote, develop and co-ordinate football competitions;
 - (f) protect the integrity of football and the Club by developing and enforcing standards of conduct, ethical behaviour and implementing good governance; and

- (g) support the development of Junior/Youth Player Members and Senior Player Members, including high performance pathways, and provide relevant education and training of Members, including officials, coaches, team managers and volunteers.

3.2 **Capacity and powers:** 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. Members

4.1 **Application:** An application to become a Member must be in the form required by the Executive Board (an **Application**). Such Application form or process may vary between the different types of Members and the Executive Board may, acting reasonably, accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted, they have paid the required Annual Subscription (unless waived by the Executive Board) and satisfied any other preconditions.

4.2 **Member Consent:** Any person or entity wishing to become a Member must consent in writing to such membership in the following way, and in accordance with the Act:

- (a) for Executive Board Members or Committee Members, at the time in which they apply to become an Executive Board Member or Committee Member they shall make such declaration;
- (b) for Life Members, upon accepting the title of Life Member; and
- (c) for players, junior/youth grade coordinators, coaches, managers or parents or guardians of a Junior/Youth Player Member by submitting an Application to the Club and paying the Annual Subscription, unless otherwise specified in this Constitution.

4.3 **Members:** Subject to clause 4.2, 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 will 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) **Guardian membership:** Any person who is a parent or guardian of a Junior/Youth Player Member will be entitled to guardian membership upon payment of their child's Annual Subscription for one membership year (a **Guardian Member**). A Guardian 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 in its sole discretion, from time to time.

- 4.4 **Life Members:** Life membership may be granted in recognition and appreciation of outstanding and sustained service by an individual to the Club (a **Life Member**). Any Member may nominate an individual to become a Life Member by giving 8 weeks' notice to the Executive Board prior to an AGM setting out the grounds for the nomination. The Executive Board must then determine whether the nomination should be forwarded to an AGM for determination by the Members. A person may only be elected as a Life Member by a Special Resolution at an AGM. Life Members will be exempt from all Annual Subscriptions and have such rights and benefits as a Senior Player Member or as otherwise determined by the Executive Board.
- 4.5 **Patrons:** A person may be invited by the Executive Board to be a patron to show their support for the Club and to help establish or maintain public credibility of the Club (a **Patron**). Specific criteria for becoming a Patron must be agreed by the Executive Board prior to such an appointment. A Patron shall be entitled to attend and speak at General Meetings and has full voting rights. A Patron shall hold their position at the sole discretion of the Executive Board's but not longer than the close of the subsequent AGM following such appointment.
- 4.6 **Member rights and obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of New Zealand Football and Northern Regional Football;
 - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Executive Board;
 - (c) to receive, or continue to receive or exercise Member rights, they must meet all the Member requirements set out in this Constitution and the Bylaws or as otherwise set by the Executive Board, including payment of any Annual Subscription or other fees within the required time period;
 - (d) if they fail to comply with sub-clause (c) the Executive Board may terminate their membership in accordance with this Constitution;
 - (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property;
 - (f) they will promote the interests and purposes of the Club;
 - (g) they must not do anything to bring the Club into disrepute, as unanimously determined by the Executive Board;
 - (h) Members with voting rights will only be entitled to one vote, regardless of the number of memberships held by a Member; and
 - (i) their liability will be limited to their Annual Subscription.
- 4.7 **Suspension of Member:** If a Member is, or may be, in breach under clause 4.6, and the Executive Board believes it is in the best interests of the Club to do so, the Executive Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the Member must be given notice of the suspension.
- 4.8 **Suspension of Member rights:** Unless otherwise determined by the Executive Board, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.
- 4.9 **Ceasing to be Member:** A Member ceases to be a Member:

- (a) on death;
- (b) by giving notice in writing to the Executive Board of their resignation;
- (c) if their membership is terminated under clause 4.6(d);
- (d) if their membership expires in accordance with clause 4.11; and
- (e) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.10 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:

- (a) remains responsible to pay their outstanding Annual Subscription and any other fees to the Club;
- (b) must return all the Club's cups, trophies or other property if required;
- (c) ceases to be entitled to receive back any money they may have paid to the Club during their membership or have any claim against the Club provided however that the Executive Board may in its absolute discretion authorise the refund of the whole or part of the Annual Subscription paid by:
 - (i) a Member who has been unable to obtain a place in any of the Club teams; or
 - (ii) any other Member whether or not a playing Member where circumstances exist such that the Executive Board considers a refund is appropriate; and
- (d) ceases to be entitled to any rights of a Member.

4.11 **Annual Subscriptions:** The Annual Subscription and date for payment for the forthcoming membership year will be determined by the Executive Board. The membership year for all Members will expire on 31 December each year. The Executive Board may in its absolute discretion waive or reduce the Annual Subscription of any Member.

4.12 **Member register:** The Club will keep an up-to-date Member register, which includes each Member's name, the Member's last known Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Club becomes aware of changes of the information recorded in the Member register. The Club will keep a record of those who have ceased to be a Member within the previous 7 years and the date on which they ceased to be a Member.

4.13 **Minimum number of Members:** The Club shall maintain the minimum number of Members (10) as required by the Act.

5. General Meetings

5.1 **Annual General Meeting:** An AGM must be held once a year at the time, date and place as the Executive Board decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.

5.2 **Notice of AGM:** The Members must be given at least 1 month's written notice of the AGM. Notice to Members of an AGM may be given by current forms of communication which includes posting on the Club's website, social media and by email.

5.3 **Business of AGM:** The following business will be discussed at the AGM:

- (a) confirmation of the minutes of the previous AGM;
 - (b) the Executive Board's presentation of the following information during the most recently completed accounting period:
 - (i) the annual 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; and
 - (iv) notice of any disclosures of conflicts of interest made by any Executive Board Member (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - (c) the election of the Chairperson, Deputy Chairperson, Secretary and Treasurer and the chairperson of the respective Committees;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM; and
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Secretary at least 14 days before the date of the AGM and supported by at least 2 other voting Members. Any proposed motion must align with the interests of the Club as defined within this Constitution.
- 5.5 **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 10 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.
- 5.6 **Calling of Special General Meeting:** The Executive Board must call a SGM if it receives a written request stating the purpose of the SGM from the Executive Board itself or by 10% of its Members with voting rights.
- 5.7 **Notice of SGM:** Members must be given at least 14 days' notice of the SGM, unless the Executive Board, in its discretion and acting reasonably, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of Members being assembled at the time and place appointed for the meeting. At the sole discretion of the Executive Board, a General Meeting may be held by means of audio link, audio-visual link or other electronic communication, by which a quorum of Members can simultaneously hear and speak to each other throughout the meeting.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 50 Members who are entitled to vote. The quorum must always be present during the General Meeting.
- 5.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or virtually (if applicable), 30 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.

- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The Chairperson chairs General Meetings. The Chairperson may delegate the role of chair to the Deputy Chairperson or any person appointed by the Executive Board (which may include an Independent Chairperson).
- 5.13 **Independent chairperson:** Notwithstanding clause 5.12, the Executive Board has the sole discretion to appoint an individual to chair a General Meeting who is not a Member of the Club if they are required for their specific expertise or skills, as deemed necessary (an **Independent Chairperson**).
- 5.14 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 5.15 **Attendance:** Members and any other persons invited by the Executive Board are eligible to attend and speak at General Meetings.
- 5.16 **Voting:** A Member is entitled to only exercise one vote on any motion at a General Meeting. At all General Meetings of the Club, in respect of voting, an independent scrutineer will monitor the counting of voting and will be appointed prior to the vote commencing. Proxy and postal votes are not permitted.
- 5.17 **Conduct of voting:** Voting is conducted by voices, or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or ten or more Members or as otherwise required under this Constitution.
- 5.18 **Minutes:** Minutes must be kept of all General Meetings.
- 5.19 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

6. Executive Board and Committees

- 6.1 **Executive Board functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Executive Board must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
- 6.2 **Executive Board composition:** The Executive Board will consist of at least six members, including the following roles who are to be filled by persons qualified to be elected under clause 6.9, a:
- (a) Chairperson;
 - (b) Deputy Chairperson;

- (c) Secretary;
- (d) Treasurer;
- (e) a chairperson of the Senior Committee;
- (f) a chairperson of the Junior/Youth Committee; and
- (g) any co-opted representatives, based on the needs of the Club and appointed by the Executive Board pursuant to clause 6.13.

6.3 Committees:

- (a) The Committees will be the:
 - (i) Senior Committee;
 - (ii) Junior/Youth Committee; and
 - (iii) any additional committees as determined by the Executive Board (each a **Committee** and together the **Committees**).
- (b) Each Committee will comprise of:
 - (i) A chairperson, who will be an Executive Board representative, as set out in clause 6.2; and
 - (ii) a minimum of 3 other members.
- (c) The Committees will meet as required.
- (d) Minutes of Committee meetings will be kept electronically.

6.4 Role of the Chairperson: The chairperson of the Executive Board will engage in activities agreed with the Executive Board which may include activities to promote the Club, good relations and communications between Members and the reputation and best interests of the Club, and to preside at Club events (the **Chairperson**). The Chairperson will also chair Executive Board meetings.

6.5 Role of the Deputy Chairperson: The deputy chairperson of the Executive Board will deputise for the Chairperson in their absence or at any other time as may be requested by the Chairperson (the **Deputy Chairperson**).

6.6 Role of the Secretary: The secretary of the Executive Board will:

- (a) attend to all correspondence and keep minutes of General Meetings and Executive Board meetings and ensure that each Committee keeps minutes; and
- (b) keep all records and generally perform all the secretarial work of the Club. With the written approval of the Executive Board these tasks may be varied or delegated but the Secretary remains responsible for their performance (the **Secretary**).

6.7 Role of the Treasurer: The treasurer of the Executive Board will:

- (a) receive all money paid to or received by the Club and pay all accounts approved by the Executive Board. The Executive Board may delegate levels of payment to the Treasurer by written authority;

- (b) invest all funds of the Club in the manner directed by the Executive Board; and
- (c) keep the Club's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Executive Board (the **Treasurer**).

6.8 **Role of a Committee chairperson:** The chairperson of any Committee will chair the respective Committee and represent the relevant Committee's interests within the Executive Board.

6.9 **Election or appointment of Executive Board and Committee Members:** Executive Board Members and Committee Members are elected or appointed as follows:

- (a) The Chairperson, Deputy Chairperson, Secretary, Treasurer, chairperson of the Senior Committee and the chairperson of the Junior/Youth Committee will be elected at the AGM to hold office for the ensuing two membership years or until retirement if earlier.
- (b) All other members of the Executive Board and Committees will be appointed by the respective Executive Board or Committee as required.
- (c) Any Member who has voting rights will be eligible to be an Executive Board Member or a Committee Member of the Club.
- (d) The members of the Executive Board (as set out in clause 6.2) will take office immediately following the AGM at which they are elected.
- (e) Nominations for Executive Board Member positions at the AGM must be made in the form decided by the Executive Board and must be received by the date set by the Executive Board. If no date is set, at least 21 days before the AGM.
- (f) If there is only one nominee for a vacant Executive Board Member position, the Chairperson will declare them to be elected without the need for a vote. If there are any vacant positions remaining, the Chairperson will call for nominations at the AGM to fill the vacant positions.
- (g) If after the elections, there are vacancies for Executive Board Members elected at the AGM the Executive Board may nominate members onto the Executive Board.

6.10 **Qualification:** Every Executive Board Member must, in writing:

- (a) consent to be an Executive Board Member; and
- (b) certify that they are not disqualified from being elected or holding office as an Executive Board Member by this Constitution or under section 47 of the Act,

and such written consents and certifications must be retained in the Club's records.

6.11 **Disqualification:** The following persons are disqualified from being elected or holding office as an Executive Board Member:

- (a) a person who is an employee of the Club;
- (b) a person who is disqualified from being elected or holding office as an Executive Board Member under section 47 of Act; or
- (c) a person who has been removed as an Executive Board Member following a process under this Constitution or any Bylaw.

If an existing Executive Board 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 an

Executive Board Member. If any of the circumstances listed in (b) above occur to an existing Executive Board 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.

- 6.12 **Term of office:** The term of office for each Executive Board Member is two years, expiring at the end of the relevant AGM. An Executive Board Member may be re-elected to the Executive Board for a maximum of three consecutive terms of office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 6.13 **Co-opted members of the Executive Board:** The members of the Executive Board may, as they deem necessary for specific projects or skills not fulfilled by the current Executive Board and at their sole discretion, appoint additional Members or non-Members to the Executive Board in any given year (each a **Co-opted Member**). Specific criteria for appointing a Co-opted Member must be agreed by the Executive Board prior to appointment. Co-opted Member positions are non-voting member positions on the Executive Board. Co-opted Members shall hold office at the Executive Board's discretion until the close of the next following AGM after appointment and any reappointment shall be at the discretion of the Executive Board.
- 6.14 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Executive Board Members may by simple majority:
- (a) appoint a suitable person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 6.15 **Suspension of Executive Board Member:** If any Executive Board Member is or may be the subject of an allegation, notice or charge described under clause 6.11 or any circumstances arise in relation to an Executive Board Member which are or may be of concern to the Executive Board, the remaining Executive Board Members (as applicable) may by Special Resolution suspend the Executive Board Member from the Executive Board and set conditions as it requires pending the final determination of the allegation, notice, charge or circumstances. Before imposing any suspension, the Executive Board Member must be given notice of the suspension.
- 6.16 **Removal of an Executive Board Member or Committee Member:**
- (a) The Executive Board may, by Special Resolution, remove an Executive Board Member or a Committee Member from the Executive Board or relevant Committee before the expiry of their term of office if the Executive Board considers the Executive Board Member or Committee Member concerned:
 - (i) has materially breached a duty under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be an Executive Board Member or Committee Member, as determined in the sole discretion of the Executive Board.
 - (b) The Executive Board Member or Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
 - (c) Before considering a motion for removal, the Executive Board Member or Committee Member affected by the motion must be given:

- (i) notice that an Executive Board meeting is to be held to discuss the motion to remove the Executive Board Member or Committee Member;
- (ii) adequate time to prepare a response;
- (iii) the opportunity prior to the Executive Board meeting to make written submissions; and
- (iv) the opportunity to be heard at the Executive Board meeting.

6.17 **Vacation of office**

- (a) If the office of the Chairperson or Deputy Chairperson becomes vacant for any reason whatsoever, then the position will be filled by any Executive Board Member obtaining two-thirds majority in a secret ballot held by the members of the Executive Board as a whole.
- (b) If the office of the Executive Board Secretary or Treasurer, as the case may be, becomes vacant prior to an AGM for any reason whatsoever, then the position will be filled by any Executive Board Member attaining a two-thirds majority in a secret ballot held by the members of the Executive Board as a whole.
- (c) Any vacancy on the Executive Board may be filled by the nomination of an additional members as the case may be in accordance with the provisions of clause 6.2.
- (d) In the event of the Executive Board failing to obtain the necessary two-thirds majority in the election of a new Chairperson, Deputy Chairperson, Secretary or Treasurer, it will immediately give notice of a SGM for the election by the Members of the office or offices so vacant.

6.18 **Executive Board Member ceasing to hold office:** A person ceases to be an Executive Board Member if:

- (a) their term expires;
- (b) the person resigns by delivering a signed notice of resignation to the Executive Board;
- (c) the person is removed from office under this Constitution;
- (d) the person becomes disqualified from being an officer under section 47(3) of the Act; or
- (e) the person dies.

7. Executive Board meetings

- 7.1 **Calling meetings:** Executive Board meetings may be called at any time by the Chairperson or by three Executive Board Members, but generally the Executive Board meets at least 8 times per calendar year. At least five days notice will be given either verbally or in writing to the Executive Board Members.
- 7.2 **Emergency meeting:** The Executive Board will have the power to call an emergency meeting to decide any matters which may arise requiring an immediate decision provided there are enough Executive Board Members present to form a quorum.
- 7.3 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Executive Board may regulate its own procedure.

- 7.4 **Quorum:** The quorum for an Executive Board meeting is half the number of Executive Board Members plus one. Any Executive Board Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at an Executive Board meeting without being physically present. This may only occur at Executive Board meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Executive Board meeting can hear and speak to each other effectively and simultaneously.
- 7.5 **Voting:** Each Executive Board Member has one vote. Voting is by voices or on request of any Executive Board Member by a show of hands or by a ballot if such ballot is called by two Executive Board Members. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chairperson will have a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Executive Board Members is valid as if it had been passed at an Executive Board meeting. Any resolution may consist of several documents in the same form each signed by one or more Executive Board Members.

8. Officers' Duties

8.1 An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Club;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Club, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of the Club being carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors or cause or allow the activities of the Club to be carried on in a manner likely to create a substantial risk of serious loss to the Club's creditors;
- (f) must not agree to the Club incurring an obligation unless the Officer believes at that time on reasonable grounds that the Club will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the Officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

- (h) if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

9. Interests

- 9.1 **Register of interests:** The Executive Board must keep a register of interest disclosures made by any Executive Board Members.
- 9.2 **Duty to disclose interest:** An Executive Board Member who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive Board, as soon as practicable after the Executive Board Member becomes aware that they are interested in the Matter and include it in the register of interests.
- 9.3 **Consequences of being Interested:** An Executive Board Member who is Interested in a Matter:
 - (a) must not vote or take part in a decision of the Executive Board relating to the Matter, unless all non-Interested Executive Board Members consent;
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-Interested Executive Board Members consent;
 - (c) must not take part in any Executive Board discussion relating to the Matter or be present at the time of the Executive Board decision, unless all non-Interested Executive Board Members consent; or
 - (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 9.4 **Calling of SGM:** Despite clause 9.3, if 50% or more Executive Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.
- 9.5 **Notice of failure to comply:** The Executive Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

10. Finances

- 10.1 **Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Executive Board, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 3.
- 10.2 **Balance date:** The Club's balance date is 31 December or on the date as the Executive Board decides.
- 10.3 **Audit or review of financial statements:** The Club's financial statements must be audited or reviewed each year by a qualified auditor and the audited or reviewed financial statements must be submitted to the AGM. The auditor or reviewer will be appointed by the Executive Board.
- 10.4 **No personal benefit:** Executive Board Members, Committee Members and any other Member may not receive any distributions of profit or income from the Club. This does not prevent the Executive Board Members, Committee Members or any other Members:
 - (a) receiving reimbursement of actual and reasonable expenses incurred; or

- (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,

provided no Executive Board Member, Committee Member or other Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

11. Amendments

- 11.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting, or in the case of minor or technical amendments or correction of errors, in accordance with section 31 of the Act, provided that all such amendments must be in writing.
- 11.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

12. Bylaws

- 12.1 The Executive Board may, in its sole discretion, make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Club's purposes set out in clause 3.1, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

13. Dispute resolution

- 13.1 Except as otherwise provided in this Constitution, the conduct of any dispute resolution procedures will be in accordance with Schedule 2 of the Act and any recommended dispute resolution procedures by New Zealand Football or Northern Region Football where relevant.

14. Liquidation and removal

- 14.1 **Notice:** The Executive Board must give notice to all Members at least 20 Working Days prior to a proposed motion:
 - (a) to appoint a liquidator;
 - (b) to remove the Club from the Register of Incorporated Societies; or
 - (c) for the distribution of the Club's surplus assets.

The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

- 14.2 **Special Resolution:** Any resolution for a motion set out in clauses 14.1 must be passed by a Special Resolution of Members.
- 14.3 **Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to Northern Regional Football or any other not-for-profit entity that shares similar purposes to the Club.

15. Matters not provided for

- 15.1 If any matter arises that, in the opinion of the Executive Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Executive Board.

16. Transition

- 16.1 **Transition of Constitution:** This clause 16 applies to facilitate transition of the Club from the previous rules to this Constitution. If this clause is inconsistent with any other clause in this Constitution, this clause applies to the extent of the inconsistency and the other clause will not.
- 16.2 **Power of the Executive Board during transition period:** Subject to the Act, the Executive Board acting reasonably may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies from 28 July 2024 until the next AGM from that date and is solely to enable flexibility in the transition of the Club from the previous rules to this Constitution and to correct any unintended consequences occurring through different wording being used.
- 16.3 **Transition of Executive Board Members:** All Executive Board Members are to be re-elected or appointed at the next AGM, and every person so re-elected or appointed shall be subject to clause 6.12 and 6.13, noting that any previous period served as an Executive Board Member commencing as at the 2023 AGM shall be counted towards the relevant Executive Board Member's term of office.