

CONSTITUTION

NELSON HOCKEY ASSOCIATION (1993) Incorporated



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1. DEFINITIONS

AGM means Annual General Meeting.

Appointed Board Member means a Board Member appointed under Rule 21.

Club means a club described in Rule 7.

Competitive Member means the class of member described in Rule 8.

Constitution means this constitution.

Board means the Board of Directors of Hockey Nelson.

Board Member means a member of the Board including Elected Board Members and Appointed Board Members.

Elected Board Member means a Board Member elected under Rule 21.

General Meeting means an AGM or SGM.

Individual Member means an individual described in Rule 8.

Member means and includes all classes of members of Hockey Nelson described under Rule 5.

Nelson District means the boundaries of the Nelson City Council.

Operations Manager means the Operations Manager of Hockey Nelson.

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

Regional Body means a regional body described in Rule 0.

Register means the register of Members specified in Rule 14.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

Tasman District means the boundaries of the Tasman District Council.

2. NAME

- 2.1 The name of the incorporated society is Nelson Hockey Association (1993) Incorporated, hereinafter referred to as Hockey Nelson.
- 2.2 The registered office of Hockey Nelson shall be at the place as determined by the Board.

3. OBJECTS

- 3.1 As a charity, the objects of Hockey Nelson are:
- (a) To conduct and control the game of hockey in the Nelson and Tasman Districts, and promote, educate, develop and foster the sport of hockey as an amateur sport in these districts for the health, well-being and benefit of the general public in these districts;
 - (b) To operate Hockey Nelson in a manner that ensures the long-term sustainability of hockey as a primary sport within the Nelson and Tasman Districts, and to foster long-term relationships with neighbouring Associations;
 - (c) To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in hockey in Hockey Nelson's activities;
 - (d) To promote, develop and co-ordinate competitions for all sport-related activities of Hockey Nelson, and to have the game of hockey seen and operate as a family sport accessible to all that encourages and develops all age groups and capabilities;
 - (e) To affiliate and co-operate with kindred and other organisations, including Hockey New Zealand Incorporated;
 - (f) To develop and review the Strategic Plan, set the direction and priorities for Hockey Nelson, approve the annual budget, financial delegations and functions of Hockey Nelson, and to ensure that Hockey Nelson complies with all legal requirements.

4. POWERS

- 4.1 Hockey Nelson has the power, subject to this Constitution 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 monies 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 Hockey Nelson 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, government funding, community funding or otherwise;
 - (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Hockey Nelson;

- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Hockey Nelson;
 - (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
 - (h) Consider and settle disputes between Members;
 - (i) Determine who are its Members and withdraw, suspend or terminate membership;
 - (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
 - (k) Make, alter, rescind and enforce rules of competition;
 - (l) Organise and control competitions, events and programmes;
 - (m) Select Hockey Nelson representative teams and squads;
 - (n) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
 - (o) Delegate powers of Hockey Nelson to any person, Board, committee or sub-committee;
 - (p) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of Hockey Nelson, or with which Hockey Nelson is authorised to amalgamate or generally for any purpose designed to benefit Hockey Nelson;
 - (q) Do any other acts or things which are incidental or conducive to the attainment of the objects of Hockey Nelson.
- 4.2 The powers listed in Rule 4.1 must only be used to further the charitable purposes of Hockey Nelson.

5. MEMBERSHIP

- 5.1 The Members of Hockey Nelson shall be:
- (a) Regional Bodies as detailed in Rule 6;
 - (b) Clubs as detailed in Rule 7;
 - (c) Individuals as detailed in Rule 8;
 - (d) Life Members as detailed in Rule 9.

6. REGIONAL BODIES

- 6.1 Any Regional Body which is incorporated and wishes to be a Member of Hockey Nelson shall apply to the Board. Such application shall be made and determined by the Board.
- 6.2 In addition to the obligations as a Member under Rule 10, each Regional Body that is a Member shall:
- (a) Administer, promote and develop hockey in the region in accordance with the Objects of Hockey Nelson, this Constitution and any regulations;
 - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
 - (c) Have, as its members, Clubs and other members it considers appropriate;
 - (d) Adopt the Objects of Hockey Nelson and adopt a constitution which is not inconsistent with the Hockey Nelson Constitution;
 - (e) Apply its property and capacity in pursuit of the Objects of Hockey Nelson and the objects of the Regional Body;
 - (f) Do all that is reasonably necessary to enable the Objects of Hockey Nelson and the objects of the Regional Body to be achieved;
 - (g) Act in good faith with loyalty to Hockey Nelson to ensure the maintenance and enhancement of Hockey Nelson and hockey, and its reputation, and to do so for the collective and mutual benefit of the Members and hockey;
 - (h) Operate with, and promote, mutual trust and confidence between Hockey Nelson and the Members; and
 - (i) At all times act in the interests of the Members and hockey.
- 6.3 Each Regional Body shall, on request, provide to Hockey Nelson a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of Hockey Nelson.
- 6.4 Each Regional Body shall maintain a register of its members in the format determined by the Board. Each Regional Body shall provide its register of members, and all details contained within it, to Hockey Nelson as requested from time to time.

7. CLUBS

- 7.1 Any Club that wishes to be a Member of Hockey Nelson shall apply to the Board. Such application shall be made and determined by the Board.
- 7.2 In addition to the obligations as a Member under Rule 10, each Club that is a Member shall:
- (a) Administer, promote and develop hockey in the Club in accordance with the Objects of Hockey Nelson, this Constitution and any regulations;
 - (b) Have, as its members, individuals and other members it considers appropriate;

- (c) Adopt the Objects of Hockey Nelson and adopt a constitution which is not inconsistent with the Constitution;
 - (d) Apply its property and capacity in pursuit of the Objects of Hockey Nelson and the objects of the Club;
 - (e) Do all that is reasonably necessary to enable the Objects of Hockey Nelson and the objects of the Regional Body and the Club to be achieved;
 - (f) Act in good faith with loyalty to Hockey Nelson to ensure the maintenance and enhancement of Hockey Nelson and hockey, and its reputation, and to do so for the collective and mutual benefit of the Members and hockey; and
 - (g) Operate with, and promote, mutual trust and confidence between Hockey Nelson and the Members.
- 7.3 Each Club shall, on request, provide to Hockey Nelson a copy of its constitution and any proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of Hockey Nelson or the constitution of the Regional Body.
- 7.4 Each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to Hockey Nelson as requested from time to time.

8. INDIVIDUAL MEMBERS

- 8.1 There are three categories of Individual Members:
- (a) Competitive Member as set out in Rule 8.2
 - (b) Recreational Member as set out in Rule 9 (Life Members)
 - (c) Administrative Member as set out in Rule 17.2 (Board Members)
- 8.2 A Competitive Member is an individual who wishes to compete in Hockey Nelson's competitive events, and shall become a Competitive Member as follows:
- (a) By becoming a member of a Club by completing the membership requirement of the Club (as determined by the Club) and by doing so shall become a Member of Hockey Nelson; or
 - (b) By becoming a member of Hockey Nelson directly by completing the membership requirements of Hockey Nelson.

9. LIFE MEMBERS

- 9.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Hockey Nelson. Any person may be nominated for life membership of Hockey Nelson by any two Clubs, but must be nominated by a Member as defined in Rule 5.1 (a) and (b). Such nomination must be made to the Board in writing, setting out the grounds for the nomination sixty (60) days before the AGM. The Board must then determine, in its discretion, whether the nomination should be forwarded to a General

Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

10. MEMBERSHIP RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

- (a) An application for membership must be in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
- (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of Hockey Nelson.
- (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- (d) The failure by a Member to comply with Rule 10.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

10.2 Membership of Hockey Nelson is annual, and expires on 31 December in each year. The membership requirements as set out in this Constitution and any regulations, must be completed by each Member by 31 March in each year in order to have their membership of Hockey Nelson renewed.

11. SERVICE AWARDS

11.1 Service Awards will be announced at Annual General Meetings of Hockey Nelson for outstanding service to affiliated Clubs and Regional Organisations. Conditions of the awards shall be:

- (a) At least fifteen (15) years' service to hockey;
- (b) Service may be in any area of the sport, e.g., administrator, member of committee or volunteer in any capacity;
- (c) Nominations are to be made by the Board or an affiliated Club or Regional Organisation and, together with citation(s), must reach the Operations Manager not later than 31 October in each year;
- (d) All nominations will be considered by the Board, and the granting of a Service Award shall be at the sole discretion of the Board;
- (e) The Service Award(s) shall be presented after the announcement of the awards at the Annual General Meeting of Hockey Nelson.

12. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 12.1 A person ceasing membership of a Regional Body or Club is considered to have ceased membership of Hockey Nelson.
- 12.2 A Member may resign by notice in writing to the Board.
- 12.3 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Hockey Nelson or if a member acts in a manner which is considered by the Board to be harmful to Hockey Nelson or inconsistent with the standards of behaviours expected of a Member.
- 12.4 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of Hockey Nelson or in the absence of any relevant provisions then by a General Meeting of Hockey Nelson. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

13. MEMBERSHIP FEES

- 13.1 The Board shall annually determine:
 - (a) Any membership or other fees payable by each Member;
 - (b) The due date for such fees; and
 - (c) The manner for payment of such fees.
- 13.2 The Board may determine different levels of membership fees and other fees for different types of Members.

14. REGISTER OF MEMBERS

- 14.1 The Operations Manager shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- 14.2 All Regional Bodies and Clubs shall provide written notice of any change to its details in Rule 14.1, and of changes to the details of its individual members, to Hockey Nelson within thirty (30) days of the change taking place. All other Members shall provide written notice directly to Hockey Nelson of any change to the details in Rule 14.1.
- 14.3 Hockey Nelson, the Regional Bodies and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

15. OFFICERS OF THE ORGANISATION

- 15.1 The officers of Hockey Nelson shall be:
- (a) The Patron and/or Patroness;
 - (b) The Employees.
- 15.2 The Patron and/or Patroness shall be invited by the Board to be the Patron and/or Patroness. The Patron and/or Patroness shall be entitled to attend and speak at General Meetings but shall have no right to vote.

16. GENERAL MEETINGS

- 16.1 Hockey Nelson must hold an AGM once every year at such time, date and place as the Board determines but not later than 31 March in each year.
- 16.2 Any other General Meetings shall be SGMs.
- 16.3 The Board must give Members not less than fifty (50) days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 16.4 Not less than twenty (20) days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Operations Manager from the Members and/or the Board. Applications for Appointed Board Members and Elected Board Members must be received not less than thirty (30) days before the date set for the AGM.
- 16.5 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of an audited annual financial report for the preceding financial year;
 - (b) The election of any vacancies arising in the positions of Elected Board Members;
 - (c) The appointment of scrutineers for the meeting;
 - (d) Any motion(s) proposing to alter the Constitution; and
 - (e) Any other items of business that have been properly submitted for consideration at the AGM.
- 16.6 An agenda containing the business to be discussed at an AGM shall be sent by the Operations Manager to the Board and the Members by no later than fourteen (14) days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 16.7 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
 - (b) Such Members as are entitled to exercise sixty per cent (60%) or more of the voting rights of Hockey Nelson.

- 16.8 The written request for an SGM must state the purpose for which the SGM is requested.
- 16.9 The SGM must only deal with the business for which the SGM is requested.
- 16.10 The notice requirements for the SGM are thirty (30) days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes

- 16.11 Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 16.12 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give 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 shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; or
 - (b) A motion to proceed is put to the meeting, and a majority of sixty percent (60%) of votes cast is obtained in favour of the motion to proceed.

Quorum

- 16.13 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be sixty percent (60%) of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 16.14 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board, and if no quorum is obtained at the stage of such further General Meeting then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 16.15 The Chairperson of Hockey Nelson shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 16.16 Delegates of each Club under Rule 7 and Regional Body under Rule 6 are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- 16.17 The voting entitlement shall be as follows:
- (a) Clubs having the following number of fully affiliated teams registered for the previous winter competition:

- (i) One (1) or two (2) teams : 1 vote
 - (ii) Three (3) to five (5) teams : 2 votes
 - (iii) Six (6) to nine (9) teams : 3 votes
 - (iv) Ten (10) to fourteen (14) teams : 4 votes
 - (v) Fifteen (15) and more teams : 5 votes, and
- (b) Any Regional Body affiliated to Hockey Nelson : 1 vote.

Method of Voting

- 16.18 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 16.19 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot.
- 16.20 If there are:
- (a) the same number of nominations as positions available; or
 - (b) insufficient nominations for the positions,
- No vote will be undertaken and the nominated persons shall be duly elected.
- 16.21 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
- 16.22 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 16.23 Proxy votes are not permitted.
- 16.24 In the event of an equality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

17. BOARD

Role of the Board

- 17.1 The governance of Hockey Nelson shall be vested in the Board, which may exercise all the powers of Hockey Nelson and do all things which are not expressly required to be undertaken by Hockey Nelson at a General Meeting.

Membership of the Board

- 17.2 The Board shall comprise of:

- (a) Four (4) persons elected by the AGM under Rule 21 (**Elected Board Members**); and
- (b) Three (3) persons appointed in accordance with Rule 21 (**Appointed Board Members**)

Ineligibility

- 17.3 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of Hockey Nelson, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- (a) A person who is an employee of, or contractor to, Hockey Nelson;
 - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 2006, or any equivalent provisions under any previous or replacement legislation;
 - (c) A person who has been convicted of any offence punishable by a term of imprisonment of two (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 them;
 - (d) 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;
 - (e) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 17.4 If any of the circumstances listed in Rules 17.3 (a) to 17.3 (e) occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 17.3 (a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.
- 17.5 **Re-election:** Except as provided for in Clause 17.6, a retiring Board Member will be eligible for re-election.
- 17.6 **Term:** Except as otherwise provided by this Constitution, every Board member will hold office for a term of three (3) years. Elected Board Members will be eligible for re-election on the expiry of that three (3) year term. An Elected Board Member may not serve on the Board for more than nine (9) consecutive years unless otherwise provided for in this Constitution.
- 17.7 **Continue in Office:** Notwithstanding anything to the contrary in this Constitution, every Elected or Appointed Board Member will, unless s/he sooner vacates his or her office under Clause 17.8, continue in office until his or her successor comes into office.
- 17.8 **Vacancy:** The office of any Elected or Appointed Board Member will become vacant if the member:
- (a) becomes an undischarged bankrupt; or
 - (b) is convicted on any offence punishable by imprisonment for a term of two (2) years or more; or

- (c) is convicted of any offence punishable by imprisonment for a term of less than two (2) years and is sentenced to imprisonment for that offence; or
- (d) becomes a restricted or special patient within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
- (e) becomes a person subject to the property order within the meaning of the Protection of Personal Property Rights Act 1988; or
- (f) resigns his/her office by notice in writing to Hockey Nelson; or
- (g) is absent without leave from two (2) consecutive meetings of the Board; or
- (h) dies.

17.9 **Appointment of Board Member Due to a Vacancy:** When at any time the office of any Board Member becomes vacant pursuant to the preceding Rule 17.8, the vacancy will, as soon as practicable, be filled by appointment by the Board of a co-opted Board Member through until the next Annual General Meeting. Every person so appointed will be eligible for re-election or re-appointment as the case may be at the Annual General Meeting for such term, up to three years, as determined by the Board to meet the rotational requirements and ensure appropriate continuity and succession planning can be maintained, subject to having been through the Board Appointments Panel process set out in Clause 20.

17.10 **Vacancy Filled:** Should a co-opted member vacate his/her office prior to completion of his/her term, the vacancy may be filled by appointment by the Board.

18. DUTIES AND POWERS OF THE BOARD

Duties of the Board

18.1 The duties of each Board Member are to:

- (a) Act in good faith and the best interests of Hockey Nelson at all times, ensuring members are kept informed;
- (b) Provide good governance for Hockey Nelson;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of Hockey Nelson;
- (e) Regularly attend Board meetings and General Meetings of Hockey Nelson;
- (f) Formulate such by-laws, regulations, policies and procedures as are appropriate for Hockey Nelson in conjunction with the Operations Manager;
- (g) Where appropriate, engage in activities to promote, market, represent and fundraise for Hockey Nelson;
- (h) 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 s/he has such interest;
- (i) Take such other steps as determined by the Board in respect of any interest specified in Rule 18.1(h), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;

- (j) 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:
- (k) As agreed by the Board for the purposes of Hockey Nelson;
- (l) As required by law; or
- (m) To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (n) Do such other things within these rules as the Board agrees to promote the objects of Hockey Nelson.

Powers of the Board

18.2 The Board shall have the power to:

- (a) Appoint the Operations Manager;
- (b) Define delegations of authority from the Board to the Operations Manager;
- (c) Control expenditure and raise funds to fulfil the Objects of Hockey Nelson;
- (d) Adopt and review the strategic plan for all hockey;
- (e) Adopt and review the annual plan and budget for Hockey Nelson;
- (f) Determine applications from individuals, clubs and regional bodies wishing to be Members of Hockey Nelson;
- (g) Hold meetings and forums for the Members, including General Meetings;
- (h) Sanction competitions and events as hockey events;
- (i) Approve rules and regulations for any Hockey Nelson competitions or events including conditions of entry;
- (j) Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (k) Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- (l) 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;
- (m) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (n) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of Hockey Nelson;
- (o) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (p) Do all other acts and things which are within the powers and Objects of Hockey Nelson and which the Board considers are appropriate.

- 18.3 If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of Hockey Nelson, the matter will be determined by the Board.

19. BOARD MEETINGS AND PROCEDURES

- 19.1 At its first meeting following the AGM, the Board must elect a Chairperson whose tenure shall not exceed six (6) consecutive years.
- 19.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 19.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 19.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 19.5 The quorum for a Board meeting shall be four Board Members of the Board.
- 19.6 Each Board Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy voting is not permitted.
- 19.7 A 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 shall 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 Members of the Board.
- 19.8 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

20. BOARD APPOINTMENTS PANEL

- 20.1 There shall be a Board Appointments Panel comprising of the following three (3) people:
- (a) One person being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
 - (b) One nominee who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and

- (c) One nominee who is independent of the Board and who has an interest and understanding of hockey in New Zealand, as determined by the Board.
- 20.2 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 17.3 (a) to Rule 17.3 (e) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
- 20.3 If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by Sport Tasman.
- 20.4 The convenor of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 20.1 (a).
- 20.5 The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 20.6 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- (a) Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - (b) Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - (c) Receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (d) Deciding the candidates to be appointed as Appointed Board Members;
 - (e) Receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (f) Recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those present and entitled to vote at a General Meeting; and
 - (g) Such other related matters as set out in any applicable regulations.
- 20.7 In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
- (a) Their prior experience as a director, trustee, or experience in any other governance role;
 - (b) Their knowledge of, and experience in hockey generally, at international, national, and/or local level;
 - (c) Their occupational skills, abilities and experience;

- (d) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - (e) The desire for conflicts of interest on the Board to be minimised;
 - (f) The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
 - (g) The desire to embrace diversity on the Board.
- 20.8 No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 20.9 The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 20.10 The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- 20.11 Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 20.12 All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, s/he shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 20.13 Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 20.1).
- 20.14 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- (a) The member has a conflict of interest which has not be satisfactorily resolved to the Board's satisfaction by the convenor;
 - (b) There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
 - (c) Any of the circumstances listed in the Rule 17.3 (a) to Rule 17.3 (e) have occurred to the member.
- 20.15 Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

21. APPOINTMENT AND ELECTION OF BOARD MEMBERS

21.1 The Board Members shall be appointed and elected as follows:

- (a) The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM not less than fifty (50) days prior to the AGM.
- (b) Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members) and received at the registered office of Hockey Nelson not less than thirty (30) days before the date set for the AGM.
- (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the Operations Manager shall refer all the applications to the Board Appointments Panel.
- (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 20.5 and notify the Operations Manager of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than twenty (20) days' prior to the AGM.
- (e) Upon receipt of the notification from the Board Appointments Panel in Rule 21.1 (d) the Operations Manager shall not less than fourteen (14) days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.

21.2 **Other Positions:** Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of Hockey Nelson if they are appointed or elected as a Board Member.

22. OPERATIONS MANAGER

22.1 There shall be an Operations Manager of Hockey Nelson who shall be employed for such term and on such conditions as the Board may determine.

22.2 The Operations Manager shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of Hockey Nelson in accordance with the Rules, regulations, by-laws, policies and procedures of Hockey Nelson and within such delegated authority as may be imposed by the Board.

22.3 The Operations Manager may attend Board meetings when required by the Board but will have no voting rights.

23. FINANCES

23.1 Unless otherwise determined by the Board, the financial year of Hockey Nelson shall end on the 30th day of November each year.

- 23.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM.

24. COMMON SEAL

- 24.1 The common seal of Hockey Nelson shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

25. ALTERATIONS OF RULES

- 25.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 25.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of Hockey Nelson. This Rule 25.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

26. APPLICATION OF INCOME

- 26.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of Hockey Nelson. No Member of Hockey Nelson, or anyone associated with a Member, is allowed to take part in, or influence any decision made by Hockey Nelson in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- (a) No member shall derive any pecuniary gain, except as a salaried officer, from any property or operations of Hockey Nelson. Members cannot retain prize money. Pecuniary gain does not include the winning of trophies or prizes, nor does it include prize money where such money is paid to an Association or Club.
- 26.2 Any payments made to a Member of Hockey Nelson, or person associated with a Member, must be for goods or services that advance the charitable purpose of Hockey Nelson, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

27. LIQUIDATION

- 27.1 Hockey Nelson must be liquidated up if Hockey Nelson, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring Hockey Nelson to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

27.2 If upon the winding-up or dissolution of Hockey Nelson there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of Hockey Nelson but shall vest absolutely in Sport Tasman, or other charitable body that has objects similar to the objects of Hockey Nelson.

28. INDEMNITY

28.1 Hockey Nelson shall indemnify every member of the Board, the Operations Manager and other officers and employees of Hockey Nelson in respect of all liability arising from the proper performance of their functions connected with Hockey Nelson.

29. COLOURS OF ASSOCIATION

29.1 The representative colours of Hockey Nelson shall be navy and sky blue, or similar as approved by the Board.