

CONSTITUTION
NELSON HOCKEY ASSOCIATION
(1993) Incorporated

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DEFINITIONS

- 1.1. AGM means Annual General Meeting.
- 1.2. SGM means Special General Meeting.
- 1.3. Appointed Board Member means a Board Member appointed under Rule 23.
- 1.4. Club means a club described in Rule 6.
- 1.5. The Constitution means this constitution.
- 1.6. Board means the Board of Directors of Hockey Nelson.
- 1.7. Board Member means a member of the Board including Elected Board Members and Appointed Board Members.
- 1.8. Elected Board Member means a Board Member elected under Rule 23.
- 1.9. General Meeting means an AGM or SGM.
- 1.10. Individual Member means an individual described in Rule 7.
- 1.11. Member means and includes all classes of members of Hockey Nelson described under Rule 5.
- 1.12. Nelson District means the boundaries of the Nelson City Council.
- 1.13. Operations Manager means the Operations Manager of Hockey Nelson.
- 1.14. Ordinary Resolution means a resolution passed by a majority of votes cast.
- 1.15. Register means the register of Members specified in Rule 14.
- 1.16. Special Resolution means a resolution passed by two-thirds of votes cast.
- 1.17. Tasman District means the boundaries of the Tasman District Councils.
- 1.18. Hockey Nelson means Nelson Hockey Association (1993) Incorporated.

NAME

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.
 - 2.3. The registered contact person shall be the Operations Manager, or other suitable individual appointed by the board.

OBJECTS

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 coordinate 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;
 - g) To co-operate with other association in the top of the South Island under the banner of Tasman Districts to grow hockey and provide competitive opportunities for our members.

POWERS

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, consistent with the dispute resolution process outlined in this constitution; conduct hearings; and impose sanctions and penalties, including for anti-doping;
- h) Consider and settle disputes between Members; following the disputes resolution process
- 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.

MEMBERSHIP

5. MEMBERSHIP

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

CLUBS

6. CLUBS

- 6.1. 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.
- 6.2. In addition to the obligations as a Member under Rule 9, 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 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.
- 6.3. 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.
- 6.4. 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.

INDIVIDUAL MEMBERS

7. INDIVIDUAL MEMBERS

- 7.1. There are two categories of Individual Members:

- a) Life Member as set out in Rule 8 (Life Members)
 - b) Board Member as set out in Rule 16.2 (Board Members)
- 7.2. Members must consent to membership in writing.

LIFE MEMBERS

8. LIFE MEMBERS

8.1. 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 Members as defined in Rule 5.1. 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. Upon accepting a life membership, an individual consents to become a member of Hockey Nelson.

9. Patron and Patroness

9.1. The roles of Patron and Patroness are ceremonial, awarded in recognition of an individual's selfless service to the Nelson hockey community over an extended period of time. The Patron and Patroness should be Life Members of Hockey Nelson. 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 speak at General Meetings but shall have no individual right to vote.

MEMBERSHIP RIGHTS AND OBLIGATIONS

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 6.2 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.

SERVICE AWARDS

11. SERVICE AWARDS

11.1. Service Awards will be announced at Annual General Meetings of Hockey Nelson for outstanding service to Hockey Nelson and its members. 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 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.

RESIGNATION AND TERMINATION OF MEMBERSHIP

12. RESIGNATION AND TERMINATION OF MEMBERSHIP

12.1. A Member may resign by notice in writing to the Board.

12.2. 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.

12.3. A Member whose membership is withdrawn, suspended, or terminated by the Board may utilise the Dispute Resolution Process outlined in this constitution. If the issue goes to a General Meeting, 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.

MEMBERSHIP FEES

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.

REGISTER OF MEMBERS

14. REGISTER OF MEMBERS

14.1. The Operations Manager shall maintain a Register in which shall be recorded the full name, residential address, membership classification, date of admission, and any other

- particulars pertaining to each Member, as agreed to by the respective Member.
- 14.2. All Clubs shall provide written notice of any change to its details in Rule 14.1, 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 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 2020.

OFFICERS OF THE ORGANISATION

15. OFFICERS OF THE ORGANISATION

- 15.1. The officers of Hockey Nelson shall be:
- a) The Chairperson;
 - b) Members of the Board.

GENERAL MEETINGS

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 at least sixty (60) days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 16.4. Not less than thirty (30) 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 business of the Annual General Meeting shall be to:
- a) Confirm the minutes of the previous Annual General Meeting;
 - b) Receive, consider and adopt the Annual Report;
 - c) Receive, consider and adopt the audited Financial Statements for the previous financial year together with any amendments sanctioned by the meeting;
 - d) Receive and consider notices of any disclosures made in accordance with clause 20 (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
 - e) Election of Board Members;
 - f) Appoint an Auditor (if required);
 - g) Consider and transact any business or proposed resolution as may be provided for in the Constitution of which due notice in accordance with the Constitution has been given; and
 - h) Transact any general business.
- 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 twenty-one (21) 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.
- 16.7. 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 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.

Special General Meetings

- 16.8. 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.
- 16.9. The written request for an SGM must state the purpose for which the SGM is requested.
- 16.10. The SGM must only deal with the business for which the SGM is requested.
- 16.11. 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

- 16.12. Full minutes shall be kept of all General Meetings and made available upon request by Members.

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 6 are eligible to be present and vote at a General Meeting in accordance with this Constitution.
- 16.17. The voting entitlement for Clubs having the following number of fully affiliated teams registered for the previous winter competition is as follows:
- 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.
- 16.18. Members other than clubs, such as Life Members and Board Members, have no voting rights at General Meetings.

Method of Voting

- 16.19. No vote will be undertaken and the nominated persons shall be duly elected if there are:
- a) the same number of nominations as positions available; or
 - b) insufficient nominations for the positions.
- 16.20. Should the number of nominations for the Elected Board Member positions exceed the number of vacancies for the specified role(s) the election shall be conducted in the following manner:
- a) As soon as possible after the closing date for nominations the Board Appointments Panel shall send to each Member a brief resume of each candidate to be provided by each candidate.
 - b) The election of the Elected Board Member will be by secret ballot at the Annual General Meeting.
 - c) The voting papers will be scrutinised by and in the presence of two (2) scrutineers appointed by the Members at the Annual General Meeting for that purpose.
 - d) The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the Annual General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. If the number of votes for the highest voted candidate is equal to another candidate, a further vote will be held between the tied candidates.
 - e) No Member shall vote for more, but may vote for less, than the number stated on the voting paper for the election of the Elected Board Member and any voting paper containing more than the number stated on the voting paper for the election of the Officer and/or Committee Member shall be invalid.
- 16.21. Proxy votes are not permitted.

BOARD

Role of the Board

17. 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. Upon election or appointment to the Board, an individual is considered to be a Board Member of Hockey Nelson.
- 17.3. The Board shall comprise of:
- a) Four (4) persons elected by the AGM under as described under Rule 23 as Elected Board Members; and
 - b) Three (3) persons appointed in accordance with Rule 23 as detailed for Appointed Board Members
 - c) A majority of members who are members of Nelson Hockey Association.

Cessation of Office and Ineligibility

- 17.4. The office of any Board Member will become vacant and that Board Member will cease to hold office if the Board Member('s):
- a) term expires; or
 - b) resigns his/her office by notice in writing to the Board; or
 - c) is absent without leave from two (2) consecutive meetings of the Board; or
 - d) is unfit to continue in the position as voted unanimously by all other Board Members; or
 - e) is removed from office under this Constitution; or
 - f) if the person is an employee of, or contractor to, Hockey Nelson; or
 - g) becomes an undischarged bankrupt; or
 - h) is convicted of any offence punishable by imprisonment for a term of two (2) years or more; or
 - i) 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
 - j) becomes a restricted or special patient within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
 - k) becomes a person subject to the property order within the meaning of the Protection of Personal Property Rights Act 1988; or
 - l) becomes disqualified from being a Board Member under section 47(3) of the Act; or
 - m) dies.
- 17.5. Any persons seeking election to the Board are considered ineligible if they meet or did meet any of the criteria as outlined in 17.4 (f) – (l).
- 17.6. Re-election: Except as provided for in Rule 17.7, a retiring Board Member will be eligible for re-election.
- 17.7. Term: Except as otherwise provided by this Constitution, every Board member will hold office for a term of three (3) years. Board Members will be eligible for re-election on the expiry of that three (3) year term. A Board Member may not serve on the Board for more than nine (9) consecutive years unless otherwise provided for in this Constitution.
- 17.8. 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 Rule 17.4, continue in office until his or her successor comes into office.
- 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 17.4, 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 Rule 22.

- 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.
- 17.11. All new Board Members must consent in writing on their appointment and certify they are not ineligible as outlined in 17.4 (f) – (l).

DUTIES OF THE BOARD

18. 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) Exercise the powers of the Board and any delegated authority for proper purpose;
- c) Comply with the Act and this constitution;
- d) Exercise reasonable care and diligence;
- e) Not create a substantial risk of serious loss to creditors;
- f) Not incur an obligation the officer doesn't reasonably believe the society can perform;
- g) Provide good governance for Hockey Nelson;
- h) Regularly monitor and review the performance of Hockey Nelson;
- i) Regularly attend Board meetings and General Meetings of Hockey Nelson;
- j) Formulate such by-laws, regulations, policies and procedures as are appropriate for Hockey Nelson in conjunction with the Operations Manager;
- k) Where appropriate, engage in activities to promote, market, represent and fundraise for Hockey Nelson;
- l) 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;
- m) Take such other steps as determined by the Board in respect of any interest specified in Rule 20, which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- n) 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 As agreed by the Board for the purposes of Hockey Nelson;
 - 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;
 - iv 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 Hockey Nelson;
 - e) Adopt and review the annual plan and budget for Hockey Nelson;
 - f) Determine applications from individuals and clubs 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.

BOARD MEETINGS AND PROCEDURES

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 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.
- 19.9. Minutes must be kept of all board meetings.

INTERESTS

20. Interests

- 20.1. The Board must keep a register of interest disclosures made by Board Members.
- 20.2. A Board Member who is Interested in a Matter relating to Nelson Hockey 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 Board, as soon as practicable after the Board Member becomes aware that they are interested in the Matter and include it in the register of interests.
- 20.3. A Board Member who is Interested in a Matter:
- i must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
 - ii must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
 - iii must not take part in any Board discussions relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent; and
 - iv may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.
- 20.4. Despite clause 20.3 if 50% or more Board Members are Interested in a Matter, a Special General Meeting must be called to consider and determine the Matter.
- 20.5. The Board must notify Members of a failure to comply with this clause, and of any transaction affected, as soon as practicable after becoming aware of the failure.

INDEMNITY AND INSURANCE FOR COMMITTEE MEMBERS AND EMPLOYEES

21. Indemnity

- 21.1. To the extent permitted by law, Hockey Nelson may indemnify a Board Member and employee in respect of:

- a) liability for any act or omission in his or her capacity as a Board Member or employee; and
- b) costs incurred by that Board Member or employee in defending or settling any claim or proceeding relating to any such liability,

not being criminal liability or liability in respect of a breach of any fiduciary duty owed to Hockey Nelson and provided the Board Member or employee, has at all times, acted in good faith and for a proper purpose in the pursuance of his or her role and responsibilities.

21.2. Hockey Nelson may, with the prior approval of the Board, effect insurance for a Board Member or employee in respect of:

- a) liability, not being criminal liability, for any act or omission in his or her capacity as a Board Member or employee; or
- b) costs incurred by that Board Member or employee in defending or settling any claim or proceeding relating to any such liability; or
- c) costs incurred by that Board Member or employee in defending any criminal proceedings that have been brought against the Board Member or employee in relation to any act or omission in his or her capacity as a Board Member or employee and in which he or she is acquitted.

21.3. Board Members voting in favour of authorising the effecting of insurance under clause 21.2 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to Hockey Nelson.

21.4. The Board must ensure that particulars of any indemnity given to, or insurance effected for, any Board Member or employee are entered in an interests register.

21.5. This clause is intended to be enforceable by each current or former Board Member or employee.

BOARD APPOINTMENTS PANEL

22. BOARD APPOINTMENTS PANEL

22.1. 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 reappointment 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.

22.2. 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 17.4 (a) – (m) 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.

- 22.3. 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.
- 22.4. The convener of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 19.1.
- 22.5. 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.
- 22.6. 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.
- 22.7. 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.
- 22.8. No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 22.9. The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 22.10. The quorum for a meeting of the Board Appointments Panel shall be three (3) members.
- 22.11. 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.

- 22.12. 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.
- 22.13. 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 22.1).
- 22.14. 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 17.4 (a) – (m) have occurred to the member.
- 22.15. 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 member of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

APPOINTMENT AND ELECTION OF BOARD MEMBERS

23. APPOINTMENT AND ELECTION OF BOARD MEMBERS

- 23.1. 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 at least seventy (70) 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 or either) and received at the registered office of Hockey Nelson not less than fifty (50) 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 22.6 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 thirty (30) days' prior to the AGM.
 - e) Upon receipt of the notification from the Board Appointments Panel in Rule 22.6 (d) the Operations Manager shall no later than twenty-one (21) 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.

- 23.2. 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.

OPERATIONS MANAGER

24. OPERATIONS MANAGER

- 24.1. 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.
- 24.2. 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.
- 24.3. The Operations Manager may attend Board meetings when required by the Board but will have no voting rights.

FINANCES

25. FINANCES

- 25.1. Unless otherwise determined by the Board, the financial year of Hockey Nelson shall end on the 30th day of November each year.
- 25.2. 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.

26. ALTERATIONS OF RULES

- 26.1. No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 26.2. This Constitution may be amended by:
- a) A Special Resolution passed by those Members entitled to vote at an Annual General Meeting or Special General Meeting; or
 - b) If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objection from Members within twenty (20) working days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

APPLICATION OF INCOME

27. APPLICATION OF INCOME

- 27.1. 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 employee or contractor, 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.
- 27.2. 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.

LIQUIDATION

28. LIQUIDATION

- 28.1. 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 is confirmed as passed.
- 28.2. 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.

DISPUTE RESOLUTION

29. DISPUTES

- 29.1. The dispute resolution process outlined in Appendix A will apply to any disagreement between Members, Board Members, and/or Hockey Nelson that relates to an allegation that:
 - a) a Member or a Board Member has engaged in misconduct; or
 - b) a Member or a Board Member or Hockey Nelson has breached or is likely to breach, a duty under the Constitution or the Act; or
 - c) a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged.

COLOURS OF ASSOCIATION

30. COLOURS OF ASSOCIATION

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

Appendix A - Dispute Resolution Process

- A. Initiation of Dispute Resolution
 - 1. Any member may initiate the dispute resolution process by submitting a written complaint to the Operations Manager
 - 2. The complaint must detail the nature of the dispute, the parties involved, and the resolution sought
- B. Mediation
 - 1. Upon receiving the complaint, the Operations Manager will appoint a mediator. The mediator should be an impartial third party agreed upon by all parties involved
 - 2. The mediator will facilitate a meeting between the parties to attempt to resolve the dispute amicably
 - 3. If mediation is successful, the agreed resolution will be documented in writing and signed by all parties
- C. Hearing
 - 1. If mediation fails, or if the nature of the dispute warrants it, a hearing will be convened
 - 2. The Board will appoint a hearing panel consisting of three impartial members
 - 3. All parties will be given written notice of the hearing, including the date, time, and location, as well as details of the allegations
 - 4. Parties have the right to attend the hearing, present evidence, call witnesses, and cross-examine opposing witnesses
 - 5. The hearing panel will conduct the hearing in a fair and impartial manner, adhering to the principles of natural justice
- D. Natural Justice Principles:
 - 1. Right to be Heard: All parties have the right to present their case and respond to allegations
 - 2. Impartial Decision-Maker: The mediator and hearing panel must be impartial and have no personal interest in the outcome of the dispute
 - 3. Right to Evidence: Parties have the right to present relevant evidence
 - 4. Right to Challenge: Parties have the right to challenge evidence presented by the opposing side
- E. Decision and Appeal:
 - 1. The hearing panel will make a decision based on the evidence presented
 - 2. The decision will be communicated in writing to all parties, including the reasons for the decision
 - 3. Any party dissatisfied with the decision may lodge a written appeal to the Board within 14 days of receiving the decision
 - 4. The Board will review the appeal and may uphold, overturn, or modify the original decision
 - 5. The Board's decision on appeal is final.