

## RULES OF

### KAIKOHE AND DISTRICT SPORTSVILLE INCORPORATED

("the Society")

#### 1. Interpretation

##### 1.1 Definitions

In these Rules, the following terms have the following meanings except to the extent that they may be inconsistent with the context:

- "Act" means the Incorporated Societies Act 1908 and its amendments and any enactment passed in substitution therefor;
- "Annual General Meeting" means the Annual General Meeting convened pursuant to Rule 13.1 hereof;
- "Board" means the controlling body of the Society established under Rule 12;
- "Board Appointed Member" means a Member of the Board appointed pursuant to Rule 12.2.1(a) ;
- "Board Elected Member" means a member of the Board elected pursuant to Rule 12.2.1(b);
- "Board Member" means a Board Appointed Member or a Board Elected Member of the Board;
- "Financial Year" means the year commencing on 1st July and ending on 30th June the following year or any other date adopted by the Board at the date up to which Financial Statements shall be made in each year for the Society;
- "General Meeting" means a meeting convened pursuant to clause 13.0 of these Rules;
- "Kaikohe" means the area which is within a radius of five (5) kilometres from the point at which Mangakahia Road and Recreation Road, Kaikohe, intersect;
- "Member" means a Member of the Society who has been admitted to membership of same pursuant to Rule 6.1 of these Rules;
- "Objects" means the Objects of the Society specified by Rule 5 of these Rules.

- "Person" or "Persons" has the meaning ascribed to those terms by Rule 2.1(d) of these Rules;
- "Resolution" means a resolution passed at a meeting of the Board or at a General Meeting of the Society by the requisite majority specified by these Rules;
- "Rules" means these Rules of the Society;
- "Seal" means the Common Seal of the Society to which Rule 16 of these Rules refers;
- "Society" and "this Society" means Kaikohe and Districts Sportsville Incorporated as governed by these Rules;
- "Special General Meeting" means a Special General Meeting convened pursuant to Rule 13.2 of these Rules;
- "Sports Disputes Tribunal means the Tribunal established under of New Zealand" s.8(i) of the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.

## 2. General Construction

2.1 In interpreting these Rules, the following rules must be applied unless the context requires otherwise:

- (a) Headings are for reference only and are not an aid in interpretation.
- (b) Reference to statutory provisions will be construed as references to those provisions as they may be amended or re-enacted or as their application is modified by other provisions from time to time.
- (c) References to a Rule or Rules include those that are amended from time to time in accordance with these Rules.
- (d) References to a person or persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, trusts, associations and other entities.
- (e) Words importing the plural include the singular and vice versa and words importing gender import all genders.
- (f) Any reference to a "law" includes common or customary law and any constitution, decree, judgment, legislation, order, ordinance, regulation, status, treaty or other legislative

measure, in each case of any relevant jurisdiction (and 'lawful' and 'unlawful' shall be construed accordingly);

(g) The words and expression defined are indicated by initial capital letters for convenience. The absence of an initial capital letter shall not alone imply that the word or expression is used with a meaning different from that given by its definition.

### 3. Name

3.1 The name of the Society is KAIKOHE AND DISTRICTS SPORTSVILLE INCORPORATED.

### 4. Registered Office

4.1 The registered office of the Society shall be at such place as the Board may determine.

4.2 Due notice of any change in place of the registered office shall be given to the Registrar of Incorporated Societies and to all members of this Society.

### 5. Objects

The objects of the Society are to provide "sport for life" encouraging greater participation in sport and recreational activities conducted primarily and principally in and for the benefit of Kaikohe and its inhabitants and more generally for the benefit of the wider community that has the town of Kaikohe as its closest urban centre by:

5.1 Creating a range of sporting and recreational opportunities for both participation and support roles for all age groups, life phases and ability levels including robust talent identification and support.

5.2 Undertaking all such things as will assist in the development and promotion of Members' activities as may be necessary, incidental, or conducive to the advancement of these Objects including:

5.2.1 Delivering sporting and recreational opportunities that are sustainable based on sound marketing and business best practice following prudent financial management principles.

5.2.2 Providing support and encouraging excellence in governance practices and processes that encourage good leadership, and appropriate decision-making at all levels.

5.2.3 Sharing knowledge and resources and collaborating on sport and recreation management and programme delivery through its Members.

5.2.4 Removing barriers to participation in sporting and recreational activities by continuous assessment of community need including targeted programmes.

5.3 Securing long-term funding and other revenue streams through a process of sound planning and applying that funding to the aims of the Society.

5.4 Working with all Members, clubs and stakeholder organisations to create high quality well utilised sporting and recreational facilities and infrastructure.

5.5 Managing, maintaining, administering and operating sport and recreational facilities.

5.6 Conserving, advancing, promoting and protecting the interests of its Members.

## 6. Membership

6.1 The Members of the Society shall be:

- (a) any person, or
- (b) any Incorporated Society, or
- (c) any Charitable Trust; or
- (d) any Club or member of a Club which is affiliated to a National or Regional body or, in the case that a National or Regional body does not exist, an International body.

(in each case referred to in this Rule as a "person or organisation") who or which has sought and applied for membership and has been admitted as a Member by the Board.

6.2 The Board may make Regulations determining the procedure to be followed by any applicant for membership of the Society and shall have sole discretion to determine whether any

applicant may be admitted to membership save that any person or organisation applying for membership shall:

- (a) be a person or organisation that is based in Kaikohe as that term is defined in Rule 1.1 of these Rules; and
- (b) be a Society or a financial member of a Society which is incorporated under the Incorporated Societies Act 1908 and/or a Charitable Trust incorporated under the Charitable Trusts Act 1957 and the Charities Act 2005 and/or a person or organisation affiliated to his/her or its National or Regional body; and
- (c) be involved in the delivery of sport or sport and recreation related activity in Kaikohe, and
- (d) support the Objects of this Society and in particular the provision of sporting and recreational activities conducted primarily and principally in and for the benefit of Kaikohe and its inhabitants and more generally for the benefit of the wider community that has the town of Kaikohe as its closest urban centre.

## 7. Termination of Membership

7.1 A Member will cease to be a Member of the Society if:

- (a) in the sole and absolute judgment of the Board, the Member no longer meets any one of more of the qualifying standards for membership of the Society as more particularly specified in Rule 6.2 of these Rules, or
- (b) the Member resigns by giving to the Board not less than three (3) months' notice in writing to that effect which said notice shall in no case relieve that Member from liability for payment of any and all moneys that may then be due and owing to the Society, or
- (c) the Member shall have failed to renew his, her or its membership of the Society and pay the subscription in respect of same in accordance with any procedure for renewal and payment that the Board may from time to time determine provided that such procedure and any change in same from time to time shall have first been notified in writing to all Members of the Society.

7.2 The Board may in its sole and absolute discretion at any time reinstate a Member whose membership of the Society has

been terminated pursuant to Rule 7.1(a) or (c) upon such terms as the Board in the exercise of its discretion may decide.

8. Suspension of Membership

8.1 The Board may, by notice in writing to a Member of the Society, suspend the membership of that Member if:

(a) acting reasonably, the Board determines that Member to have failed to comply with these Rules except in the case where Rule 7.1(a) of same applies; or

(b) acting reasonably, the Board deems that Member to have engaged in conduct unbecoming of a Member or prejudicial to the interests of the Society.

8.2 The suspension of a Member pursuant to Rule 8.1(a) or (b) hereof shall continue in force until the Board deems, acting reasonably, that the Member is no longer in breach, or until the suspension is revoked by a majority vote of Members at a General Meeting of the Society pursuant to Rule 10 of these Rules.

9. Expulsion of a Member

9.1 The Board may call upon any Member of the Society for an explanation of any charge of misconduct against that Member made by any other Member or for any other sufficient cause, and if in the opinion of the Board the facts proved warrant its doing so, and notwithstanding its powers of suspension under Rule 8.1(b) of these Rules, the Board may, in its absolute discretion, expel such Member from membership of the Society.

9.2 Any Member so called upon pursuant to Rule 9.1 of these Rules shall have the right to appear before the Board with or without Counsel and to be heard in respect of the charge of misconduct against that Member.

10. Appeals Against Suspension or Expulsion

10.1 A Member suspended for more than one month or expelled shall have the right to appeal the decision to a Special General Meeting of the Society called for the purpose.

10.2 Written Notice of Appeal shall be given to the Board within one (1) month after the decision suspending or expelling such Member.

10.3 At the Special General Meeting called for the purpose of hearing the appeal of a Member against suspension or expulsion of that Member, that Member shall have the right to appear before the Meeting, with or without Counsel, and to be heard in support of the Member's appeal.

10.4 The hearing of the charges against the Member shall proceed **de novo**.

10.5 The suspension of a Member may be revoked by a majority vote at the Special General Meeting but shall otherwise remain in place until lifted by the Board pursuant to Rule 8.2 of these Rules.

10.6 The expulsion of a Member shall be ratified by 2/3 of the votes cast at the Special General Meeting, but shall otherwise be revoked.

10.7 A decision of a Special General Meeting called to consider the appeal of a Member against suspension or expulsion shall be final.

## 11. Fees/Subscriptions

11.1 The Board shall from time to time set the annual fees/subscriptions to be paid by Members and/or applicants for membership of the Society and the date and manner in which such fees and subscriptions shall be payable.

## 12. Board

12.1 Administration by Board

12.1.1 The Society shall be administered by the Board.

12.2 Composition of the Board

12.2.1 The Board shall consist of seven (7) Board Members who shall be appointed and elected in the following manner:

(a) At each Board Meeting at which a Board Appointed Member retires or at which that Board

Appointed Member's term of office ends, that Board Appointed Member's replacement to be appointed in his stead shall be nominated by one or more of the remaining Board Appointed Members and subsequently confirmed as a Board Member by the Board.

(b) In nominating a person for a Board Appointed Member vacancy under Rule 12.2.1(a) of these Rules, the Board Appointed Member or Members doing so shall have regard to the desirability of securing for service on the Board a candidate who will capably represent the diverse Kaikohe District and the interests of same to be served and who has demonstrated skills of effective Board governance, leadership, vision, strategic planning, accountability, independence, trust, diligence, candour, financial or legal expertise, fundraising and/or sponsorship capability and the management and/or development of facilities.

12.2.2 The term of office for each Board Appointed Member shall be for a period of three (3) years. For the avoidance of doubt one Appointed board member shall retire at each Annual General Meeting except that in each third year two Appointed Board members shall retire.

12.2.3 The term of office for each Board Elected Member shall be for a period of three (3) years. For the avoidance of doubt, one Elected Board member shall retired at each Annual General Meeting.

12.2.4 Notwithstanding Rules 12.2.2 and 12.2.3 each Board Member shall be eligible for re-election or re-appointment as the case may be, but subject always to the provisions of Rule 12.2.5 of these Rules.

12.2.5 No Board Elected Member or Board Appointed Member may serve more than nine (9) consecutive years in office provided however that

(a) in the case of a Board Elected Member, it is determined by a 2/3 vote of the Members of the Society at an Annual General meeting that it is in the interests of the Society to retain a Board Elected Member who has served nine (9) consecutive years on the Board that the nomination of that Board Elected Member may be accepted for election; or



(b) in the case of a Board Appointed Member it is determined by the Board Elected Members of the Board that it is in the interests of the Society to retain a Board Appointed Member who has served nine (9) consecutive years on the Board, and that decision has been approved by a 2/3 vote of the Members of the Society at an Annual General meeting.

then in either such case, the Annual General Meeting or the Board (as applicable) may approve the extension of the permitted period of service by that Board Elected Member or Board Appointed Member in increments of three (3) years each beyond the maximum period of service that would otherwise be permitted by this Rule 12.2.5.

### 12.3 Cessation of Office of Board Member

12.3.1 A Board Member shall be deemed to have vacated office and a casual vacancy to have occurred if that Board Member:

(a) dies;

(b) is absent from three consecutive Board meetings without specific leave of absence being granted by the Board'

(c) shall cease to be able to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988;

(d) becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors;

(e) resigns office by notice in writing to the Board;

(f) becomes prohibited from being a director of a company by reason of any order under Section 382 of the Companies Act 1993 or any statutory provision substantially re-enacting that section or to the like effect;

(g) is removed from office pursuant to Rule 12.3.2;

12.3.2 The Board may by a vote of 2/3 of the Board Members present at a meeting of the Board (other than the

Board Member who is affected) remove any Board Member who is convicted of a criminal offence punishable by imprisonment.

#### 12.4 Casual Vacancies

12.4.1 Casual vacancies arising under Rule 12.3 of these Rules shall be dealt with as follows:

(a) If the vacancy is for a Board Elected Member and arises not more than three (3) months before an Annual General Meeting, then the vacancy will remain and shall be filled at that Annual General Meeting; otherwise the Board shall call a Special General Meeting of the Society to fill the vacancy in the Board that has arisen.

(b) If the vacancy is for a Board Appointed Member, the remaining Board Members shall select a replacement Board Appointed Member at a time chosen by the Board;

(c) In each instance the replacement Board Member shall hold office until the end of the term of office of the Board Elected Member or Board Appointed Member he or she is replacing as the case may be.

#### 12.5 Quorum

12.5.1 Four (4) members of the Board present at a Board Meeting shall constitute a quorum.

#### 12.6 Officers

12.6.1 At the first Board Meeting following the Annual General Meeting, the Board shall by a majority vote appoint one of its number to the office of Chairman of the Board and shall thereafter in similar manner appoint the Chairman at the first Board Meeting following the Annual General Meeting each year.

12.6.2 At the first Board Meeting following the Annual General Meeting, the Board shall also appoint, by a majority vote, a Secretary and a Treasurer to hold those offices of the Society, and shall in similar manner

appoint a Secretary and a Treasurer at the first Board Meeting following the Annual General Meeting each year.

12.6.3 The offices of Secretary and Treasurer may, at the discretion of the Board, be combined and held by one person, and either or both of those Officers may be appointed by the Board from its own number or, at the discretion of the Board, employed pursuant to Rule 12.8.15 of these Rules.

## 12.7 Board Meetings

12.7.1 A Resolution in writing signed or explicitly assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such Resolution may consist of several documents in like form each signed by one or more of the Board Members. Any such resolution assented to in this Rule must be ratified at the next Board Meeting.

12.7.2 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

(a) Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board.

(b) All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication.

(c) If any failure in communication prevents Rule 12.7.2(b) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Rule 12.7.2(b) is satisfied again and if not satisfied within thirty (30) minutes from the time of interruption the meeting shall deem to have been terminated or adjourned.

(d) Any meeting held where one or more Board Member/s is not physically present shall be deemed to be held at the place specified in the notice of

meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

(e) Before any meeting is held where a Board Member may participate whilst being physically absent, the Board must establish Bylaws, Rules of Order, or Standing Rules of Order that are described in Roberts Rules of Order, Additional Rules for the Conduct of Electronic Meetings

12.7.3 Not later than three (3) working days following each meeting of the Board, the Secretary shall circulate in writing to all the members of the Society the unconfirmed Minutes of that meeting to the intent that the membership shall be fully informed in a timely manner of the business conducted and the decisions made by the Board at the Board Meeting.

## 12.8 Powers of the Board

In addition to any statutory powers, the Board's powers shall be those of a natural person to do all things necessary or desirable for the attainment or advancement of any one or more of its objects including, without limitation, the power to:

12.8.1 raise and receive funds by way of subscriptions, fees, grants, donations, sponsorships, legacies and bequests, gifts, or otherwise accepting that any amount payable on being admitted to membership of the Society, and the date by manner in which payment is due shall be set from time to time by resolution of the Board;

12.8.2 use such funds to pay the costs and expenses of advancing the Society's objects;

12.8.3 purchase, lease, hire or otherwise acquire, and exchange, sell, lease or otherwise dispose of, real or personal property, rights or privileges;

12.8.4 negotiate and execute joint venture agreements and other contracts;

12.8.5 borrow or raise money by debenture, bond, mortgage or other means with or without security;

- 12.8.6 invest or otherwise deal with the property of the Society in accordance with the provisions of these Rules;
- 12.8.7 establish subsidiaries, incorporate, or become a shareholder of, companies, and become a Member of any Society;
- 12.8.8 publicise the activities and services of the Society;
- 12.8.9 seek support from companies, firms, individuals, trusts, statutory bodies, local and central government to assist in the work of the Society in Kaikohe and the wider district;
- 12.8.10 maintain, improve, manage, develop, build on or subdivide any property in such a manner as the Board thinks fit;
- 12.8.11 enter alone or together with any other person(s) jointly or severally, into any guarantee or indemnity and to authorise any other entity in which the Society is interested to enter into any guarantee or indemnity;
- 12.8.12 renew or vary upon such terms as the Board thinks fit any mortgage, charge, borrowings, debt, guarantee or indemnity;
- 12.8.13 determine who may become members of the Society;
- 12.8.14 commence, defend or settle any legal proceeding;
- 12.8.15 employ any person and/or engaged consultants or professional advisors at such remuneration and on such terms as the Board thinks fit and to delegate any duties to any employee;
- 12.8.16 do all lawful acts and things necessary, incidental or conducive to the attainment or advancement of the Society's objects;
- 12.8.17 elect from time to time a Patron of the Society.
- 12.8.18 approve the minutes of any General Meeting where the Members present at that meeting have resolved to have the Board approve those minutes

### 13. General Meetings

#### 13.1 Annual General Meetings

- 13.1.1 An Annual General Meeting of the Society shall be held in the month of November in each calendar year at

such time and at such place as shall be fixed by the Board and the date shall be advertised at least twenty-one (21) clear days in advance by insertion at least once in a newspaper circulating in the area of the Society. In addition, should there be any business to be transacted under Rule 13.1.5 (d) all reasonable steps must be taken to give notice to the Members of the Society as soon as is practicable after a date for an Annual General Meeting has been set. Such a notice must specify the place, the day and time of the Annual General Meeting and a description of the business to be transacted including the wording of any resolution.

13.1.2 A Member desiring to bring any business before the Annual General Meeting shall give at least twenty-eight (28) days clear notice of that business in writing to the Board. which shall include that business in the notice calling the Meeting in terms of Rule 13.1.1 of these Rules.

13.1.3 For the avoidance of doubt, notice of any business to be transacted at the Annual General Meeting pursuant to Rule 13.1.2 of these Rules must be given to the Board by no later than the 1st day of October in any calendar year.

13.1.4 No business other than that set out in the notice convening a meeting shall be transacted at the meeting.

13.1.5 The business of each Annual General Meeting shall be to:

(a) confirm the Minutes of the last Annual General Meeting and any other meeting of Members held since that meeting if they haven't already been confirmed

(b) receive from the Board reports on the transactions of the Society during the last financial year and since the last meeting of Members;

(c) elect the Board Elected Members to be elected pursuant to Rule 12.2.1(b) of these Rules (the term of membership of each Board Elected Member being three (3) years from the date of his or her initial election as such subject always to the provisions of Rule 12.2.1(c) (ii) of these Rules);

(d) transact any special business of which notice is given in accordance with these Rules; and

(e) if the Board in any one year so determines as being required, appoint an auditor.

### 13.2 Special General Meetings

13.2.1 All General Meetings other than Annual General Meeting shall be Special General Meetings. The Board may whenever it thinks fit and shall upon a requisition in writing signed by no less than three of the Members of the Society and shall upon receipt of an appeal under Rule 10.1 convene a Special General Meeting.

(a) Any such requisition shall specify the object of the meeting requisitioned, shall be signed by the Members of the Society making same, and shall be deposited with the Secretary of the Society;

(b) The meeting must be convened only for the purposes specified in the requisition;

(c) In the event that the Board shall for fourteen (14) days following receipt of such a requisition fail to convene a Special General Meeting to be held within twenty-one (21) days from the date of receipt of the requisition, the Members making such requisition or a majority of them, may themselves convene a meeting to be held not later than two (2) calendar months after the date of the requisition.

13.2.2 All reasonable steps must be taken to give notice to the Members of the Society as soon as is practicable after a date for a Special General Meeting has been set. Such a notice must specify the place, the day and time of any Special General Meeting and the purpose for which it is to be held including the wording of any resolution.

### 13.3 Quorum

13.3.1 The quorum for a General Meeting shall be a majority of members of the Society entitled to vote. No business may be transacted at any General Meeting unless a quorum is present. If a quorum is not present at the time for commencement of a meeting then:

(a) if the meeting was convened on the requisition of Members, the meeting is automatically dissolved; or

(b) in any other case, if a quorum is not present within fifteen (15) minutes following the time scheduled for the commencement of the meeting, the meeting is automatically adjourned to the time and day in the following week and shall be held in the same place unless this is not reasonably possible in which case the Board shall specify another place by notice to the Members to be issued not less than two (2) days before the date of the adjourned meeting;

#### 13.4 Chairperson

13.4.1 The Chairman of the Board shall preside as Chairperson at each General Meeting of the Society. If the Chairman of the Board is absent, the Members present shall elect one of those Members to preside as Chairperson at that meeting.

#### 13.5 Adjournment of Meetings

13.5.1 A General Meeting may be adjourned by a majority resolution. If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given as in the case of the original meeting. No business shall be transacted at the meeting when it is reconvened except the business left unfinished at the original meeting.

#### 13.6 Votes

13.6.1 Subject to the limitations in Rule 13.6.3(d) hereof, each Member of the Society shall be entitled to vote at a General Meeting unless he, she or it owes an amount to the Society which is overdue for payment.

13.6.2 Subject to the limitations in Rule 13.6.3(d) hereof, each Member of the Society shall have one (1) vote on any question that is to be decided at a General Meeting.

13.6.3 In the case of a Member which is an Incorporated Society, a Charitable Trust, or a Club affiliated to its National or Regional body admitted to



membership under Rule 6.1 of these Rules (a "parent body"):

(a) the vote of that Member must be given personally by that Member's appointed delegate;

(b) the name of the individual acting as the appointed delegate for that Member shall be advised to the Secretary of the Society prior to the commencement of the General Meeting;

(c) no individual shall act as a delegate for more than one member which is a parent body in terms of this Rule 13.6.3;

(d) unless an individual Member is the appointed delegate for a Member which is a parent body in terms of this Rule 13.6.3, no individual Member who is associated with or a Member of a parent body entitled to vote shall be entitled to a vote on a question that is to be decided at a General Meeting. For the avoidance of doubt it is the intention of this Rule that no parent body shall benefit from a preponderance of votes brought about by reason of membership of the Society by individuals who are also members of, or associated with that parent body. The ruling of the Chairperson regarding whether or not an individual Member is entitled to vote on a question that is to be decided at a General Meeting shall be final and binding.

13.6.4 A question that is to be decided at a General Meeting of the Society must be carried by a majority of those entitled to vote, and shall be decided on a show of hands unless a secret ballot is demanded in terms of Rule 13.6.5 of these Rules. A declaration by the Chairperson that a Resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the Minute Book of the Society shall be evidence of that fact without proof of the number or proportion of the votes recorded for or against that Resolution.

13.6.5 If at least three (3) Members entitled to vote at a General Meeting demand a poll on a question that is to be decided at the meeting

(a) the Chairperson shall comply with that demand;  
and

(b) the poll shall be conducted by secret ballot;  
and

(c) the demand may be made before a show of hands  
or immediately after the Chairperson's declaration  
on a show of hands; and

(d) in the latter case, the result of the secret  
ballot shall override the show of hands.

13.6.6 There shall be no postal voting on any  
question to be decided at a General Meeting of the  
Society.

14. Financial Matters

14.1 Financial Year

14.1.1 The Financial Year of the Society shall  
commence on the 1st day of July and end on the 30th day  
of June the following year and may be altered from time  
to time by the Board.

14.1.2 The Board shall prepare an Annual Report for  
presentation to the Annual General Meeting which  
contains:

(a) the annual financial statements as required  
under the Act; and

(b) an Annual Report on the year's activities of  
the Society.

14.1.3 Unless required by the Act or by the Board,  
the annual financial statements need not be audited by an  
auditor but shall be reviewed and approved by a  
practising chartered accountant appointed by the Board  
for the purpose.

14.1.4 The books of account of the Society shall be  
kept at the registered office of the Society or at such  
place as the Board may from time to time determine and  
shall be open to inspection by Members of the Society at  
such reasonable times as agreed by the Board.

15. Application of Income

15.1 The income, assets and property of the Society shall be  
applied solely towards the promotion of the Objects of the  
Society except as provided by these Rules:

15.1.1 No portion of the income, property or assets of the Society shall be paid or transferred directly to any individual Member, Board Elected Member or Board Appointed Member of the Society;

15.1.2 No remuneration or other benefit in money or money's worth shall be paid or given by the Society to any individual Member, Board Elected Member or Board Appointed Member of the Society;

15.1.3 Nothing in Rules 15.2.1 or 15.2.2 shall prevent payment in good faith to any individual Member, Board Elected Member, or Board Appointed Member for

(a) any services actually rendered to the Society whether as an employee or otherwise;

(b) goods supplied to the Society from any individual Member, Board Elected Member, or Board Appointed Member in the ordinary usual course of operations;

(c) interest on any moneys borrowed from any individual Member, Board Elected Member, or Board Appointed Member of the Society;

(d) rent for premises demised or let to the Society by any individual Member, Board Elected Member, or Board Appointed Member of the Society;

(e) any out-of-pocket expenses incurred by any individual Member, Board Elected Member, or Board Appointed Member of the Society on behalf of the Society or for any other reason that the Board shall think fit and proper

provided always that any such payment shall not exceed the amount that would ordinarily be payable between parties dealing at arm's length in a similar transaction.

## 16. Common Seal

16.1 The Society shall have a Common Seal.

16.2 The Board shall determine when and by whom the Common Seal is to be used and shall make provision for its safe custody provided that any contract made between the Society and another party or parties must be in writing and affixed with the Common Seal of the Society in the presence of two Board Members authorised by the Board for the purpose.

17. Responsibility of Board Member

17.1 No Board Member, Officer or employee of the Society shall be liable for any loss incurred by the Society other than that attributable to that Board Member's, Officer's or employee's own dishonesty or to the wilful commission by the Board Member, Officer, or employee of any act known by him or her to be wrongful misconduct. No Board Member shall be bound to take or be liable for failing to take any proceedings against another Board Member for wrongful misconduct or alleged wrongful misconduct on the part of that Board Member.

17.2 The Society shall indemnify its Board Members, Officers and employees against all damages, costs (including legal costs) for which any Board Member, Officer or employee may be, or become, liable to any third party as a result of any act or omission (provided such liability is not attributable to his or her own dishonesty or to the wilful commission or omission by him or her of any act known by him or her to be wrongful misconduct)

(a) in the case of a Board Member or Officer of the Society, performed or made whilst acting on behalf of and with the authority (expressed or implied) of the Board; and

(b) in the case of an employee, performed or undertaken in the course of and within the scope of his, her or its employment by the Society.

18. Liquidation

18.1 The Society may at any time be put into voluntary liquidation if

(a) 2/3 of all Members at a General Meeting of the Society convened in terms of Rule 13 of these Rules pass a Resolution appointing a liquidator; and

(b) such Resolution is confirmed by a Special General Meeting of the Society called for that purpose and held no earlier than 30 days and no later than 60 days after the date on which the Resolution was passed.

18.2 Upon the appointment of a liquidator, the relevant provisions of the Act shall apply to the liquidation of the Society.

18.3 Upon the liquidation of the Society, any surplus assets, after payment of all costs, debts and liabilities, and subject to any trust affecting the same, shall be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the Objects of the Society.

18.4 The body or bodies to whom the assets of the Society are distributed and to which reference is made in Rule 18.3 of these Rules must prohibit the distribution of its or their income, property and assets amongst its or their members to at least the same or a greater extent as is imposed on the Society under these Rules. The body or bodies aforesaid shall not be carried on for profit and shall have approved tax exemption.

18.5 The body or bodies to which reference is made in Rules 18.3 and 18.4 of these Rules shall be determined by the Members of the Society at a General Meeting convened at or before the date of liquidation of the Society. In the event that the Members of the Society are unable to decide by a simple majority of those present and entitled to vote at the General Meeting, the body or bodies aforesaid shall be determined by the liquidator.

19. Alterations to the Rules

19.1 Subject to Rule 19.2 hereof, these Rules may only be amended by a Resolution of 2/3 of the votes of those present and entitled to vote at a General Meeting convened in terms of Rule 13 of these Rules.

19.2 No alteration to Rule 5 (Objects), Rule 15 (Application of Income) or Rule 18 (Liquidation) shall commence until approved by the Registrar of Incorporated Societies and, if applicable and where required, the Inland Revenue Department and/or the Charities Commission (or any department or body being its successor). This Rule and the effect of it shall not be removed from the Society's Rules and shall be included and implied in any Rules replacing these Rules.

19.3 Notice of intention to alter these Rules must first be given by at least three (3) Members or the Board to the Secretary of the Society no less than 28 clear days prior to a General Meeting of the Society convened pursuant to Rule 13 of these Rules.

20. Regulations and Bylaws

20.1 The Board may make such regulations and/or bylaws and policies and may amend the same as occasion may require, and enforce penalties for their breach.

20.2. Regulations, bylaws and policies made in terms of Rule 20.1 shall have the same force and effect as these Rules, but shall in no way be in conflict with same. Where there is any such conflict, the provisions of these Rules shall always prevail.

20.3 Regulations, bylaws and policies made in terms of Rule 20.1 shall be published to the Members of the Society from time to time and made available to Members upon request.

21. Rules of Order

21.1 The Rules contained in the current edition of "Robert's Rules of Order Newly Revised" and/or edition of same subsequently published in substitution therefor shall govern all General Meetings of the Society and all meetings of the Board in all cases to which they are applicable and in respect of which they are not inconsistent with any of these Rules of the Society.

22. Disputes and Matters Where No Provision in these Rules

23.1 Subject to Rule 22.2 of these Rules, if any dispute arises out of the interpretation of these Rules, Robert's Rules of Order Newly Revised, or any regulation, bylaws or policies made in terms of Rule 20 hereof, then such dispute shall be referred in writing to the Board of the Society whose decision regarding same shall be final and binding.

22.2 If the dispute to which reference is made in Rule 22.1 of these Rules is between the Board and a Member of the Society or between any one or more Board Members with the other Board Members ("the parties") the dispute or matter shall be resolved by the following process:

(a) By the parties acting in good faith to seek an agreement; or failing such agreement;

(b) By a party or the parties appointing an independent third person to mediate between them; or failing such agreement at mediation;

(c) By referring the dispute or matter to the Sports Disputes Tribunal of New Zealand in accordance with the Rules of the Tribunal and/or as directed by that Tribunal.

