

**CONSTITUTION
OF
Onerahi Football Club INC.**

Onerahi Football Club Incorporated
Constitution

Contents

1.	Definitions and interpretation	2
2.	Club Details	3
3.	Purpose and powers	3
4.	Members	4
5.	General Meetings.....	7
6.	Committee	9
7.	Committee meetings.....	12
8.	Finances	13
9.	Amendments.....	14
10.	Bylaws	14
11.	Dispute Resolution	14
12.	Liquidation and removal	15
13.	Transition	16

Onerahi Football Club Constitution

Definitions and interpretation

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

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

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

Bylaws means any bylaws, policies, regulations and codes of the Club made under clause 10.

Committee means the clubs governing body.

Committee Member means a member of the Committee.

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

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

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

General Meeting means an AGM or SGM of the Club.

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

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.4 - 4.12

Officer means a Committee Member and any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

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

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

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

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Northland

Club Details

- 1.1 **Name:** The name of the society is Onerahi Football Club Incorporated (**Club**).
- 1.2 **Contact person:** At its first Committee meeting following an AGM, the Committee must appoint or reappoint at least one person, and a maximum of three, persons to be the contact person, subject to those persons meeting the eligibility criteria set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.
- 2.3 **Club colours:** The official club colours are royal blue and yellow. Wherever possible, Club teams must play in these colours (unless a conflict exists with another team). All team and club apparel, including playing kits, training gear and supporter merchandise must be approved by the Committee prior to use or distribution.
- 2.4 **Club logo:** The official club logo and any variations or representations of it must be approved by the Committee before use.

2. Purpose and powers

- 2.1 **Purpose:** The purposes of the Club are to:
- (a) be a member of Northern Regional Football;
 - (b) promote, develop, foster and administer association football activities, mainly as an amateur sport for the well-being, benefit and recreation of the general public in New Zealand/Aotearoa, particularly in Onerahi, the Whangarei Heads, Whangarei and surrounding districts;
 - (c) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance of association football activities.
 - (d) lead, promote and enable Diversity, Equity and Inclusion across the whole Club including governance of the Club and participation in association football activities;
 - (e) promote, develop and co-ordinate association football leagues and competitions;
 - (f) protect the integrity of association football and the Club by developing and enforcing standards of conduct as set out by Northern Football Federation Incorporated and New Zealand Football (**NZF**) from time to time;
 - (g) do anything necessary or helpful to the above purposes.
- 2.2 Pecuniary gain is not a purpose of the Club.

3. Members

- 3.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Committee. All Applications are decided by the Committee, which may accept or decline an application in its absolute discretion.

A person becomes a Member when their Application has been accepted and they have paid the required membership fees (unless otherwise advised by the Committee) and satisfied any other preconditions.

3.2 **Member consent:** A person or entity consents to become a member by submitting an application (including registration) to the Club or paying fees, unless otherwise specified in this Constitution.

3.3 **Membership:** The categories of Members of the Club are as set out below.

3.4 **Ordinary Member** any person who is registered as a playing member of the Club. Ordinary Members are classified as either Junior members, Youth Members or Senior Members under clauses 4.5 and 4.6

3.5 **Junior or Youth Member**

- (a) Any Ordinary Member under the age of 18 years.
- (b) Junior or Youth Members shall not hold any office.
- (c) Voting Rights: a Junior or Youth member is not entitled to any voting rights.

3.6 **Senior Member**

- (a) Any Ordinary Member over the age of 18.
- (b) Voting Rights: a senior member has full voting rights once all applicable membership fees have been paid in full (unless otherwise advise), provided he or she is 18 years of age or older at time of voting.

3.7 **Life Member**

- (a) Life Membership may be granted in recognition and appreciation of outstanding service by an individual to the Club. Any Member may nominate an individual to become a Life Member by giving notice to the Committee setting out the grounds for the nomination. The Committee must then determine whether the nomination is approved. A person consents to becoming a Life Member on acceptance of their life membership.
- (b) Any Life Member shall have full voting rights and shall be exempt from paying membership fees.
- (c) Life Membership may be revoked only for serious misconduct, including but not limited to conduct that seriously harms the Club's reputation, wilful or repeated breaches of the Club's rules, or conduct that brings the Club into disrepute. Revocation requires a resolution passed by at least two-thirds of Members present at a General Meeting after giving the member reasonable notice and opportunity to be heard.
- (d) Life Members are not subject to annual renewal to retain membership.

3.8 **Committee Member**

- (a) Any person elected, co-opted, or appointed as a member of the Committee under clause 6.4.

- (b) Committee Members shall have full voting rights and shall be exempt from paying membership fees for themselves as a Senior Member.
- (c) If the Committee Member doesn't play, then the committee at that time and at their discretion may allow one family member (eligible for Junior or Youth membership) to be exempt from paying membership fees.

3.9 **Honorary Member**

- (a) Any person elected as an Honorary Member by the Committee.
- (b) Honorary Members shall be exempt from paying subscriptions and shall have no voting rights.
- (c) Honorary Membership may be revoked only for serious misconduct, including but not limited to conduct that seriously harms the Club's reputation, wilful or repeated breaches of the Club's rules, or conduct that brings the Club into disrepute. Revocation requires a resolution passed by a two-thirds majority of Committee members, after giving the member reasonable notice and opportunity to respond.

3.10 **Volunteer Member**

- (a) Any person who coaches, manages or co-ordinates a grade shall be deemed a Volunteer Member.
- (b) Volunteer Members shall be exempt from paying membership fees.
- (c) A Volunteer Member shall have full voting rights.

3.11 **Associate Member**

- (a) Any person who is not already categorised as any of the above types of Members but has applied for Membership pursuant to clause 4.1 and has had such application accepted and paid in full any applicable membership fees.
- (b) An Associate Member shall have full voting rights.

3.12 **Other**

- (a) Such other category that the Committee may decide from time to time.

3.13 **Member rights and obligations:** Members acknowledge and agree that:

- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the statutes, rules, procedures or policies of Northern Regional Football Federation Incorporated and NZF.
- (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
- (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee (e.g., the Club Code of Conduct), including payment of any membership or other fees within the required time period;
- (d) if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;

- (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property; and
 - (f) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- 3.14 **Ceasing to be Member:** A Member ceases to be a Member:
- (a) on death;
 - (b) by giving notice to the Committee of their resignation;
 - (c) if their membership is terminated under clause 4.13 (d)
 - (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 3.15 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees to the Club, if required by the Committee;
 - (b) must return all the Club's property, if required by the Committee; and
 - (c) ceases to be entitled to any rights of a Member.
- 3.16 **Membership fees**
- (a) All fees and subscriptions for playing Members in the Senior competitions, or in a situation where the Club deems a fee is payable, must be paid by 31 May of the relevant year unless otherwise determined by the Committee.
 - (b) All fees and subscriptions for playing Members in the Junior or Youth competitions must be paid by 31 May of the relevant year unless otherwise determined by the Committee.
 - (c) Where a playing Member has not paid the relevant fees and subscriptions in full by the date specified in Rules 4.17 (a) and 4.17 (b) that Member will be suspended from Club activities, including matches, until their fees and subscriptions have been paid in full, unless otherwise determined by the Committee.
 - (d) The Committee may decide to waive, or reduce, fees and subscriptions in relation to a particular playing Member.
 - (e) Clause 4.16(a) and 4.16 (b) will not apply to the playing Member during the period their fees are waived.
- 3.17 **Member register:** The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

- 4.18 **One vote per person:** For the avoidance of doubt, no individual may cast more than one vote on any resolution at a General Meeting, even if he or she is eligible to vote in more than one capacity.

4. **General Meetings**

- 4.1 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 5 months after the balance date of the Club and not more than 15 months after the previous AGM.
- 4.2 **Notice of AGM:** The Members must be given at least 21 days notice of the AGM. Notice to Members of an AGM may be given by posting on the Club's website or social media platforms (e.g., Club Facebook page).
- 4.3 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report presented by the current President;
 - (ii) the annual financial statements;
 - (iii) the auditor's report to members on the financial statements audited by a qualified auditor, if required by Clause 5.3(b)(iv) below;
 - (iv) No audit of the annual financial statements is required unless an audit is requested by 5% of the Members at any properly convened General Meeting; and;
 - (v) notice of any disclosures of conflicts of interest made by Officers (including a summary of the Matters, or types of Matters, to which those disclosures relate).
 - (c) the election of the president, secretary, treasurer and other Committee Members;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 4.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Club at least 14 working days before the date of the AGM.
- 4.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 7 working days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution or discuss any other items.
- 4.6 **Calling of SGM:** The Committee must call a Special General Meeting if it receives a written request stating the purpose of the meeting, signed by at least 10 Members or

submitted by resolution of the Committee. The meeting must be held within 45 days of receiving a valid request.

- 4.7 **Notice of SGM:** Members must be given at least 14 days notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 4.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 4.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 8 Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.
- 4.10 **No quorum at AGM:** If a quorum is not met within 30 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 4.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 4.12 **Control of General Meetings:** The President chairs General Meetings. If that person is unavailable, a Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 4.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:
- (1) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
 - (2) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.
- 4.14 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 4.15 **Voting:** Subject to the voting entitlements at clause 4.4 – 4.12 a Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy.
- 4.16 **Voting by electronic means:** Voting by electronic means is permitted.

- 4.17 **Voting by proxy:** Proxy voting is permitted. The chair of the General Meeting must receive notice of the proxy signed by the Member prior to the start of the meeting. The form of the proxy is:

I [insert name] of [insert address] being a member of the Club appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].

- 4.18 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or as otherwise required under this Constitution.

- 4.19 **Minutes:** Minutes must be kept of all General Meetings.

- 4.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

5. **Committee**

- 5.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the Committee must manage, direct or supervise the operation and affairs of the Club, and has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs of the Club.

- 5.2 **Composition:** The Committee consists of a minimum of 8 Committee members elected at the AGM. At the AGM, the following positions will be determined:

- (a) **President** – the President is responsible for:

- (i) Ensuring that the Constitution is followed;
- (ii) Convening Meetings;
- (iii) Chairing Meetings, deciding who may speak and when;
- (iv) Overseeing the operation of the Club;
- (v) Providing a report on the operations of the Club at each AGM.

- (b) **Secretary** – the Secretary is responsible for:

- (i) Recording the minutes of Meetings;
- (ii) Keeping the Register of Members;
- (iii) Notifying members of Club Meetings;
- (iv) Holding the Club's records, documents, and books except those required for the Treasurer's function;
- (v) Receiving and replying to correspondence as required by the Committee;
- (vi) Advising the Registrar of Incorporated Societies of any rule changes;

(c) **Treasurer:**

- (i) Collecting and receiving all monies due to the Club and giving or arranging to be given an official receipt;
- (ii) Lodging all monies received except those required for payment of urgent accounts with the bank accounts or accounts in the name of the Club in a bank or banks selected by the Committee.
- (iii) Keeping proper accounting records of the Club's financial transactions to allow the Club's financial position to be readily ascertained;
- (iv) Preparing annual financial statements for presentation at each Annual General Meeting.
- (v) Providing a financial report at each Annual General Meeting;
- (vi) Forwarding the annual financial statements for the Club to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (vii) Providing financial information to the Committee as the Committee determines.

5.3 At a AGM, the Members may decide by majority vote:

- (a) Who shall be the President, Secretary and Treasurer;
- (b) How large the Committee will be and the assignment of other positions and functions as needed; and
- (c) Whether any Committee Member may hold more than one position as an Officer.

5.4 **Election of Committee Members:** Committee Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM at least 21 days before the AGM;
- (b) nominations are made in the form decided by the Committee and must be received by the date set by the Committee and if no date is set, at least 14 days before the AGM;
- (c) the Committee must give notice of the nominations to all Members at least 7 days before the AGM;
- (d) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
- (e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote;

- (h) If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

5.5 **Qualification:** Every Committee Member must, in writing or verbally to the President:

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

5.6 **Disqualification:** The following persons are disqualified from being elected or holding office as a Committee Member:

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

If an existing Committee Member becomes or holds any position in (a) above then upon their appointment to such a position, they are deemed to have vacated their office as a Committee Member. If any of the circumstances listed in (b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

5.7 **Term of office:** Each Committee Member shall hold office until the point in the following AGM when the election for that position is held, unless that person has ceased to hold office earlier for any reason pursuant to this Constitution. Committee Members may be nominated for re-election at the end of their terms.

5.8 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:

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

6.9 **Co-opted members:** The Committee may co-opt up to two additional members, including individuals with expertise valuable to the Club. Co-opted members shall have the same voting rights as elected Committee members and shall hold office for the same term as set out in clause 6.7. These members can be in addition to the eight individuals specified in clause 6.2.

6.10 **Removal of Officers and Committee Members:** A Committee Member (including the President, Secretary or Treasurer) can be removed from office before the end of the person's term if the following grounds are met and processes are followed:

- (a) A person may only be removed under this clause on one or more of the following grounds:

- (i) persistent failure to perform the duties of the role;
 - (ii) a serious or repeated breach of this Constitution, any Bylaw or any formal Club policy or resolution;
 - (iii) behaviour inconsistent with the values, purpose or effective governance of the Club; or
 - (iv) failure to attend three consecutive Committee meetings without approved leave
- (b) Before a removal decision is made under this clause, the person concerned must be:
- (i) given written notice of the proposed removal and the grounds for it;
 - (ii) given a reasonable opportunity to respond, either in writing or at a meeting; and
 - (iii) treated in accordance with the principles of natural justice.
- (c) Where appropriate, the Committee should first issue a written warning that:
- (i) identifies the concerns and relevant grounds;
 - (ii) sets out any expectations for improvement or corrective action; and
 - (iii) states that removal may follow if the concerns are not addressed; but a written warning is not required where the Committee reasonably considers that the conduct is sufficiently serious to warrant immediate removal.
- (d) This process is separate from, and may operate independently of, the Club's formal dispute resolution procedure under clause 11. A formal complaint under clause 11 is not a prerequisite for initiating removal under this clause.
- (e) If the grounds set out in clause 6.10 (a) are met and the processes set out in clauses 6.10 (b) and, where appropriate, (c) have been followed, a Committee Member (including the President, Secretary or Treasurer) may be removed from office:
- (i) by an Ordinary Resolution of Members at a General Meeting; or
 - (ii) by a resolution passed by at least 75% of Committee Members (excluding the person concerned) present and voting at a properly convened Committee meeting where a quorum is present.

For the avoidance of doubt, the Committee may also remove a Committee Member by resolution under clause 11 following the completion of the dispute resolution process.

6. **Committee meetings**

- 6.1 **Calling meetings:** Committee meetings may be called at any time by the President or by 50% or more of Committee Members, but generally the Committee meets monthly.
- 6.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 6.3 **Quorum:** The quorum for a Committee meeting is 50% or more of the Committee Members (including those co-opted under 6.9). Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a

Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.

- 6.4 **Chair:** The President will chair Committee meetings and General Meetings. If the President is unavailable, another Committee Member must be appointed by the Committee to undertake the President's role during the period of unavailability.
- 6.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the President does not have a casting vote.
- 6.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

7. **Finances**

- 7.1 **Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 3.
- 7.2 **Balance date:** The Club's balance date is 31 December or on the date as the Committee decides.
- 7.3 **Review of financial statements:** The Club's financial statements must be reviewed each year by an independent Chartered Accountant and the reviewed] financial statements must be submitted to the AGM. The reviewer will be appointed by the Committee.
- 7.4 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Club. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
 - (c) provided no Officer or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

8. **Amendments**

- 8.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 8.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

- 8.3 **Minor effect or technical alteration:** If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, then the Committee 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 Committee does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Committee decides, then the Committee may make that amendment. If it does receive an objection, then the Committee may not make the amendment.
- 9.4 No alteration, addition to or revision of these rules shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of the club. This rule 9.4 must not be removed from the rules and must be included in any alteration of, addition to or revision of these rules.

9. **Bylaws**

- 9.1 The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Club's purposes set out in clause 3, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

10. **Dispute Resolution**

- 10.1 A Member or a Committee Member may make a complaint in writing (including by E-Mail) to the Committee.
- 10.2 The written complaint shall set out the allegation, who it relates to and provide sufficient supporting details in order for the Committee to be properly advised.
- 10.3 The Committee has the power to use any or a combination of the below mechanisms, where relevant and applicable when resolving a dispute:
- (a) Investigate and determine the matter as set out in clause 11.1;
 - (b) Refer to the matter to the Northern Regional Football Federation Incorporated;
 - (c) Rely on the relevant Northern Regional Football Federation Incorporated and / or NZF Statutes, constitutions, regulations, policies, procedures or guidelines to determine a matter, this may include but is not limited to use of the NZF Disciplinary Code, the NZF Code of Conduct and the NZF Code of Ethics and the relevant Regional Association Disciplinary and Ethics Committee.
- 10.4 In the event the Committee investigates and / or determines a matter under 11.2 (a) the following principles and procedures shall be adhered to:
- (a) The Committee in the first instance shall determine whether the complaint is frivolous, vexatious or otherwise without merit before investigating or determining a complaint.
 - (b) No reasons need to be given by the Committee for a determination to proceed or not with a complaint as set out in 11.4 (a)

- (c) Unless otherwise required by the Northern Regional Football Federation Incorporated, the Committee shall have the power to conduct and regulate the proceedings as it sees fit, having regard to the principles of natural justice, the circumstance of the complaint and these dispute provisions.
- (d) The standard of proof shall be on the balance of probabilities and rest with the complainant.
- (e) A person who makes a complaint has a right to be heard either in writing, or at an oral hearing or both as determined by the Committee.
- (f) A person who is the subject of the allegations or complaint, has a right to be heard either in writing, or at an oral hearing or both as determined by the Committee.
- (g) The Committee will, subject to 11.4(a), investigate and resolve disputes in a fair and efficient manner.
- (h) The Committee may refer the complaint to an external person for the purposes of conducting an independent investigation and / or decision making.
- (i) Any member of the Committee who is empowered to investigate or determine a complaint must be impartial and able to consider the matter without a predetermined view. If two or more other Committee Members on reasonable grounds believe that the chosen Committee Member may not be impartial, shall refer the matter to another Committee Member or external person for investigation and decision making.

11. Liquidation and removal

11.1 **Notice:** The Committee must give notice to all Members at least 20 Working Days of a proposed motion:

- (a) to appoint a liquidator;
- (b) to remove the Club from the Register of Incorporated Societies; or
- (c) for the distribution of the Club's surplus assets.

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

11.2 **Special Resolution:** Any resolution for a motion set out in clauses 12.1 (a) to (c) must be passed by a Special Resolution of Members.

11.3 **Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to any charitable trust or incorporated society that shares similar purposes to the Club in the Northland region. This decision is to be made by the committee at the time of liquidation.

12. Transition

12.1 **Transition:** This clause 13 applies to facilitate transition of the Club from the previous constitution to this Constitution. If this clause is inconsistent with any other clause in this

Constitution, this clause applies to the extent of the inconsistency and the other clause will not.

- 12.2 **Power of Committee during transition period:** Subject to the Act, the Committee may amend any requirement for and/or the date by which this Constitution requires anything to be done. This clause applies for 1 year and is solely to enable flexibility in the transition of the Club from the previous constitution to this Constitution and to correct any unintended consequences occurring through different wording being used.
- 12.3 **Transition of Committee Members:** during the transition period, the existing Committee shall continue until the next AGM under this Constitution, unless otherwise agreed by the Committee.
- 13.4 **Transition of Life Members and Honorary Members:** Life Members and Honorary Members appointed prior to this Constitution taking effect shall continue to hold that status under this Constitution