



**CONSTITUTION
OF THE
HOCKEY MANAWATU
INCORPORATED**

(Adopted at the Annual General Meeting held 20 July 2015)

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1. NAME

The name of the society shall be “HOCKEY MANAWATU INCORPORATED”, hereafter referred to as “the Society.”

2. DEFINITIONS

In these rules, unless the context otherwise requires:

“**The Society**” means Hockey Manawatu Incorporated

“**The Board**” means the Management Board of the Society referred to in Rule 17

“**The Council**” means the Council of Clubs of the Society referred to in Rule 19

“**Affiliated Club**” means a club affiliated under Rule 25

“**The Federation**” means the New Zealand Hockey Federation Incorporated

“**Members**” means members of the Society pursuant to Rule 5

“**Committees**” means Manawatu Junior Committee, Manawatu Hockey Umpires Committee and the Manawatu Summer Hockey Committee

3. OBJECTS

The objects of the Society are:

- (a) To affiliate with the New Zealand Hockey Federation and to assist in the furtherance of the Federation’s aims in the Society’s District;
- (b) To foster and encourage the development of the game of hockey throughout the Society’s District for all persons;
- (c) To promote and support development programmes designed to further:
 - (1) Youth hockey, catering for the needs of children throughout their school years;
 - (2) Coaching at all levels;
 - (3) Umpiring at all levels;
 - (4) Recruitment, training and retention of administrators;
 - (5) Modified forms of hockey;
 - (6) Masters hockey;
 - (7) Facilities including playing surfaces and social and spectator facilities;

- (d) To manage and develop the artificial surface (s) and associated facilities at Fitzherbert Park and similar facilities for hockey elsewhere that the Society may acquire;
- (e) To promote hockey competition inside the Society's district and outside the Society's district where appropriate by:
 - (1) Controlling and encouraging club and school competitions within the Society's district;
 - (2) Fostering inter association matches;
 - (3) Controlling inter-club matches for provincial leagues, tournaments and competitions;
- (f) To promote competition and competitiveness among other Hockey Associations within the Federation by:
 - (1) Providing representative squads and teams with opportunities for build up;
 - (2) Arranging and managing visits to the Society's District by other teams from within New Zealand and overseas;
 - (3) Managing Regional Tournaments on behalf of Central Hockey Association and National Tournaments on behalf of Hockey New Zealand;

4. POWERS OF THE SOCIETY

- (a) Subject to the provisions of the Incorporated Societies Act 1908, the Society by and through its Board shall have all such powers as may be reasonably necessary to enable it to carry out its Objects including the power to accept donations, gifts and legacies and to engage in promotional activities for the raising of funds for the Objects of the Society;
- (b) In carrying out the Objects of the Society as set forth in Rule 3, the Board, at its absolute discretion, may apply or appropriate the income of the Society at any time or from time to time to or towards such person or persons bodies corporate or unincorporated who will benefit in a manner consistent with the Objects of the Society;
- (c) The Board, at its absolute discretion, shall be entitled to invest such parts of the capital or the income of the Society;
- (d) The Society may borrow or raise money on such security and in such a manner as the Board shall think fit;
- (e) To acquire by lease, purchase or otherwise, property, real and personal and to enter into and carry out contracts and agreements for that purpose;

- (f) To sell or otherwise dispose of any property, real or personal, belonging to the Society and to surrender any lease held by it;
- (g) To apply for and hold a licence under existing Liquor Laws and any amendments thereto;
- (h) Every investment made by the Board in exercise of the powers herein conferred upon the Society shall be deemed to be an authorised investment notwithstanding that the same may be of a wasting, hazardous, speculative or future nature;
- (i) To make, amend or rescind such bylaws as it shall deem necessary or expedient for the proper conduct of the affairs of hockey within the District with 21 days notice to be given to all members and affiliated bodies of any proposed bylaw, revision or amendments before the same is voted upon;

5. MEMBERSHIP

The membership of the Society shall consist of:

- (a) Its Officers, its Life Members, all current financial members of all affiliated clubs and members of such other organisations involved in the furtherance of hockey in the Society's district which may from time to time be granted affiliation;
- (b) Those Clubs affiliated to the Society, Honorary Life Members, Members of the Manawatu Umpires Committee, Members of the Manawatu Junior Committee, and Members of the Manawatu Summer Hockey Committee;
- (c) The membership of any person may be terminated by a 75% vote of those present at a Special General Meeting called for such a purpose;

6. OFFICERS

- (a) The officers of the Association shall consist of:

PATRON

CHAIRPERSON OF THE BOARD

CHAIRPERSON OF THE COUNCIL OF CLUBS

BOARD

COUNCIL OF CLUBS

OPERATIONS MANAGER

CHAIRPERSON OF THE MANAWATU JUNIOR COMMITTEE

CHAIRPERSON OF THE MANAWATU HOCKEY UMPIRE COMMITTEE

- (b) The Patron shall be elected by ballot at the Annual General Meeting of the Society;
- (c) The Chairperson of the Board shall be elected by the Board at their first meeting after the Annual General Meeting;
- (d) The Chairperson of the Council of Clubs shall be elected by the Council at their first meeting at the start of each calendar year;
- (e) The Board shall be elected and appointed according to Rule 17 and shall hold office until their successors are appointed;
- (f) Members of the Council of Clubs shall be appointed according to Rule 19 and shall hold office until their successors are appointed;
- (g) The Operations Manager shall be appointed by the Board;
- (h) The Accountant shall be appointed by the Board;
- (i) The Solicitor shall be appointed by the Board;
- (j) The Chairperson of the Manawatu Junior Committee shall be elected by the Junior Committee at their first meeting at the start of each calendar year;
- (k) The Chairperson of the Manawatu Hockey Umpire Committee shall be elected by the Umpire Committee at their first meeting at the start of each calendar year;

7. THE COMMON SEAL

The Common Seal shall be in the custody and control of the Operations Manager and shall be affixed to any document or deed requiring the same, pursuant to a resolution of the Board and be witnessed by the signatures of any two members appointed from time to time for that purpose.

8. REGISTERED OFFICE

The Registered Office of Hockey Manawatu Incorporated shall be in the City of Palmerston North but general meetings will be held at Hockey Manawatu Incorporated, 6A Manawaroa Street, Palmerston North or nominated venue.

9. COLOURS

The Colours of the Society shall be Green and White.

10. BOUNDARIES

The area controlled by the Society shall comprise the area as designated by the Federation.

11. AFFILIATION TO THE NEW ZEALAND HOCKEY FEDERATION

The Society will maintain affiliation with the New Zealand Hockey Federation in accordance with the Constitution of the Federation. Delegates to the Council of that Federation shall be appointed by the Board.

12. MEETINGS

The meetings of the Society shall be the Annual General Meeting and Special General Meetings.

13. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting shall be held no later than the 31st July each year. Not less than 14 days notice of the date and place of the meeting shall be given to the secretaries of the affiliated clubs and Committees who shall be requested to inform all of their members. Each notice must state the date, place and business to be transacted at each meeting.
- (b) The business to be transacted shall be the consideration and adoption of the Annual Reports of the Board and Council and the duly audited financial statements together with any amendments thereof sanctioned by the meeting, election of the Patron, and Auditor, the reception of nominations for any vacant elected positions on the Board.
- (c) At the Annual General Meeting of the Society the Chairperson of the Board shall take the chair and in his/her absence the meeting shall elect a chair.
- (d) With the consent of the meeting the Chair may alter the order in which the business of the meeting is to be taken.
- (e) The quorum at the Annual General Meeting shall be nine members of the Society who have voting power and are present in person.
- (f) The annual reports of the Board and Council and financial statements together with notice of all business to be transacted shall be forwarded to affiliated clubs and associations with the notice provided for in paragraph (a).
- (g) Any Annual General Meeting may be adjourned to such time as the majority of votes may resolve. In the event of a quorum not being present within 30 minutes of the time for which the meeting was called, such delegates as are present, or if there are no delegates present, the Chair of the meeting may adjourn the meeting to such other time and place as may be decided, provided all affiliated clubs and associations are given not less than 14 days of notice of the time and place such adjourned meeting will be held.

14. SPECIAL GENERAL MEETING

- (a) Special General Meetings shall be convened by the Board or Council either on their own initiative, or within three weeks of receipt of a requisition signed by no fewer than three affiliated clubs or committees or their delegates setting out the objects of the proposed meeting. Not less than 14 days notice of the date and place of the meeting shall be given to secretaries of affiliated clubs and associations who shall be requested to inform all their members. Each notice must state the date, place and business to be transacted.
- (b) No Special General Meeting shall be adjourned.
- (c) At a Special General Meeting of the Society, the Chairperson of the Board shall take the chair and in his/her absence the meeting shall elect a chair.
- (d) The quorum at a Special General Meeting shall be nine members of the Society who have voting power and are present in person.

15. VOTING ENTITLEMENT

- (a) The following persons only shall be entitled to one vote each at Annual and Special General Meetings of the Society:
 - (1) Patron and Board Members. The Chairperson shall have both a deliberative and a casting vote
 - (2) One delegate appointed by each affiliated club and affiliated secondary school
 - (3) One delegate appointed by the Manawatu Umpire's Committee
 - (4) One delegate appointed by the Manawatu Junior Committee
 - (5) One delegate appointed by the Manawatu Summer Hockey Committee
- (b) The names of all appointed delegates shall be submitted in writing to the Operations Manager of the Society prior to the meeting, provided however, that the delegates of any affiliated club which shall be in arrears with any fees or fines due to the Society shall be ineligible to vote at any meeting until such fees or fines have been paid.
- (c) A delegate shall not represent more than one Club, Society or Sub Association.
- (d) Notwithstanding anything contained in any of these Rules, any person who is a paid official of the Society shall not have a vote at any Annual or Special General Meeting of the Society or at any meeting of the Board or Council.

16. PROXIES

Delegates may be represented at any Annual or Special General Meeting of the Society during their term of office either in person or by written proxy provided that no person may exercise more than one vote. The Chairperson is an exception as per Clause 15 (a) (1).

17. MANAGEMENT BOARD

(a) There shall be a Management Board of the Society which together with the Council and such committees as may from time to time be appointed under these rules shall be responsible for governing the affairs of the Society. This Board shall consist of:

- (1) Three members initially elected at the Annual General Meeting:
 - I. Each Board Member is elected for a term of three years;
 - II. One Board Member shall stand down each year. The vacancy will be filled by the Board from nominations from affiliated clubs or committees (Manawatu Junior Committee, Manawatu Hockey Umpires Committee and Manawatu Summer Hockey Committee). Nominations will be accepted in writing at the Annual General Meeting. The Board will decide by vote which nominees will be appointed;
 - III. Outgoing Board Members can seek re-election;
- (2) A person to be appointed by the Board to be reviewed (attendance and governance performance) annually by the Board;
- (3) Chairperson of the Sponsorship Trust (appointed by the Board). To be reviewed (attendance and governance performance) annually;
- (4) The Society's Operation Manager shall be a member in an ex-officio (without voting rights) capacity;
- (5) In the event of a resignation for the forfeiture of a position, the Board will have power to co-opt. Any co-opted member will assume the term of the member they have replaced;

(b) The Chairperson of the Board will be elected annually, by simple majority, from and by members of the Board and will be the Chairperson of Hockey Manawatu Inc.

(c) Four members of the Board shall form a quorum.

(d) Individual members of the Board may be dismissed by a 75% vote at a Special General Meeting called for such a purpose.

18. DUTIES AND POWERS OF THE BOARD

The Board shall:

- (a) Meet at least 10 times a year;
- (b) Be responsible for setting policies and goals for the Society;
- (c) Be responsible for overall governance of the Society;
- (d) Have power to make rules for its own procedure, such rules being valid until revoked;
- (e) Administer the affairs of the Society in accordance with the powers conferred by these Rules and by any rules or resolutions passed by the Board;
- (f) Appoint committees as required;
- (g) Appoint and manage the Operations Manager as may be considered necessary and dismiss or retire such staff as considered prudent. All other employees of the Society shall be appointed by and responsible to the Operations Manager;
- (h) Be responsible for setting in place and maintaining rules for the conduct of hockey;
- (i) Ensure the Strategic Plan is implemented and achieves its objectives;
- (j) Settle any question appropriate to the Board which may arise and which is not specifically provided for in these rules or the by-laws which may for the time being be in force or delegate the power to settle any such question;
- (k) Control major sponsorship grants and capital investments;
- (l) Establish a Sponsorship Trust;
- (m) Establish a Judicial Panel;
- (n) Allow the Chair to have a deliberative as well as a casting vote. Board members shall be entitled to one vote and all matters shall be decided by a majority;
- (o) Ensure minutes of Board meetings are kept;
- (p) The Council and all committees (Manawatu Junior Committee, Manawatu Hockey Umpires Committee and Manawatu Summer Hockey Committee) will report monthly and be accountable to the Board. The Board will have ultimate authority and responsibility for the Society;
- (q) Any member of the Board shall forfeit their seat if they fail to attend three consecutive meetings without leave of absence;

19. COUNCIL OF CLUBS

(a) There shall be a Council of Clubs of the Society, which shall advise and provide direction for the delivery of inter-club winter hockey. The Council shall consist of:

- (1) Operations Manager (ex officio)
- (2) Development Manager (ex officio)
- (3) One delegate from each affiliated club
- (4) One delegate from each affiliated secondary school
- (5) One delegate from the Manawatu Umpire's Committee
- (6) One delegate from the Manawatu Junior Committee
- (7) One delegate from the Manawatu Summer Hockey Committee

The delegates will be elected by their affiliated club or school, or by their committee, and then ratified by the Council at the first meeting of the calendar year;

- (b) The Chairperson of the Council will be elected annually by simple majority by and from members of the Council at the first meeting of the calendar year;
- (c) Seven members of the Council shall form a quorum;
- (d) Any member of the Council or any Committee shall forfeit their seat if they fail to attend three consecutive meetings without leave of absence.

20. DUTIES AND POWERS OF COUNCIL OF CLUBS

The Council shall:

- (a) Meet at least eight times a year;
- (b) Advise and provide direction for the delivery of inter-club winter hockey within the Society's district, and provide direction and support where appropriate to the Operations Manager to fulfil the Councils objects and the Societies objects;
- (c) Provide direction for the Operations Manager to administer the affairs of the Society in accordance with the powers conferred by these Rules and by any rules or resolutions passed by the Board or Council;
- (d) Advise and provide direction for the Operation Manager to classify clubs, teams and players and control and manage all of the Society's competitions;
- (e) Help to settle those questions appropriate to the Council which may arise and which are not specifically provided for in these rules or the by-laws that may for the time being be in force;

- (f) Allow the Chairperson to have a deliberative vote as well as a casting vote. Council members shall be entitled to one vote and all matters shall be decided by a majority;
- (g) Adjudicate on disputes appropriate to the Council;
- (h) Ensure the minutes are kept for all Council meetings;
- (i) Ensure notice of all Council meetings;
- (j) The Council will have the right to call a Special General Meeting at any time to determine confidence in the Board. In the event of a vote of no confidence in the Board being carried by a majority of two thirds of those present the Council shall assume responsibility for all the Board's duties and powers until the next Annual General Meeting. At that Annual General Meeting, the three elected positions on the Board will be filled by election;

21. DUTIES AND POWERS OF MANAWATU JUNIOR COMMITTEE

The Committee shall:

- (a) Meet at least eight times a year
- (b) Appoint committees as required
- (c) Advise and administer the delivery of junior hockey in the Society's region
- (d) Control expenditure and expend funds and incur such liabilities on behalf of the Society as it may deem necessary and as are appropriate to the Committee
- (e) Classify school/teams and players and control and manage all of junior hockey competitions
- (f) Settle those questions appropriate to the Committee which may and which is specifically provided for in these rules or by-laws that may for the time being be in force
- (g) Allow the Chairperson to have a deliberate vote as well as casting vote. Committee members will be entitled to one vote and all matters shall be decided by a majority
- (h) Adjudicate on disputes appropriate to the Committee
- (i) Ensure that minutes are kept of all Committee meetings
- (j) Give notice of all Committee meetings
- (k) Provide direction for the Operations Manager to administer the affairs of the Society in accordance with the powers conferred by these Rules and by any rules or resolutions passed by the Board or Committee;

22. FINANCE

- (a) The Board shall cause proper books of account to be kept in respect of all matters relating to the administration of the Society and shall prepare, after the completion of each yearly period, a financial statement for the period in readiness for the Auditor and Annual General Meeting
- (b) The financial year of the Society shall end on the 31st day of December
- (c) All monies of the Society except those controlled by the Sponsorship Trust, shall be paid into such bank or banks as the Board may from time to time determine, to the credit of the Society and all accounts shall be passed for payment by the Board. All accounts may be paid by cheque or electronic payment. All cheques to be signed by any two authorised persons and electronic payments approved by two authorised persons
- (d) There shall be payable by clubs such sums of money for affiliation and registration fees, ground fees, rent of rooms, practice grounds and any such other fees as the Board shall determine
- (e) Any club failing to pay such ground fees or other dues and remaining in default for seven days after notice has been given by the Board shall be deemed to be in default
- (f) Each affiliated body shall pay an annual subscription, approved by the Board, to the Society

23. AUDITOR

- (a) The accounts of the Society shall be audited by an Accountant, not being a member of the Board or Council, and shall be elected at each Annual General Meeting. The Society shall have power to fill any temporary vacancy in the office of Auditor.
- (b) The Auditor shall be paid such fees as approved by the Board.
- (c) The Auditor shall have the power to call for the production of all books, papers and documents relating to the affairs of the Society. The annual financial statements shall be audited by the Auditor, and if correct, certified in writing under his/her hand before they are submitted to the Annual General Meeting.

24. OPERATIONS MANAGER

The Operations Manager shall be:

- (a) Appointed by the Board;
- (b) Responsible to the Board;
- (c) Responsible for all tasks listed in the job profile (job description) of the Operation Manager's Individual Employment Agreement and such other tasks as are agreed between the Operation Manager and the Chairperson from time to time;

25. ACCOUNTANT

The Accountant shall be:

- (a) Appointed by the Board;
- (b) Responsible to the Board and work with Operations Manager;

26. SOLICITOR

The Solicitor shall be:

- (a) Appointed by the Board;
- (b) Responsible to the Board and work with Operations Manager;

27. AFFILIATED CLUBS/ SUB ASSOCIATIONS

- (a) All field hockey clubs and secondary and primary schools that enter the winter club competitions within the Society's area shall be affiliated to Manawatu Hockey Incorporated
- (b) Each associated and affiliated club shall be provided with a copy of the rules of the Society and from time to time any amendments made, and be bound thereby and in case of any wilful infringement thereof shall be liable to suspension or disqualification by the Society
- (c) Application for affiliation to the Society by any new club must in the first instance be made to the Operation Manager and Council accompanied by proof that such club can enter and maintain one team in the Society's competitions. The Operation Manager and Council may admit new clubs to the Society by a vote of not less than two thirds of those members present.

- (d) Each club, before adopting colours, must have such approved by the Council. Every club shall register its colours with the Operations Manager of the Society.

28. REGISTRATIONS

- (a) Each affiliated club shall register with the Operations Manager of the Society the names and addresses of all playing members of that club within three weeks of the competition starting.
- (b) There shall be, in respect of the application for the registration of each player, a fee as may from time to time be fixed by the Operation Manager and Council and approved by the Board.

29. COMPETITIONS

There shall be fixtures for the Grade Competitions of the Society which shall be conducted in accordance with such by-laws as may be made by the Council from time to time for that purpose.

30. LIFE MEMBERS

Life members shall be persons who have been nominated by the Operations Manager or clubs, approved by the Board and elected by any Annual General Meeting of the Society. Every nominee must have rendered exceptional services to the Society and such persons may at such General Meeting by the majority vote of the members eligible to vote at such meeting, be elected an Honorary Life Member of the Society.

31. ALTERATION OF THE RULES

The Rules of the Society shall be altered, amended, rescinded or substituted only at an Annual or Special General Meeting pursuant to a resolution carried by not less than two thirds of the votes recorded at such a meeting. Notice of intention to move such an alteration, amendment, rescission or substitution must be given to the Operations Manager of the Society at least three weeks prior to a Special General Meeting and/or an Annual General Meeting. No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

32. PERSONAL BENEFIT

Any income, benefit or advantage shall be applied to the objectives of the Society. No member of the Society or any person associated with a member shall participate in or

materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

33. WINDING UP OF THE SOCIETY

The affairs of the Society may be wound up upon a resolution of a majority of votes recorded at a Special General Meeting called for the purpose provided that a second Special General Meeting is held at least thirty days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up the Society. The assets of the Society shall then be realised and after meeting all liabilities the residual funds shall be paid into such charitable organisation or organisations in New Zealand as may be determined by resolution of the delegates at such Special General Meeting at which it was resolved to wind up the Society.

34. INTERPRETATION

Any case not provided for in these rules or any question arising to their interpretation shall be decided by the Board.