

New Zealand Inline Hockey Association



Inline Hockey New Zealand Constitution

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1. DEFINITIONS

AGM means Annual General Meeting.

Appointed Board Member means a Board Member appointed under Rule 20.

Club means a club described in Rule 6.

Chairperson means the Chairperson of the New Zealand Inline Hockey Association.

Competitive Member means the class of member described in Rule

Constitution means this constitution.

Board means the Board of Directors of the New Zealand Inline Hockey Association

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

General Meeting means an AGM or SGM

NZIHA means New Zealand Inline Hockey Association.

Individual Member means an individual described in Rule 7.

Member means and includes all classes of members of the New Zealand Inline Hockey Association described under Rule 5.

Objects means the objects of the New Zealand Inline Hockey Association described under Rule 3.1.

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

Register means the register of Members specified in Rule 12.

Rules means these rules and "Rule" shall have a corresponding meaning.

SGM means Special General Meeting.

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

Sport Administrator means the Sport Administrator of the New Zealand Inline Hockey Association

2. NAME

2.1. The name of the incorporated society is the New Zealand Inline Hockey Association Incorporated (NZIHA). Inline Hockey New Zealand (IHNZ) may be to describe the NZIHA.

2.2. The registered office of the NZIHA shall be at the place determined by the Board.

3. OBJECTS

3.1. The objects of the NZIHA are:

- (a) To be the governing body in New Zealand to promote, develop, and foster the sport of inline hockey as an amateur sport for the recreation and entertainment of the general public in New Zealand;
- (b) To support and assist its Members to deliver and play inline hockey in New Zealand;
- (c) To encourage, educate and promote inline hockey as an activity that promotes and maintains the health and wellbeing of all participants in New Zealand.
- (d) To promote, develop and co-ordinate competitions for all sport-related activities of the NZIHA;
- (e) To affiliate and co-operate with kindred and other organisations, including World Skate.

4. POWERS

4.1. The NZIHA has the power, subject to this Constitution to:

- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of the NZIHA and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the NZIHA;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of the NZIHA in accordance with the mechanisms provided to do so;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping when and where appropriate;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;

- (j) Enter into, manage and/ or terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations as determined by the Board;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events and programmes;
- (m) Select national and other representative teams and squads;
- (n) Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
- (o) Delegate powers of the NZIHA to any person, Board, committee or sub-committee;
- (p) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the NZIHA, or with which the NZIHA is authorised to amalgamate or generally for any purpose designed to benefit the NZIHA;
- (q) Do any other acts or things which are incidental or conducive to the attainment of the objects of the NZIHA.

4.2. The powers listed in Rule 4.1 must only be used to further the charitable purposes of the NZIHA.

5. MEMBERSHIP

5.1 The Members of the NZIHA shall be:

- (a) Clubs as detailed in Rule 6;
- (b) Individuals as detailed in Rule 7;
- (c) Life Members as detailed in Rule 8.
- (d) Any other membership type as approved by the Board.

6. CLUBS

6.1. Any Club which is incorporated and wishes to be a Member of the NZIHA shall apply to the Board. Such application shall be made and determined by the Board.

6.2. Every club must (in accordance with Rule 11):

- (i) renew their membership with the NZIHA on an annual basis by a date determined by the board, and;
- (ii) must pay any associated membership fees as determined by the Board.

- 6.3. In addition to the obligations as a Member under Rule 9, each Club that is a Member shall:
- (a) Administer, promote and develop inline hockey in the Club in accordance with the objects of the NZIHA, this constitution and any regulations, policies or procedures;
 - (b) Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;
 - (c) Have, as its members, individuals and other members it considers appropriate;
 - (d) Adopt the Objects of the NZIHA and adopt a constitution which is not inconsistent with this Constitution;
 - (e) Apply its property and capacity in pursuit of the Objects of the NZIHA and the objects of the Club;
 - (f) Do all that is reasonably necessary to enable the Objects of the NZIHA and the objects of the Regional Body and the Club to be achieved;
 - (g) Act in good faith with loyalty to the NZIHA to ensure the maintenance and enhancement of the NZIHA and inline hockey, and its reputation, and to do so for the collective and mutual benefit of the Members and inline hockey;
 - (h) Operate with, and promote, mutual trust and confidence between the NZIHA and the Members; and
 - (i) At all times act in the interests of the Members and inline hockey;
- 6.4. Each Club shall, on request, provide to the NZIHA a copy of its constitution and any proposed amendments to it. The Board may require a Club to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with the Constitution or regulations, by-laws or policies of the NZIHA.
- 6.5. Each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to the NZIHA as requested from time to time.

7. INDIVIDUAL MEMBERS

- 7.1 There are three (3) categories of Individual Members:
- (a) Competitive Member as set out in Rule 7.2.
 - (b) Recreational Member as set out in Rule 7.3.
 - (c) Associate Member as set out in rule 7.4.

7.2. A Competitive Member is a person who wishes to compete at any NZIHA sanctioned events, specifically including those that culminate in: the NZIHA National Club Championships, the NZIHA Inter-Regional Championships and/ or representing New Zealand at an International level. An individual shall become a Competitive NZIHA Member as follows:

- (a) By becoming a member of a Club by completing the membership requirement of the Club as determined by the Club.

7.3 A Recreational Member is a person who wishes to compete in local or NZIHA sanctioned events not including those specified in Rule 7.2. An Individual shall become an NZIHA Recreational Member as follows:

- (a) By becoming a member of a Club by completing the membership requirement of the Club as determined by the Club.

7.4 An Associate member is an individual who wishes to support the NZIHA but may not wish to play the sport. (This may include, but is not limited to: volunteers, game officials, team officials and administrative support). An Individual shall become a NZIHA Associate Member as follows

(a) By becoming a member of a Club by completing the membership requirement of the Club as determined by the Club; or

- (b) Upon application to the Board. The mode of such an application to be determined by the Board.

7.5 Individual Members shall have no voting rights.

8 LIFE MEMBER

8.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the NZIHA. Any person may be nominated for life membership of the NZIHA but must be nominated by a Club. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 60 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed by a majority of present members at the General Meeting.

8.2 A Life Member:

- (a) will not be required to pay any NZIHA fees;
- (b) will receive free of charge all publications issued by the NZIHA;
- (c) Will have the right of free entry to all events run by the NZIHA and any of its affiliates; and

- (d) Will have no voting rights unless is the registered delegate of a Member Club at a general meeting.

9 MEMBERSHIP RIGHTS AND OBLIGATIONS

9.1 Members acknowledge and agree that:

- (a) An application for membership of the NZIHA must be in writing and in such a format as may be required by the Board. All applications for membership will be determined by the Board.
- (b) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of the NZIHA.
- (c) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.
- (d) The failure by a Member to comply with Rule 9.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
- (e) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

9.2 Membership of the NZIHA is annual and shall commence and expire on dates within the calendar year as approved by the Board. The membership requirements as set out in this Constitution and any regulations, must be complete by each Member by a date approved by the Board in each year in order to have their membership of the NZIHA renewed.

10 RESIGNATION AND TERMINATION OF MEMBERSHIP

10.1 A Member may resign by notice in writing to the Board, or in the in the case of an individual member, in writing to the club they are registered with.

10.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of the NZIHA or if a member acts in a manner which is considered by the Board to be harmful to the NZIHA or inconsistent with the standards of behaviours expected of a Member.

10.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of the NZIHA or in the absence of any relevant provisions then by a General Meeting of the NZIHA. If the issue goes to a

General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

11 MEMBERSHIP FEES

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

12 REGISTER OF MEMBERS

- 12.1 The Sport Administrator shall keep and maintain a Register in which shall be entered the full name, address, class of membership the date of entry of each Member and any other details about each Member as agreed by that Member.
- 12.2 Every Club shall provide written notice of any change to its details in Rule 12.1, and of changes to the details of its individual members, to the NZIHA within thirty (30) days of the change taking place. All other Members shall provide written notice directly to the NZIHA of any change to the details in Rule 12.1.
- 12.3 The NZIHA and the Clubs shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 2020 or any of its amendments from time to time.

13 GENERAL MEETINGS

- 13.1 The NZIHA must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.
- 13.2 Any other General Meetings shall be SGMs.
- 13.3 The Board must give Members at least 60 days' written notice of the AGM. The notice can be given by such methods as the Board may determine.
- 13.4 Not less than 30 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Sport Administrator from the Members and/or the Board.
- 13.5 An AGM or SGM may be held in person or via a method as determined by the Board including telephone conference or video conference.

- 13.6 The following business shall be discussed at the AGM:
- (a) The receipt from the Board of an audited annual financial report for the preceding financial year;
 - (b) The AGM meeting minutes from the previous year's AGM;
 - (c) The appointment of scrutineers for the meeting;
 - (d) Election of Board members;
 - (e) Any motion(s) proposing to alter the Constitution; and
 - (f) Any other items of business that have been properly submitted for consideration at the AGM.
 - (g) Any other items of Business as determined by the Board.
- 13.7 An agenda containing the business to be discussed at an AGM (as set out in Rule 13.6) shall be sent by the Sport Administrator to the Board and the Members by no later than 21 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.
- 13.8 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
 - (b) 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.

14 SPECIAL GENERAL MEETINGS

- 14.1 The Board must call an SGM upon a written request from:
- (a) The Board itself; or
 - (b) 25% or more of member clubs that have voting rights.
- 14.2 The written request for an SGM must state the purpose for which the SGM is requested.
- 14.3 The SGM must only deal with the business for which the SGM is requested.
- 14.4 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.
- 14.5 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or the omission to

give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:

- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission and;
- (b) 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

15 MINUTES

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

16 QUORUM

- 16.1 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be 60% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 16.2 In addition to the requirements of Rule 16, at least one representative of the Board must be in attendance at a General meeting.
- 16.3 If a quorum is not obtained within 30 minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board in accordance with Rule 13 or Rule 14, and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.
- 16.4 If there are any extenuating circumstances that are identified that contribute to the delay of achieving a quorum as described in Rule 16.3, the Chairperson may, at their discretion, permit an extension to the 30 minute limit.
- 16.5 Any identified delays in achieving a quorum must be notified to the Board before the 30 minute extension expires as per Rule 16.3.

17 CONTROL OF GENERAL MEETINGS

- 17.1 The Chairperson of the NZIHA Board shall preside at the General Meeting. If the Chairperson is unavailable, then another member of the Board (appointed by the Board) shall preside.
- 17.2 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:

- (a) A Member Club having completed the affiliation process including all dues having been paid shall be entitled to one voting delegate at a General Meeting, providing the Member Club is not under suspension.

17.3 The voting entitlement for each Member eligible to vote shall be as follows:

- (a) A voting delegate shall be entitled to one vote on each matter,
- (b) A voting delegate may only represent one Member Club.
- (c) No Member Club shall have more than one vote
- (d) A secret ballot may be called for by one-tenth of the Members present who are entitled to vote.
- (e) The mode of voting at General Meetings shall be decided in the first instance on voices, in the case of doubt, a show of hands.
- (f) There will be no voting by proxy not postal votes at any NZIHA meeting.
- (g) The chairperson shall have casting vote in the case of equality of votes. The casting vote can only be used to defeat the question and preserve the status quo.
- (h) In the event that a secret ballot is called, two scrutinizers must be appointed at the General Meeting to count the votes.

18 BOARD APPOINTMENTS PANEL

18.1 There shall be a Board Appointments Panel comprising of the three (3) members.

18.2 The Board Appointments Panel should include members:

- (a) who have experience in governance and the functions and appointment process of directors and/or trustees in New Zealand,
- (b) who have an interest and understanding of inline hockey in New Zealand.

18.3 No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 22.1(a) to Rule 22.1(h) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.

18.4 If the Board as a whole has been removed, resigns en-masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it may be appointed by an appropriate individual or organisation with the requisite skills and experience in governance.

- 18.5 The convenor of the Board Appointments Panel shall be a member of the Board Appointments Panel and determined by the members of the Board Appointment Panel.
- 18.6 The members of the Board Appointments Panel shall remain in office for the period(s) necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limit to the number of occasions a person can be appointed to the Board Appointments Panel.
- 18.7 The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- (a) identifying and inviting suitable candidates to apply for appointment as a Board Member;
 - (b) advertising and inviting members of the public to apply for appointment as a Board Member;
 - (c) Receiving and assessing applications from candidates for appointment as Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - (d) Deciding the candidates to be appointed as Board Members;
 - (e) Such other related matters as set out in any applicable regulations.
- 18.8 In determining Board Members, the Board Appointments Panel shall do so based on merit and capability and must take into account the following factors about the applicant and the Board as a whole:
- (a) Their prior experience as a director, trustee, or experience in any other governance role;
 - (b) Their knowledge of, and experience in inline hockey generally, at international, national, and/or local level;
 - (c) Their occupational skills, abilities and experience;
 - (d) Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - (e) The desire for conflicts of interest on the Board to be minimised;
 - (f) The desire for a wide range of skills and experience on the Board including but not limited to skills in commerce, finance, marketing, law or business generally; and
 - (g) The desire for gender balance on the Board.
 - (h) Recommending a candidate for the role of Chairperson
- 18.9 No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 18.10 The Board Appointments Panel shall meet as and when required and in such a manner as it thinks fit, including by teleconference.
- 18.11 The quorum for a meeting of the Board Appointments Panel shall be two (2) members.

- 18.12 Any decision of the Board Appointments Panel regarding the appointment of Board Members must be unanimous.
- 18.13 All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 18.14 Any vacancy that arises in the membership of the Board Appointments Panel may be filled with a replacement member by the Board upon recommendation from the remaining members of the Appointments Panel:
- (a) who was an unsuccessful candidate of the most recent Board Appointment Panel selection process.
 - (b) who has submitted an application and who has met the criteria in accordance with Rule 18.7, Rule 18.8 and Rule 18.9.
- 18.15 The Board may remove any member of the Board Appointments Panel if the Board considers, in its sole discretion, that:
- (a) The member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
 - (b) There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
 - (c) Any of the circumstances listed in the Rule 22.1(a) to Rule 22.1(g) have occurred to the member.
- 18.16 Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

19 THE BOARD

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

20 MEMBERSHIP OF THE BOARD

- 20.1 The Board shall comprise of:

- (a) A minimum of six (6) and a maximum of eight (8) persons in accordance with Rule 21. Two (2) of which may be elected members.

21 APPOINTMENT AND ELECTION OF BOARD MEMBERS

21.1 The Board Members shall be appointed as follows:

- (a) The Board Appointments Panel shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least 90 days prior to the AGM.
- (b) Applications for the Board Member positions shall be made by applicants in the approved form as determined by the Board (indicating whether they seek to be Appointed Board Members or Elected Board Members or either) and received by the NZIHA not less than 60 days before the date set for the AGM.
- (c) Upon receipt of any applications for vacancies for Board Member(s) positions, the Sport Administrator shall refer all the applications to the Board Appointments Panel.
- (d) The Board Appointments Panel shall undertake its responsibilities as set out in Rule 18.7 and notify the Sport Administrator of the Appointed Board Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Elected Board Members, for consideration at the AGM no later than 30 days' prior to the AGM.
- (e) Upon receipt of the notification from the Board Appointments Panel in Rule 20.1(d) the Sport Administrator shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Appointed Board Members it has appointed together with any recommendations of applicants it considers would best suit the vacant positions of Elected Board Members, at the AGM.

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

21.3 The Board appointments Panel must consider the following in the appointment process:

- (a) The Applicant's prior experience as a director, trustee, or experience in any other governance role;
- (b) The Applicant's knowledge of, and experience in inline hockey generally, at international, national, and/or local level;
- (c) The Applicant's occupational skills, abilities and experience;
- (d) The Applicant's knowledge of, and experience in, community, sports and/or not for profit organisations generally;
- (e) The desire for conflicts of interest on the Board to be minimised;
- (f) The desire for a wide range of skills and experience on the Board including but not limited to skills in commerce, finance, marketing, law or business generally; and

- 21.4 Upon receipt of the notification from the Board Appointments Panel in Rule 21.1(d) the Sport Administrator shall no later than 21 days before the date of the AGM (in the AGM Agenda), notify the Members of the decision of the Board Appointments Panel regarding any Board Members it has appointed.

22 INELIGIBILITY

- 22.1 A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of the NZIHA, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
- (a) A person who is an employee of, or contractor to the NZIHA;
 - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (c) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) years or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - (d) A person who has been convicted of any offence punishable by a term of imprisonment of less than two (2) years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - (e) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - (f) A person shall not be appointed or hold office as a Board Member, Independent Advisor or Independent Appointor if he/she is disqualified by the provisions of the Charities Act 2005.
 - (g) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 22.2 If any of the circumstances listed in Rules 22.1(a) to 22.1(g) occur to a Board Member, that Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 22.1(a) then upon appointment to such a position, that Board Member shall be deemed to have vacated his/her office as a Board Member.
- 22.3 To help determine eligibility and suitability, applicants may be required to undergo appropriate or suitable background checks.

23 TERMS OF OFFICE OF BOARD MEMBERS

- 23.1 The term of office for all Board Members shall be three years, expiring on conclusion of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of two subsequent and consecutive terms of office. Prior to each AGM, the Board shall advise the Sport Administrator of the schedule of rotation and the vacancies arising in Board Member positions at the AGM.

24 VACANCIES ON THE BOARD

- 24.1 In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Board must refer the appointment to the Board Appointments Panel which shall seek to fill the vacancy in accordance with Rule 20, with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 24.2 The term of office for a person appointed as a Board Member to fill a vacancy under Rule 24.1 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

25 REMOVAL OF BOARD MEMBER

- 25.1 The Members in a SGM called for this purpose and in accordance with Rule 14 may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 26.
- 25.2 Upon the Sport Administrator receiving a request for an SGM for the purpose of removing a Board Member, the Sport Administrator shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 14.
- 25.3 Following the notification under Rule 14 and before voting on the resolution to remove a Board Member, the Board Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed resolution.
- 25.4 The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 26 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:

- (a) The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and
- (b) The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.

26 DUTIES OF THE BOARD

26.1 The duties of each Board Member are to:

- (a) Regularly attend board meetings and General Meetings of the NZIHA;
- (b) Provide good governance for the NZIHA;
- (c) Exercise the powers of the Board for proper purpose;
- (d) Regularly monitor and review the performance of the NZIHA;
- (e) Act in good faith and the best interests of the NZIHA at all times;
- (f) Act, and ensure the NZIHA acts, in accordance with this Constitution;
- (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for the NZIHA;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for the NZIHA;
- (i) Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- (j) Take such other steps as determined by the Board in respect of any interest specified in Rule 26.1(i), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- (k) Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) As agreed by the Board for the purposes of the NZIHA; or
 - (i) To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993.
- (l) Do such other things within these rules as the Board agrees to promote the objects of the NZIHA.

27 Powers of the Board

27.1 The Board shall have the power to:

- (a) Appoint the Sport Administrator;
- (b) Define delegations of authority from the Board to the Sport Administrator;
- (c) Adopt and review the strategic plan for all inline hockey in New Zealand;
- (d) Adopt and review the annual plan and budget for the NZIHA;
- (e) Determine applications from clubs and individuals wishing to be Members of the NZIHA;
- (f) Hold national meetings and forums for the Members, including General Meetings;
- (g) Sanction competitions and events as inline hockey events;
- (h) Approve rules and regulations for any NZIHA competitions or events including conditions of entry;
- (i) Establish sub-committees or other groups to carry out any work of the Board by its delegated authority;
- (j) Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for the NZIHA national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) Delegate to selectors the power to select athletes and teams to be national representatives;
- (l) Determine the yearly calendar for international, national, and other inline hockey competitions;
- (m) Subject to this Constitution, fill vacancies on the Board, and any committees or other groups which are established by it;
- (n) Control expenditure and raise funds to fulfil the Objects of the NZIHA;
- (o) Open and operate in the name of the NZIHA such bank accounts as deemed necessary;
- (p) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (q) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (r) Establish such corporate and other entities to carry on and conduct all or any part of the affairs of the NZIHA;
- (s) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (t) Do all other acts and things which are within the powers and Objects of the NZIHA and which the Board considers are appropriate.

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

28 BOARD MEETINGS AND PROCEDURE

- 28.1 At its first meeting following the AGM, the Board should appoint a Chairperson. If this cannot be achieved then this must be done at the earliest opportunity.
- 28.2 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 28.3 The role of a Chairperson is to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 28.4 Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 28.5 The quorum for a Board meeting shall be a minimum of five (5) Board Members.
- 28.6 Each Board Member shall have one vote. The Chairperson shall have an additional casting vote should equal votes be made. The casting vote shall be to maintain the status quo.
- 28.7 Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 28.8 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 28.9 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

29 SPORT ADMINISTRATOR

- 29.1 There shall be a Sport Administrator of the NZIHA who shall be employed or contracted for such a term and on such conditions as the Board may determine.
- 29.2 The Sport Administrator shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of the NZIHA in accordance

with the Rules, regulations, by-laws, policies and procedures of the NZIHA and within such delegated authority as may be imposed by the Board.

- 29.3 The Sport Administrator may attend Board meetings on and when required by the Board but will have no voting rights.

30 INDEMNITY

30.1 Each officer of the Board, Appointment Panel Member, Sport Administrator or any other person that has been delegated any authority by the Board is indemnified by the NZIHA in respect of:

- (a) All damages and costs (including legal costs) for which any officer of the Board, employee or contractor, or person with any delegated authority may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:
- (i) In the case of an Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board; and
 - (ii) In the case of an employee, contractor or person with delegated authority, performed or made in the course of, and within the scope of their employment with the NZIHA.
- (b) Clause 30.1(a) above shall not apply to any criminal or civil liability arising as a result of a breach of this constitution, a fraudulent act, or a breach of fiduciary duty owed by an officer to the NZIHA.

31 FINANCES

- 31.1 Unless otherwise determined by the Board, the financial year of the NZIHA shall end on the 31 day of December each year.
- 31.2 Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each AGM

32 COMMON SEAL

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

33 ALTERATIONS OF RULES

- 33.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 33.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects as per requirements under the Charities Act 2005, personal benefit prohibition or the winding-up rules of the NZIHA. This Rule 33.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

34 APPLICATION OF INCOME

- 34.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of the NZIHA. No Member of the NZIHA, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the NZIHA in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 34.2 No portion of the income or property of the NZIHA shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
- 34.3 Any payments made to a Member of the NZIHA, or person associated with a Member, must be for goods or services that advance the charitable purpose of the NZIHA, and must be reasonable and relative to payments that would be made between unrelated parties.
- 34.4 This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

35 LIQUIDATION

- 35.1 The NZIHA must be liquidated if the NZIHA, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring the NZIHA to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 35.2 If upon the winding-up or dissolution of the NZIHA there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Individual Members of the NZIHA but shall be given or transferred to some other association, organisation or body having objects similar to the objects of the NZIHA, or to some other charitable organisation or purpose within New Zealand. This may include NZIHA Member Clubs whose membership is current at the time of winding-up or dissolution.
- 35.3 In the event that NZIHA Member Clubs are beneficiaries as per Rule 35.2, all NZIHA property must be distributed equally amongst eligible Member Clubs.