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# CONSTITUTION

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OF

**THE NEW ZEALAND INLINE HOCKEY ASSOCIATION**

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## 1. DEFINITIONS

**AGM** shall mean Annual General Meeting of NZIHA.

**Appointments Panel** shall mean the body responsible for the selection of the Board pursuant to the provisions within clause 7 below.

**Board** shall mean the Executive Board of NZIHA.

**General Meeting** shall mean either an AGM or SGM.

**Independent** person may not be a current Member.

**Independent Appointor** shall mean such person responsible for the selection of the Appointments Panel pursuant to the provisions within clause 8 below.

**Inline** may be spelt "inline", "in-line", "In-Line, "Inline."

**NZIHA** shall mean the New Zealand In-line Hockey Association Incorporated.

**Registrar** shall mean The Registrar of Incorporated Societies.

**SGM** shall mean Special General Meeting of NZIHA.

**Special resolution** means a resolution approved by a majority of seventy five percent (75%).

## 2. NAME

2.1 The name of the organisation is the New Zealand Inline Hockey Association Incorporated (NZIHA).

2.2 The registered office of NZIHA shall be at such place or places as determined by the Board and as notified to the Registrar as required from time to time.

## 3. OBJECTS

3.1 **The objects of the NZIHA are to:**

3.1.1 Be the organisation that represents inline hockey in New Zealand.

3.1.2 Promote, develop and foster amateur inline hockey at all levels as a competitive and recreational sport locally, regionally, nationally and internationally.

3.1.3 Promote opportunities and facilities to enable, assist and enhance the performance, participation and enjoyment of all Members of the NZIHA.

3.1.4 Provide good governance for the sport of inline hockey in New Zealand.

3.1.5 Develop and foster effective working relationships with Members, Member Clubs, regional councils, governing sports bodies, Clubs, statutory and community organisations.

3.1.6 Serve the common interest of Clubs by providing a means of exchange of ideas that supports the enhancement, growth and sustainability of the amateur sport of inline hockey in New Zealand.

3.1.7 Ensure the NZIHA's business is conducted with integrity, providing effective management, safety in sport and provision of quality coaching and competition.

3.1.8 Ensure that the NZIHA's business is not carried on for the profit or gain of any Member and any profit must be used to promote the NZIHA's objects.

3.1.9 Ensure that the NZIHA's officers are eligible for office and not disqualified by a section of the Charities Act 2005.

## **4. POWERS**

### **4.1 The Board has the power to:**

- 4.1.1 Develop and/or amend policies, procedures and a strategic plan for the governance, management and operation of the NZIHA in consultation with Member Clubs.
- 4.1.2 Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties upon all Members.
- 4.1.3 May mediate and/or arbitrate as required to settle disputes between Members.
- 4.1.4 Determine and amend playing rules in consultation with Members.
- 4.1.5 Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences.
- 4.1.6 Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise.
- 4.1.7 Produce, develop, create, licence and otherwise exploit use and protect the intellectual property of NZIHA.
- 4.1.8 Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations.
- 4.1.9 Make, alter, rescind and enforce rules of competition.
- 4.1.10 Organise and control national and international competitions, events and programmes including the appointment of officials and players for national teams and events.
- 4.1.11 Assign functions to and/or enter into agreement with organisations such as but not limited to Skate NZ, Sport New Zealand, the New Zealand Sports Dispute Tribunal and the New Zealand Sports Drug Agency.
- 4.1.12 Delegate powers of the NZIHA to any person, committees or sub-committees, provided the delegated person(s) acts in accordance with the Constitution of the NZIHA. All sub-committees will be charged with specific responsibilities. Recommendation from sub-committees must be tabled for majority approval by the Board.
- 4.1.13 Do any other acts or things which are incidental or conducive to the attainment of the objects of the NZIHA.

- 4.2 Independent Construction – the objects and powers set out in this Constitution are to be constructed independently and are not to be limited by reference to any other objects or powers recorded in this Constitution. Each of the objects and powers set out in this Constitution are independent objects and powers of NZIHA.

## 5. MEMBERSHIP

### 5.1 There shall be the following classes of members:

- (a) **Clubs** - as described in Rule 5.3.
- (b) **Individual Members** – as described in Rule 5.4
- (c) **Life Member** – as described in Rule 5.5.
- (d) Any other category or categories of Membership of the NZIHA determined by the Board from time to time.

5.2 All members, regardless of class, are bound by this Constitution, the codes of conduct, policies and procedures of NZIHA in place from time to time.

### 5.3 Clubs

5.3.1 There shall be Member Clubs, responsible for club administration of the sport of inline hockey, as determined by the Board.

5.3.2 In addition to the obligations of a Club as a Member under Rule 5.3, each Club shall:

- (a) administer, promote and develop Inline Hockey in accordance with the Objects of NZIHA;
- (b) be named as approved with the Board, after consultation with the Club;
- (c) be incorporated under the Incorporated Societies Act;
- (d) have as its Members, Individual Members, Life Members and any other class of membership it considers appropriate;
- (e) adopt the Objects of NZIHA and adopt a constitution which is consistent with this Constitution and the provisions of the Act and Charities Act;
- (f) appoint one delegate from each Member Club to have one vote at each General Meeting; and
- (g) be responsible for ensuring Members remain financial, and also implementing and handling complaints and allegations brought against individual Members of a Club, or players in tournaments that a Club is administering, provided such complaint or allegation is made in accordance with the NZIHA Codes of Conduct.

5.3.3 Each Club shall provide the Board a copy of their constitution and any subsequent amendments. Any amendments to a Club's constitution will be notified to the Secretary of the Board within 30 days of that amendment being registered with the Registrar. The Board may require a Club to amend its Constitution if it or any rule within it, is inconsistent or in conflict with this Constitution or any codes, policies and procedures authorised by the Board from time to time.

5.3.4 Each Club shall be responsible for receiving and determining applications from persons desirous of membership to that respective Member Club as an Individual Member in accordance with their Club's constitution.

5.3.5 Each Club shall maintain a register of its Members in the format determined by the Board, in which shall be entered, as a minimum requirement, the full name, address, class of Membership, (and if Individual Member), their occupation and date of entry of each Member.

5.3.6 Each Club shall provide its register of Members, and any subsequent amendments, and all the details contained within it, to NZIHA as requested from time to time.

5.3.7 The Board may intervene in the management of a Club in whatever manner it considers appropriate if the Board considers that to do so is in the best interests of the NZIHA.

## 5.4 Individual Members

5.4.1 An Individual Member is:

- (a) **Player** - Individuals who are registered as a Player by a Club in 5.3 above. Players shall only be registered in the name of one Member Club at any one time.
- (b) **Team Official** – Individuals who are registered as a Team Official by a Member Club.
- (c) **Game Official** – Individuals that are registered as Referees, Timekeepers, Scorekeepers and other officials that the NZIHA Board decides from time to time, either as an Individual Member of a Member Club or of the NZIHA.
- (d) **Supporter** – Individuals that are not Members of any Member Club, but instead are registered as Members of the NZIHA.
- (e) **Associate** - Individuals such as recreational, student, training and other categories of associate Member that the NZIHA Board decides from time to time.

5.4.2 Individual Members shall have no voting rights.

## 5.5 Life Membership

5.5.1 Any person who has rendered outstanding service to Inline Hockey at National or International Level, may be elected a life member. A person shall become a Life Member by nominations submitted in writing in the first instance to the Secretary of the Board. Approval shall require a vote by special resolution of Members entitled to vote at the next AGM.

5.5.2 A Life Member:

- (a) will not be required to pay any fees;
- (b) will receive free of charge all publications issued by the NZIHA;
- (c) will have no voting rights;
- (d) will have the right of free entry to all events run by the NZIHA and any of its affiliates; and
- (e) may attend all meetings and exercise all the functions of a delegate.

## 5.6 Applications For Membership

5.6.1 Applications for all classes of membership, other than as provided for by clause 5.3.4 above, shall be made in writing on a prescribed form to the Secretary of the Board.

5.6.2 The Board may accept membership for each class of membership subject to the conditions applicable to the respective class of Membership, as set out above, being met.

5.6.3 The Board shall not be obliged to accept membership applications nor give any reason should an application for membership be declined.

## 5.7 Members Rights And Obligations

5.7.1 Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and the NZIHA and that they are bound by this Constitution the Codes of Conduct and any and all codes, policies and procedures authorised by the Board insofar as such codes, policies and procedures do not breach any provisions of this Constitution;
- (b) They shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Board and/or;
- (c) They are subject to the jurisdiction of the NZIHA which includes the Board and;

- (d) Acknowledge that this Constitution is necessary and reasonable for promoting the Objects of the NZIHA;
- (e) They are entitled to all benefits, advantages, privileges and services of Membership as conferred by this Constitution.

5.7.2 The Board and Clubs shall in collecting personal information for the Register, seek the consent of the individual concerned and at all times comply with the Privacy Act 1993.

5.7.3 Any entry on the Register shall be available for inspection by Members and the Board, upon reasonable request and in compliance with the Privacy Act 1993.

## 5.8 **Membership Fees**

5.8.1 The Board shall annually determine:

- (a) the annual subscription and any fees payable by Members; and
- (b) the date for such subscription or fees; and
- (c) the manner for payment of the subscription and/or fees.

5.8.2 The Membership year shall be 1 January to 31 December. Non-financial Members may exercise all functions except vote. (Note: Clause 5.9 on limited period of three months a member may be non-financial).

## 5.9 **Cessation Of Membership**

5.9.1 Should a Club or Individual Member remain non-financial for more than three months they shall cease to be a Member.

5.9.2 Before such cessation can occur under clause 5.9.1 above the Board, or in the case of an Individual Member the Member Club that the non-financial Member is a direct member of, must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven days from the date of the demand if payment has not been received by the due date.

## 5.10 **Expulsions, Suspensions, Fines And Resignation**

5.10.1 In addition to clause 5.9, a Member may have its or their Membership terminated if:

- (a) the Disciplinary Panel after reasonable enquiry, deems a Member Club or any Member has committed actions detrimental to the NZIHA or in breach of the Constitution, Codes of Conduct, policies and procedures of the NZIHA; or
- (b) the Board recommends such action pursuant to the authority mandated by clause 4.1.2; and
- (c) a two-thirds majority of Members voting at a General Meeting resolve to terminate a Member's membership for committing actions detrimental to the Objects of the NZIHA or breaches the Constitution, codes of conduct, policies and procedures of the NZIHA.

5.10.2 Before any decision under clause 5.10.1(a) or 5.10.1(b) is made:

- (a) the Member concerned shall be given seven days written notice by either the Disciplinary Panel or Board of the intended motion, and
- (b) the Member shall have the right to be present, make submissions and be heard at the disciplinary meeting in which the resolution is to be determined.

- 5.10.3 Should a member wish to appeal against a decision to suspend or expel that Member's membership, a notice of an appeal against such decision must be filed with the Secretary within 28 days of the notice being sent.
- 5.10.4 Membership may be suspended and/or a fine imposed by the Board if a Member fails to comply with the Constitution, Codes of Conduct, policies and procedures of the NZIHA or if a Member acts in a manner which is considered to be harmful to the NZIHA or inconsistent with the standards of behaviour expected of a Member, as determined in the absolute and sole discretion of the Board.
- 5.10.5 Should a Member wish to resign, they may do so by sending their resignation in writing to the Secretary which shall take effect immediately.
- 5.10.6 No expulsion, suspension, fines or resignation shall relieve or discharge any Member Club or Member from the payment of any subscription or other moneys due to the NZIHA as at the date of their resignation, suspension or expulsion.

## **6. GOVERNANCE**

6.1 Except where this Constitution expressly provides otherwise, the governance and management of the NZIHA shall be vested in the Board which may exercise all powers of the NZIHA.

### **6.2 Role**

- 6.2.1 The Board shall be made up of officers chosen by the Appointments Panel and shall have regard to any advice or recommendations made to it by Members.
- 6.2.2 Where this Constitution confers any express powers on Members in a General Meeting to fix, direct, or approve any matter, then the Board's powers of control and management shall be read as subject to the exercise of such powers.

### **6.3 Powers**

- 6.3.1 In addition to clause 4, the Board may exercise all the powers of the NZIHA and do all the things ancillary to the betterment of inline hockey in New Zealand.
- 6.3.2 The Board shall make the appointment of Secretary, Chairperson, Vice Chairperson, Statutory Officer, General Manager or any salaried position. The position of Statutory Officer and Secretary shall have no voting rights. The office of General Manager shall have no voting rights.
- 6.3.3 The Board is empowered to create sub-committees for a specific purpose and that any sub-committee must include one officer of the Board.
- 6.3.4 The Board is empowered to select the Chairperson of any sub-committee created under the authority of clause 6.3.3 above.

### **6.4 Selection Panel**

- 6.4.1 The Board may appoint a selection panel as an independent body responsible for the management and selection of players for trophy and national and/or regional teams in accordance with the NZIHA Selection Policy in place from time to time.



6.4.2 The selection panel will be active leading up to and at any selection meeting to determine any issues in relation to the selection process, and oversee any contested replacement player issues during the season in accordance with the NZIHA Selection Policy.

## 7. APPOINTMENTS PANEL

7.1 The Appointments Panel shall comprise between two (2) to four (4) independent persons, selected by the Independent Appointor every four (4) years.

7.2 The following positions form the Appointments Panel:

- (a) **Independent Advisor Chair** – who will be responsible for facilitating the communication and meetings of the Appointments Panel as well as receiving all applications of persons desirous of appointment to the Board; and
- (b) **Independent Advisors** – who, where possible, will be an experienced and respected person within sport, business or the community.

7.2.2 No person selected to the Appointments Panel may be a Member, nor have any financial interest as that term is described under clause 9.4 below.

7.2.3 A person selected to the Appointments Panel may serve for a period of up to four (4) years from the date of selection, upon which such person must retire but may stand for re-selection for a further term.

7.2.4 The Appointments Panel is to be selected by the Independent Appointor, acting in good faith and in the best interests of NZIHA as determined in his/her sole and absolute discretion.

7.2.5 Each person selected to the Appointments Panel shall have one vote, and in the case of the Independent Advisor Chair a casting vote.

7.2.6 Should two or more Independent Advisors by absence or any other cause be unable to carry out his/her duties, the Independent Appointor shall nominate replacement Independent Advisors who will exercise all the functions of that office.

7.2.7 A person may retire from their position on the Appointments Panel by notice in writing to the Board.

7.2.8 Casual vacancies occurring on the Appointments Panel may be filled by the Independent Advisor.

## 7.3 Duties of Appointments Panel

7.3.1 The Appointments Panel shall at all times:

- (a) act in good faith and in the best interests of the NZIHA, and use powers for a proper purpose;
- (b) exercise the degree of care and diligence that a reasonable person with the same responsibilities within the NZIHA would exercise in the circumstances applying at the time.

7.3.2 A list of candidates of persons desirous of appointment to the office of the Board shall be received in writing by the Independent Advisor Chair no later than 30 days prior to the AGM and circulated to Member Clubs no later than 28 days prior to that year's AGM.

- 7.3.3 The Appointments Panel will be responsible for providing a physical or electronic mail address for which applications made pursuant to clause 7.3.2 above can address their applications to.
- 7.3.4 The Appointments Panel, in their absolute sole discretion, shall by way of majority resolution select the officers of the Board.
- 7.3.5 The Appointments Panel will be responsible for notifying each Member elected to the Board, no later than 7 working days prior to that year's AGM, as well as supplying the current members to the new Board with a copy of the Appointments Panel resolution appointing all Members to the Board.
- 7.3.6 Where no written or insufficient applications are received for an office, applications shall be taken from the floor at the AGM and decided upon by the Appointments Panel in their sole and absolute discretion within 20 working days of the AGM.
- 7.3.7 The Appointments Panel shall endeavour to select such persons to the Board that collectively represent as great a cross section of NZIHA Membership as possible and also provides a professional independent body with knowledge and experience of Inline Hockey which the Appointments Panel, in their absolute sole discretion, believe are best positioned to build the game of Inline Hockey.

## **8. INDEPENDENT APPOINTOR**

- 8.1 A person suitably qualified and well respected with at least ten (10) years' experience in sports administration may hold office as the Independent Appointor.
- 8.2 The first Independent Appointor is former Chief Executive of Sport Wellington, Paul Cameron of Wellington.
- 8.3 A person may hold office as Independent Appointor for a period of four (4) years, upon which such person must retire but may stand for re-election for a further term.
- 8.4 Following the initial appointment of Paul Cameron as Independent Appointor, the Independent Appointor will be appointed every four years by Special Resolution at an AGM.
- 8.5 The Independent Appointor may be removed from office by resolution of at least eighty percent (80%) of Members present at a General Meeting called for the express purpose of deciding such vote.
- 8.6 A decision to remove the Independent Appointor is conditional upon a replacement Independent Appointor being appointed at a General Meeting called pursuant to clause 8.5 above, by an eighty percent (80%) resolution of Members present.
- 8.7 **Duties of Independent Appointor**
- 8.7.1 The Independent Appointor shall at all times:
- (a) act in good faith and in the best interests of the NZIHA, and use powers for a proper purpose;
  - (b) exercise the degree of care and diligence that a reasonable person with the same responsibilities within the NZIHA would exercise in the circumstances applying at the time.
- 8.7.2 The Independent Appointor shall be responsible for selecting each Independent Advisor to hold

office on the Appointments Panel.

- 8.8 The Independent Appointor shall ensure that each person selected to the Appointments Panel be impartial and free of any prejudice or favouritism toward any Member and acts in compliance with the duties mandated by clause 7.3 above.

## 9. THE BOARD

9.1 The Board shall comprise between 6 to 10 Members.

9.2 The following are the officers of the NZIHA that form the Board of the NZIHA:

- (a) **A Patron** – The Board may if it so decides select a patron who need not be a registered Member of the NZIHA. This is an honorary position and has no voting rights.
- (b) **A Chairperson** – who will be appointed for two years. After a period of two terms the Chairperson must retire from office, but may stand for re-appointment.
- (c) **A Vice Chairperson** – who will be appointed for a period of two years. After a period of two terms the Vice Chairperson must retire from office, but may stand for re-appointment.
- (d) **A committee of up to four** – who will be appointed to each serve for a two year term. After a period of two years they must retire from office, but may stand for re-appointment.
- (e) **A minimum of two independent** persons who will be appointed to each serve for a two year term, after such time each person must retire and may not stand for re-appointment again within two years of removal.
- (f) **Statutory Officer** – who may hold any other office on the Board. The name and address of that person, and any changes, shall be notified to the Registrar.
- (g) **A Secretary** – who may also hold any other office on the Board.

9.2.2 Any decision passed by majority of the Board shall be binding on all Members. Each Member of the Board shall have one vote, and in the case of the Chairperson a casting vote.

9.2.3 Should the Chairperson by absence or any other cause be unable to carry out his/her duties, the Vice Chairperson will exercise all the functions of that office.

9.2.4 In the event that both the Chairperson and Vice Chairperson are unable to carry out their duties by absence or any other cause, the Board may from among their number, appoint a temporary Vice Chairperson.

9.2.5 Casual vacancies occurring in the Board up to two in number may be filled by special resolution of the Appointments Panel. Consideration in the first instance shall be given to unsuccessful candidates from the most recent election.

### 9.3 Duties Of Officers

9.3.1 Officers owe to the NZIHA the following duties:

- (a) to act in good faith and in the best interests of the NZIHA, and use powers for a proper purpose;
- (b) to familiarise themselves and comply with all requirements imposed under the relevant Health and Safety legislation in place from time to time to secure the health and safety of Members, workers, workplaces and players;
- (c) to comply with the Incorporated Societies Act and with the NZIHA's Constitution, except where the Constitution contravenes the Act;
- (d) to exercise the degree of care and diligence that a reasonable person with the same responsibilities within the NZIHA would exercise in the circumstances applying at the time;

- (e) to not allow the activities of the NZIHA to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the NZIHA's creditors;
- (f) to not allow the NZIHA to incur obligations that the officer does not reasonably believe will be fulfilled; and
- (g) to comply with the NZIHA Board Manual and Policies in place from time to time.

9.3.2 The duties are owed to NZIHA and not to Members.

9.3.3 Consequently a Member or former Member may only bring an action against an officer of the Board, for a breach of these duties on behalf of the NZIHA, and then only where the court has granted leave for the Member to bring that action.

9.3.4 The duties are mandatory duties that must not be excluded by any rule or provision in this Constitution. Any rule or provision in this Constitution that attempts to exclude any of the duties will have no effect.

#### 9.4 **Conflicts Of Interest**

9.4.1 An officer of the Board who has a financial interest in a matter being considered by or affecting the NZIHA must, as soon as practically possible after becoming aware of his/her interest in the matter, disclose the nature and extent of that interest to the Board.

9.4.2 An officer should be considered to have a financial interest in a matter if he:

- (a) may derive a financial benefit from the matter;
- (b) is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter;
- (c) may have a financial interest in an entity to which the matter relates; or
- (d) is a partner, director, officer, board Member, or trustee of a person who may have a financial interest in an entity to which the matter relates.

9.4.3 The following interests shall not be considered a financial interest:

- (a) remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the officer when carrying out his responsibilities; or
- (b) an interest that the officer has in common with other Members of the society as a result of Membership.

9.4.4 Where an Officer of the Board has a financial interest in a matter:

- (a) he must not vote in any decision on the matter, however that person can be present at the time of the decision and can contribute to the discussion leading to the decision; but
- (b) the Board may, where it considers it appropriate, exclude them from any further discussion or involvement with the matter.

9.4.5 An officer who is prevented from voting on a matter because he/she has a financial interest in it may continue to be counted as part of the quorum.

9.4.6 Where 50 per cent or more of those forming the Board's quorum are prevented from voting on the matter because they have disclosed a financial interest, the remaining Board Members must call a SGM to determine the matter.

9.4.7 The Board must maintain a register of disclosures made by officers of financial interest in matters that are being considered by or affect NZIHA. The Board should present a summary at each AGM of the nature and extent of any disclosures recorded during the year.

9.4.8 Unless this Constitution provides otherwise, the register of disclosures should not be open to inspection by Members of the NZIHA who are not officers or Members of the Board.

## 9.5 **Removal From Office**

9.5.1 A special resolution of Members voting at a General Meeting shall have grounds to remove any officer of the Board if that officer:

- (a) breaches, fails, refuses or neglects to comply with their duties as an officer, a provision of this Constitution, or any other policy, resolution or determination of the Board; or
- (b) acts in a manner unbecoming of an officer of the Board or prejudicial to the Objects and Interests of the NZIHA; or
- (c) brings the NZIHA into disrepute; or
- (d) is declared bankrupt; and
- (e) is approved by majority resolution of the Appointments Panel.

9.5.2 Any member of the Board that is the subject of a motion before the Board pursuant to clause 9.5.1(e) above shall not be entitled to vote.

9.5.3 Any position on the Board that becomes available pursuant to the removal of an Officer under clause 9.5.1 above shall be filled at the discretion of the Appointments Panel.

9.5.4 Any Member of the Board who during their term of office ceases to be a Member of the NZIHA shall automatically cease to be a Member of the Board.

9.5.5 All of the Board's officers must be eligible for office and not disqualified by any section of the Charities Act 2005 or its amendments.

## 9.6 **Indemnity for Offices, Advisors and Appointor**

9.6.1 Each officer of the Board, Independent Appointor and Independent Advisor is indemnified by NZIHA in respect of:

- (a) All damages and costs (including legal costs) for which any officer of the Board, or employee, 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, performed or made in the course of, and within the scope of their employment with NZIHA.

9.6.2 Clause 9.6.1 above shall not apply to any criminal or civil liability arising as a result of a breach of fraudulent act or a breach of fiduciary duty owed by an officer to NZIHA.

## 9.7 **Disqualification Of Officers**

9.7.1 A person shall not be appointed or hold office as an Board, Independent Advisor or Independent Appointor if he/she is disqualified by the provisions of the Charities Act 2005.

## 9.8 **Board Meetings**

9.8.1 The Chairperson, or where unavailable the Vice Chairperson, may conduct a meeting of the Board in person or by electronic means, or as determined in his/her sole discretion.

## **10. DISCIPLINE OF MEMBERS**

### **10.1 Matters which the Board may refer to the Disciplinary Panel**

10.1.1 Without limiting the Board's Powers prescribed within this Constitution, or any matters specified within the Codes of Conduct, or upon application by the delegated Member of a Club, the following matters may be referred for investigation and determination by the Disciplinary Panel in the sole discretion of the Board:

- (a) an allegation by an individual or organisation that a Club or Individual Member has:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, Code of Discipline or Code of Conduct or any other policy, resolution or determination of the Board, except where such breach, failure, refusal or neglect is of the NZIHA Anti-Doping Regulations in which case it shall be referred to the Sports Tribunal of New Zealand for determination as set out in the Code of Discipline or Code of Conduct.
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and Interests of NZIHA; or
  - (iii) brought NZIHA into disrepute including through vandalism, violence, abuse, dishonesty, offensive conduct or any other behaviours that are contrary to Constitution, Codes of Conduct, policies and procedures of the NZIHA that in the sole discretion of the Board have brought the sport into disrepute.
- (b) any referral to the Disciplinary Panel shall be made and determined in accordance with the Codes of Conduct.

10.1.2 Any allegation brought under clause 10.1.1(a) above, and pursuant to the Code of Discipline or Code of Conduct in place from time to time, against an individual Member of a Club, or player in a tournament, shall in the first instance be heard by the Board.

10.1.3 The Board may commence investigatory or disciplinary proceedings against a Member by referring any matter the Board considers breaches clause 10.1 to the Disciplinary Panel, established by the Board, responsible for hearing such matters.

### **10.2 Dispute Resolution**

10.2.1 The Disciplinary Panel shall maintain procedures for categories of dispute that include:

- (a) complaints concerning misconduct of Members, or discipline of Members; and
- (b) grievances brought by Members concerning their rights or interests as Members.

10.2.2 The Disciplinary Panel may elect not to consider or continue consideration of any complaint or grievance if it is satisfied that:

- (a) the matter is trivial or does not appear to disclose material misconduct or material damage to Members' interests;
- (b) the complaint appears to be without foundation or there is no apparent evidence to support it;
- (c) the complainant has insufficient interest in the matter or otherwise lacks standing to bring it; or
- (d) the conduct, incident, event or issue has already been investigated and dealt with by the NZIHA.

10.2.3 In avoiding any bias or apparent bias of the Disciplinary Panel in deciding a dispute:

- (a) a Member may not decide or participate as a decision-maker regarding a complaint if two or more Members of the Disciplinary Panel consider that there are reasonable grounds to

infer that the person may not approach the complaint or grievance impartially or without a predetermined view; and

- (b) such a decision must be made taking into account the context of NZIHA and the particular case and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that supports or negates an inference that the decision-maker might not act impartially.

10.2.4 All decisions of the Disciplinary Panel shall be kept in strict confidence. For the avoidance of doubt, the Disciplinary Panel is under no obligation to supply any Member, other than the Board and those Members that are party to the allegation before the Disciplinary Panel, with any information relevant to the disciplinary proceedings.

### 10.3 **Complaints Procedure**

10.3.1 The features and content of the NZIHA's misconduct complaint procedure is as stipulated by the Board and provided for in the Code of Discipline or Codes of Conduct which may be amended from time to time. The complaints procedure and practice must satisfy the relevant natural justice minima specified by the Codes of Conduct or any relevant policy.

10.3.2 In consideration of an alleged misconduct of a Member where the outcome may affect the Member's rights or interests, the Member shall:

- (a) be fairly advised of all allegations concerning them, with sufficient details and time given to enable the Member to prepare a response;
- (b) have an adequate opportunity to be heard, before the complaint or procedure is resolved or any outcome is determined, either in writing, or at an oral hearing if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing; and
- (c) have any oral hearing held before the decision-maker.
- (d) any oral hearing held before the decision-maker, or any written statement or submissions shall be considered by the decision-maker.

10.3.3 The procedures defined in clause 10.2.3 for avoiding any bias or apparent bias should be followed.

### 10.4 **Appeals**

10.4.1 Any party to any disciplinary proceedings may appeal a decision of the Disciplinary Panel to the Board.

10.4.2 The Board will, in its absolute sole discretion, decide whether any further action is necessary. Such decision is final and binding on all Members. The Board is under no obligation to provide any reason for its decision nor information considered in relation to reaching such decision.

10.4.3 An appeal may be made on one or more of the following grounds:

- (a) That natural justice was denied;
- (b) That the Disciplinary Panel acted outside of its powers and/or jurisdiction;
- (c) That substantially new evidence has become available after the decision, which is being appealed, is made;
- (d) In respect of a decision relating to misconduct involving the Member, that penalty was either excessive or inappropriate.

10.4.4 All appeals to the Board shall be:



- (a) in writing and be filed within 10 working days from the date the Member was notified of the decision of the Disciplinary Panel; and
- (b) accompanied by any fee stipulated from time to time by Members in a General Meeting.

10.4.5 Where the interests of justice require, the Board shall receive submissions and hear all interested parties as soon as reasonably practicable.

10.4.6 The Board shall deliberate and give to all interested parties a decision in writing within a reasonable time.

10.4.7 Where the appeal is allowed, any fee paid shall be refunded.

## **11. MEETINGS**

### **11.1 Annual General Meetings**

11.1.1 The NZIHA must hold an AGM once a year at such time, date and place as the Board determines:

- (a) this shall be held within four months of the financial year end; and
- (b) not later than 15 months after the previous General Meeting.

11.1.2 The Board must give at least 35 days' notice in writing to Members of General Meetings. The Notice shall advise the date and venue and call for nominations and remits. The notice can be distributed by such methods as the Board may determine.

11.1.3 The nominations and remits are to be received by the Board 28 days prior to the General Meeting, to allow for distribution to the Clubs 21 days prior to the General Meeting.

11.1.4 The purpose of the AGM includes:

- (a) to receive the reports from the Board, as per clause 11.1.5 below;
- (b) to appoint an auditor on recommendation from the Board;
- (c) to decide on any motion which has been properly submitted to the Board for consideration at the AGM.

11.1.5 The following information must be presented by the Board at a General Meeting at least once in every 15 months:

- (a) an annual report reviewing the NZIHA's activities since the previous General Meeting;
- (b) the financial reports for the most recent financial year pursuant to clause 12.1 below; and
- (c) a summary of the nature and extent of any disclosures made by officers of financial interest in matters being considered by or affecting NZIHA, recorded during the year.

11.1.6 Full minutes and/or reports of the Board (including appropriate attachments), will be made available to all Member Clubs after approval within 28 days of the meeting.

11.1.7 The minutes and/or reports referred to in clause 11.1.6 above will be subject to scrutiny and must be declared confirmed and accepted by the Board before release. Matters dealt with "in private" and/or of a personal and sensitive nature, as determined in the Boards' absolute and sole discretion, shall be excluded from the minutes.

11.1.8 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; and
- (b) A motion to process is put to the meeting and a majority of two-thirds of votes cast is obtained in favour of the motion to proceed.

## 11.2 Special General Meetings

11.2.1 The Board must call a SGM upon a written request from:

- (a) the majority of the Board upon giving the Secretary, in writing; or
- (b) by not less than one half of Member Clubs.

11.2.2 The written request for a SGM must state the purpose for which the SGM is requested and provide full details of the business to be considered.

11.2.3 The SGM must only deal with the business for which the SGM is requested.

11.2.4 The notice of requirements for the SGM are the same as for General Meetings 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.

11.2.5 If the SGM is not convened within four (4) weeks after the request has been sent to the Secretary, the Members making the requisition may convene the meeting themselves.

## 11.3 Voting And Speaking Rights

11.3.1 A Member Club having all dues paid shall be entitled to one voting delegate at a General Meeting, providing the Member Club is not under suspension and has at least ten registered Members for whom the current fees have been paid.

11.3.2 Club delegates may represent one Club only and shall be a Member of the Club they represent.

11.3.3 A delegate shall be entitled to one vote on each matter.

11.3.4 A majority of votes cast shall decide each matter except where otherwise specified.

11.3.5 No person may have more than one vote except the Chairperson who may exercise a casting vote in the event of an equal ballot.

11.3.6 The mode of voting at meetings shall be decided in the first instance on voices, in the case of doubt, a show of hands.

11.3.7 A secret ballot may be called for by one tenth of the Members present who are entitled to vote.

11.3.8 There will be no voting by proxy nor postal votes at any NZIHA meeting.

11.3.9 In the event that a secret ballot is called, two scrutinizers must be appointed at the General Meeting to count the votes.

## 11.4 **Quorum**

11.4.1 A quorum for General Meetings' shall be one third of its Member Clubs at the time the meeting was called.

11.4.2 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the meeting shall be adjourned to such other day, time and place as determined by the Board.

11.4.3 If no quorum is obtained at the stage of such further General Meeting, then those Members present at that future Meeting are deemed to constitute a valid quorum.

## 11.5 **Control Of Meetings**

11.5.1 The Chairperson of the NZIHA shall preside at a General Meeting. If the Chairperson is unavailable then the Vice Chairperson shall preside.

11.5.2 In the absence of both of those persons, then the Board may by majority select the Chairperson of the General Meeting.

## 12. **FINANCIAL**

### 12.1 **Financial Reporting**

12.1.1 Unless otherwise determined by the Board, the financial year of the NZIHA shall commence on the 1<sup>st</sup> of January and end on the 31<sup>st</sup> of December in the same year.

12.1.2 The Board shall be responsible for the preparation of an annual financial report for presentation to its Members at the AGM.

12.1.3 The annual report referred to in clause 12.1.2 above, imposed upon NZIHA by the Act, and Charities Act shall be prepared in accordance with the applicable not for profit standards approved by the External Reporting Board from time to time for Public Benefit Entity's.

12.1.4 Copies of the annual financial statements shall be filed with the Registrar.

12.1.5 The annual financial statement shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

12.1.6 As a minimum the annual return should include:

- (a) confirmation that the General Meeting has been held;
- (b) the date of and numbers of Members who attended the General Meeting;
- (c) the number of current Members as at the end of the reporting period;
- (d) the names of committee Members and further contact details, including an email address and telephone number, for the statutory officer;
- (e) the address, telephone and email address details for the society; and
- (f) certification that the society is continuing to operate in accordance with its Constitution.

### 12.2 **Handling Of Finance**

12.2.1 The Board shall be responsible for the receipt and banking of all monies received by the NZIHA.

12.2.2 All funds of the NZIHA shall be paid to bank accounts in the name of the NZIHA and the bank accounts must be operated in accordance with recognised best business practices.

12.2.3 Surplus funds, if any, may only be invested with recognised banking and government institutions.

### 12.3 **Payments Of Members**

12.3.1 No Member of the NZIHA or any person associated with a Member shall participate in or materially influence any decision made by the NZIHA in respect of the payment to or behalf of that Member or associated person of any income, benefit or advantage whatsoever.

12.3.2 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction, being the open market value.

12.3.3 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.

### 12.4 **Power To Borrow Money**

The NZIHA shall have power to borrow money by way of mortgage, debenture or any legal method sanctioned by the Board. It may lease or purchase any property and enter into any contracts it may deem necessary for further its objects.

## 13. **ANTI-DOPING POLICY**

13.1 NZIHA as the recognised governing body of inline hockey in New Zealand:

13.1.1 Condemns the use of Prohibited Substances and Prohibited Methods in sport as defined by The World Anti-Doping Agency;

13.1.2 Seeks to protect the health and welfare of Athletes by removing the use of potentially dangerous Prohibited Substances and Prohibited Methods in sport as defined by The World Anti-Doping Agency;

13.1.3 Seeks to ensure that Athletes are able to compete in fair and equitable sporting events; and

13.1.4 Recognises that doping is fundamentally contrary to the spirit of sport.

13.2 The rules of NZIHA for anti-doping shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and as amended from time to time.

13.3 For avoidance of doubt, the Sports Anti-Doping Rules referred to in rule 13.2 shall replace all existing anti-doping rules, policies, by-laws or codes of NZIHA.

13.4 To the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of NZIHA. the Sports Anti-Doping Rules prescribed by Drug Free Sport New Zealand shall apply.

## **14. ALTERATION OF CONSTITUTION**

- 14.1 In addition to any other requirements in this Constitution, any amendment to this Constitution must be made by special resolution of the Board, or by special resolution of all Members present at a General Meeting.
- 14.2 Any alteration to this Constitution made by the Board pursuant to the powers mandated by clause 14.1 is subject to the being overturned by special resolution of Members at a SGM called pursuant to clause 11.2.1(b) above.
- 14.3 A motion to alter the Constitution will only be in order if it is given to the Secretary in accordance with clause 11.1 and circulated not less than 21 days prior to such General Meeting.
- 14.4 A motion to alter the remit which has been submitted in accordance with 14.3 above may be amended by a simple majority of the Members voting at a General Meeting.
- 14.5 Any consequential amendments to references or numbering in the Constitution required as a result of an alteration shall be deemed to have been approved.
- 14.6 The following amendment requirements shall apply:
- 14.6.1 All alterations to this Constitution must be notified to the Registrar within 30 days.
- 14.6.2 Every alteration to this Constitution must be signed by at least three (3) Members of the Board and delivered to the Registrar accompanied by a certificate by an officer of the NZIHA certifying that the alteration has been made in accordance with the Constitution and Act.
- 14.6.3 The amendment will take effect from the time of registration or a later date that is specified in the amendment.

## **15. COMMON SEAL**

- 15.1 The NZIHA shall have a Common Seal, which shall consist of the words “New Zealand In-Line Hockey NZIHA (Inc)” and be the custody of the Secretary and affixed to such documents as the Board shall direct in the presence of two Members of the Board whose signatures will also be affixed.

## **16. WINDING UP**

- 16.1 The NZIHA may be wound up by resolution of a General Meeting requiring the NZIHA to be wound up.
- 16.2 Such resolution must be confirmed by a majority vote of Members at a further General Meeting held not earlier than thirty days after the date on which the first resolution was passed.
- 16.3 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all debts and liabilities and property whatsoever the same shall not be paid or distributed among the Members of the NZIHA but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, within New Zealand.
- 16.4 No addition to or alteration or recession of the Constitution shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause.

- 16.5 The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **17. INTERPRETATION OF THIS CONSTITUTION**

The decision of the Board on the construction or interpretation of any rule or any matter not contained in the Constitution shall be conclusive and binding on all Members.

## **18. MATTERS NOT PROVIDED FOR**

- 18.1 Any matter not provided for in the Constitution shall be dealt with by the Board in such reasonable manner as they shall otherwise think fit.
- 18.2 Matters dealt with under this clause shall be reported to Members at the next AGM.