



OTAGO HOCKEY ASSOCIATION 1990 INC

23 SEPT 2025

1. DEFINITIONS AND INTERPRETATION

1.1. In this Constitution, unless the context indicates otherwise:

“Act” means the Incorporated Societies Act 2022, including any amendments, and any regulations made under the Act;

“Affiliated Club Member” means a club as determined by Clause 8.2 of this Constitution;

“Affiliated School Member” means a school as defined by Clause 8.3 of this Constitution;

“Affiliated Member” means an Affiliated Club Member and Affiliated School Member as defined by Clause 8.4 of this Constitution;

“Annual General Meeting” means a meeting held in accordance with the provisions in Clause 13.1 of this Constitution;

“Appointed Director” means a person appointed in accordance with Clause 15.1 of this Constitution;

“Board” means the Board of Directors, acting together as the Board of Otago Hockey

“Boundaries” means the boundaries which define the jurisdiction of Otago Hockey as set out in Clause 3 of this Constitution;

“Otago Hockey” means the Otago Hockey Association 1990 Incorporated;

“General Manager” means the chief executive officer (or equivalent office holder) of Otago Hockey

“Complaint” has the meaning given in Clause 27.2;

“Contact Details” means a physical or electronic address and telephone number;

“Contact Person” means a person holding the position of contact person for Otago Hockey being the person the Registrar of Incorporated Societies can contact when needed;

“Dispute” has the meaning given in Clause 27.1;

“Directors” means the Elected and Appointed Directors as defined by Clause 15.2 of this Constitution;

“Elected Director” means a person elected in accordance with Clause 15.1 of this Constitution;

“Financial Balance Date” has the meaning given to it in accordance with Clause 15.2 of this Constitution;

“Financial Year” means the calendar year preceding the Financial Balance Date in accordance with Clause 20.3 of this Constitution;

“Hockey New Zealand” means Hockey New Zealand Incorporated;

“Interested” has the meaning given to the term in the Act;

“Junior Competition” means the Junior Competitions as defined by the Board from time to time which provide playing opportunities for players of the age equivalent to School Year Eight (8) and under;

“Life Member” means a person nominated and elected in accordance with the requirements of Clause 10 of this Constitution;

“Matter” has the meaning given to the term in the Act;

“Member” means a member of Otago Hockey as defined in Clause 8.1 of this Constitution;

“Officers” means those officers of Otago Hockey appointed and elected in accordance with Clause 12 of this Constitution;

“Open Competition” means the Senior and Youth Competitions as defined by the Board from time to time which provide playing opportunities for players of the age equivalent to School Year Nine (9) and above;

“Purpose” means the purpose of Otago Hockey as defined by Clause 6 of this Constitution;

“Secondary School Competition” means the Secondary School Competition as defined by the Board from time to time which provide playing opportunities for players who are attending Secondary School as recognised by the New Zealand Ministry of Education;

“Special General Meeting” means all meetings of Otago Hockey other than an Annual General Meeting, held in accordance with the provisions in Clause 13.2 of this Constitution;

“Umpires Committee” means a subcommittee relating to the representation and administration of umpires within Otago Hockey which may be established by Otago Hockey in accordance with Clause 17.2 of this Constitution; and,

“Voting Member” means the voting rights given to the Affiliated Members, Life Members and Umpires Committee as defined by Clause 13.11.e of this Constitution.

2. **NAME**

The name of the Society is “The Otago Hockey Association Incorporated 1990” (hereinafter referred to as Otago Hockey).

3. **BOUNDARIES**

- 3.1. The following local government authority areas fall within the Boundaries of Otago Hockey hereinafter referred to as “Boundaries”) and define the jurisdiction of Otago Hockey
- a. Dunedin City
 - b. Clutha District
- 3.2. Notwithstanding Clause 3.1 above, the Board may amend the Boundaries by unanimous vote as and when the Boundaries of the local government authorities referred to change over time.

4. **REGISTERED OFFICE**

The headquarters and registered office of Otago Hockey shall be in such place in the city of Dunedin as the Board shall from time to time decide.

5. **CONTACT PERSON**

At its first meeting following the Annual General Meeting, the Board must appoint or reappoint at least one (1), and a maximum of three (3), persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

6. PURPOSE

- 6.1. The purpose of Otago Hockey is to develop and implement strategic plans that will:
- a. grow the participation levels of all participants in the game of hockey;
 - b. offer the widest possible opportunities within the Boundaries for all persons to participate in the game of hockey, mainly as an amateur sport, and to make hockey a readily accessible sport and recreation for all.

7. POWERS OF OTAGO HOCKEY

- 7.1. Subject to the provisions of the Act and subsequent amendments thereto, Otago Hockey will have all such powers as may be reasonably necessary to enable it to carry out its Purposes. These powers will include the power to:
- a. make, amend, suspend and/or revoke Regulations, Bylaws and Codes of Conduct;
 - b. admit new Affiliated Members and withdraw, suspend or terminate an Affiliated Member's membership;
 - c. admit new Life Members and withdraw, suspend or terminate a Life Member's membership;
 - d. affiliate with Hockey New Zealand and any respective successor and/or national hockey organisation the membership of which the Board deems to be in the best interests of Otago Hockey;
 - e. set and impose penalties for the breach of any provision of this Constitution or any Regulations or Bylaws or any applicable Code of Conduct or Anti-Doping Policy or Anti-Match Fixing and Sports Betting Policy, including any act or omission by an Affiliated Member or Life Member which is likely to bring Otago Hockey or the game of hockey into disrepute;
 - f. carry on any business or undertaking in connection with the promotion, fostering, development and control of hockey in the Boundaries;
 - g. manage and develop in conjunction with local government authorities, artificial hockey playing fields within the Boundaries;
 - h. develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as Otago Hockey thinks fit;
 - i. enter into any partnership, joint venture or other arrangement for the conduct of any activity and the sharing of surplus resources, and to co-operate with any person carrying on, or about to carry on, any business or transaction;
 - j. subscribe to, or otherwise acquire, hold and deal with, shares, debentures, or other securities of any kind and to sell, or dispose of, any interest in any securities;
 - k. enter into any arrangements with any Government or authority and to obtain from any Government or authority, any rights, privileges and concessions and to exercise any such rights, privileges and concessions;
 - l. purchase or sell, lease, exchange, hire, improve, develop, manage, distribute, display and otherwise acquire or deal with any real and/or personal property and any rights or privileges to real and/or personal property;
 - m. invest and deal with the money of Otago Hockey including the borrowing, raising, lending and advancing of money; and the giving of credit to any person or organisation; and the granting of guarantees and/or indemnities and/or charges upon all or any of Otago Hockey's property as

- security for any advance of money or the performance of contracts or obligations by any person or Otago Hockey;
- n. enter into any contract or arrangement (whether legally binding or otherwise);
 - o. apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
 - p. appoint, dismiss or retire employees;
 - q. remunerate any person for services rendered or to be rendered;
 - r. take or hold mortgages, liens and charges to secure payment of any money due to Otago Hockey from any other person;
 - s. undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
 - t. appoint, elect or nominate persons to represent Otago Hockey;
 - u. delegate to any person approved by the Board, any of the powers of Otago Hockey;
 - v. decide any disputes or hear any appeals on matters relating to Otago Hockey and/or hockey;
 - w. carry out all or any of the Purposes of Otago Hockey and do all or any of the above things as principal, agent, contractor, trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others, and;
 - x. do all such other things as are incidental or conducive to the attainment of the Purposes in the exercise of the powers of Otago Hockey provided however that the foregoing Purposes shall in no way limit the rights and powers conferred upon incorporated societies under the Act.

8. MEMBERSHIP

8.1. Membership Categories

The Members of Otago Hockey are:

- a. Affiliated Club Members;
 - b. Affiliated School Members;
 - c. Life Members, and;
 - d. Any other categories of membership as the Board determines,
- together known as "Members".

8.2. Affiliated Club Membership

Affiliated Club Membership shall be acquired by:

- a. all existing Affiliated Members that are determined as being a hockey club due to their ability to provide a structure which facilitates the playing of hockey at all age groups and levels;
- b. any new club who becomes an Affiliated Club Member pursuant to the rules within this Constitution.

8.3. Affiliated School Membership

Affiliated School Membership shall be acquired by:

- a. all existing Affiliated School Members that are a school as recognised by the New Zealand Ministry of Education;
- b. any new school that becomes an Affiliated School Member pursuant to the rules within this Constitution.

- 8.4. Upon becoming either an Affiliated Club Member or Affiliated School Member, each Member will be known and referred to as an Affiliated Member.

8.5. **Applications for Affiliated Membership of Otago Hockey**

- a. Applications for affiliated membership of Otago Hockey shall be made in writing to Otago Hockey and contain a completed consent form as required by section 26 of the Act.
- b. Applicants shall supply such particulars as are requested by the Board according to the current policy which regulates the application for new membership.
- c. All applications shall be submitted to the Board.
- d. All applications will be referred by the Board, with its recommendation, to an Annual General Meeting, where a vote will be taken to determine whether membership will be granted. For the avoidance of doubt the resolution regarding the applicant's membership will be passed if more than two-thirds (67%) of the votes are in favour of the resolution.

8.6. **Constitution Binding**

All Affiliated Members are required to adopt rules and constitutions that are consistent with this Constitution and comply with the directives and requirements of the Board in so far as those relate to the administration of the game of hockey within its Boundaries and shall also comply with the terms of this Constitution, the rules, playing conditions and regulations as adopted and amended by the Board and Otago Hockey from time to time.

9. **CESSATION OF AFFILIATED MEMBERSHIP**

9.1 Any Affiliated Member may cease to be an Affiliated Member following:

- a. resignation of its membership, which can occur at any time upon notice in writing to the registered office and upon payment of all subscriptions or other moneys legally due to Otago Hockey. Resignation shall not, of itself, release the Affiliated Member from any other liabilities arising from that Affiliated Members membership;
- b. termination of its membership by decision of the Board, where it is satisfied, after reasonable enquiry, that the Affiliated Member is unable to comply with the Board's requirements.

Any Affiliated Member whose membership is terminated under Clause 9.1.b hereof may appeal the decision at an Annual or Special General Meeting.

10. **LIFE MEMBERS**

- 10.1. Any Affiliated Member may nominate to the Board any person for consideration as a Life Member.
- 10.2. Nominations must reach the Board no later than three (3) months prior to the Annual General Meeting.
- 10.3. The Board may recommend to an Annual General Meeting any person, who has made an outstanding contribution to hockey or hockey administration within the Boundaries of Otago Hockey, for election as a Life Member.
- 10.4. The election requires at least two-thirds (67%) of the votes cast to support the recommendation for life membership for Life Membership to be awarded.
- 10.5. A person consents to becoming a Life Member on acceptance of their life membership.
- 10.6. Life Members may attend any Annual or Special General Meeting, take part in any discussion at such meeting and be entitled to vote in accordance with Clause 13.11.c of this Constitution.
- 10.7. The membership of a Life Member may be suspended by a decision of the Board where it is satisfied, after reasonable enquiry, that the Life Member's actions have brought, or are likely to bring, Otago Hockey or the game of hockey into disrepute.
- 10.8. The membership of a Life Member may be terminated by a decision of the Voting Members at an Annual General Meeting requiring at least a two-thirds majority (67%).
- 10.9. The membership of any Life Member will cease on the death of the Life Member.

11. MEMBER REGISTER

- 11.1. The Board will ensure that an up-to-date Member Register is kept and the register must include:
- a. each Member's name;
 - b. each Member's Contact Details;
 - c. the date each Member became a Member.
- 11.2. A Member must provide notice to Otago Hockey of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of any changes of the information recorded in the Member Register.
- 11.3. The Board will keep a record of the name of each Member who has ceased to be a Member of Otago Hockey within the previous seven years and the date on which they ceased to be a Member.

12. OFFICERS

12.1. Description of Roles

- a. **Patron:** The Patron of Otago Hockey shall be an honorary position bestowed upon an individual who embodies the values and ethos of Otago Hockey. The Patron shall serve as a figure of esteem and influence, lending their name and support to Otago Hockey's endeavours. While the Patron may offer guidance and encouragement to Otago Hockey they shall not possess any formal decision-making authority or voting rights within Otago Hockey.
- b. **President:** The President of Otago Hockey shall be an honorary position charged with presiding over General Meetings and representing Otago Hockey at official functions. The President shall fulfil ceremonial duties and provide guidance to Otago Hockey's Board. However, the President shall not possess any formal decision-making authority or voting rights within Otago Hockey.

The Patron and President together are referred to as "the Officers".

12.2. Election, Appointment and Term

- a. The President will be elected at the Annual General Meeting. The President will be eligible for re-election.
- b. The term of office for the President will be one (1) year.
- c. The Patron shall be invited by the Board to be the Patron. The Patron's appointment will be confirmed by majority decision of the Voting Members at the Annual General Meeting. The Patron will continue to hold office until they resign or are removed by the Board at any time or by majority decision of the Voting Members at a General Meeting.
- d. The Board will call for nominations for the position of President not less than two (2) months prior to the proposed date of the Annual General Meeting.

12.3. Election Process

The election of the President will be as follows:

- a. Nominations for the President shall be made in writing and be received by the General Manager not less than twenty (20) working days prior to the General Meeting. If there is only one (1) nominee for the President role, then that person will be declared elected without the need for a vote.
- b. If there is more than one candidate, the election of the President will be as follows:
 - i. as soon as possible after the closing date for nominations the General Manager shall send to each Voting Member a brief resume of each candidate. The resume will have been provided by each candidate;
 - ii. the election of the President will be by secret ballot at the General Meeting;

- iii. the voting papers will be scrutinised by, and in the presence of, two scrutineers appointed by the Voting Members at the General Meeting for that purpose.
 - iv. the scrutineers shall undertake scrutiny of the election and report to the Chairperson of the General Meeting the result of voting. The vacancy will be filled by the candidate who polled the greatest number of votes. If the number of votes for the highest voted candidate is equal to another candidate, a further vote will be held between the tied candidates;
 - v. no Voting Member shall vote for more, but may vote for less, than the number stated on the voting paper for the election of the President and any voting paper containing more than the number stated on the voting paper for the election of the President shall be invalid.
- c. In the event the office of Patron and President becomes vacant prior to the Annual General Meeting, or the role is not filled at the General Meeting then the office shall be filled by appointment by the Board at the Board's sole discretion. The appointed Patron and President will hold office until the next Annual General Meeting.

13. GENERAL MEETINGS

13.1. Annual General Meetings

The Annual General Meeting shall be held annually at such time and place as the Board shall decide, but not later than six months following the Financial Balance Date and not more than 15 months after the previous Annual General Meeting. The General Manager shall give not less than twenty (20) working days written notice of the meeting to all Voting Members.

13.2. Special General Meetings

- a. The General Manager shall convene a Special General Meeting at the request of the Board or upon receipt of a written requisition by five (5) Affiliated Members. Such requisition shall set forth the purpose of such meeting. The meeting shall be held within twenty (20) working days of receipt by the General Manager of the request or requisition.
- b. The General Manager shall give written notice to all Voting Members of all business proposed to be brought before any Special General Meeting at least fifteen (15) working days prior to the date of such meeting.
- c. All the rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

13.3. Written Resolutions

A resolution in writing signed, or consented to by email or other electronic means, by a majority of the Voting Members is valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any resolution may consist of several documents in the same form each signed by one or more Voting Members.

13.4. Delegates

An Annual or Special General Meeting shall consist of:

- a. a maximum of two (2) delegates appointed by each Affiliated Member;
- b. a maximum of two (2) delegates appointed by the Umpires Advisory Group;
- c. the Officers;
- d. the Life Members;
- e. the General Manager; and,
- f. any Director not acting as a delegate as hereinbefore provided.

13.5. The Patron, President and General Manager shall not be eligible to act as a delegate.

13.6. No delegate shall be entitled to act as a delegate for more than one Voting Member at the same meeting.

13.7. Voting Members shall advise the General Manager, prior to the commencement of the meeting, the names of the delegates representing them.

13.8. **Chairperson**

At all Annual and Special General Meetings, the Chair will be taken by the President, but if the President is not present, able or willing to take the Chair then the delegates present and entitled to vote shall elect a Chairperson for such meeting. The Chairperson so elected shall remain in the Chair until the arrival of the President. Any substituted Chairperson shall not have a casting vote. The Chair of the Board shall have a casting vote.

13.9. **Quorum**

At Annual and Special General Meetings a quorum shall be achieved when the number of Affiliated Members present, or attending by audio-visual link, or other electronic communication, or represented by a proxy, or by a combination of such methods have the power to exercise fifty-five percent (55%) of the total number of votes able to be cast at the meeting.

13.10. **Minutes**

The Board must ensure that complete and accurate minutes, or other appropriate records, are kept in relation to all Annual and Special General Meetings and written resolutions of the Members.

13.11. **Voting Entitlement**

- a. The number of votes each Affiliated Member is entitled to is set out in the table below and is based on the number of registered teams entered in the relevant competition in the previous Financial Year.
- b. The voting entitlements for each Affiliated Member will be the combined number of votes resulting from their Open Competition, Secondary School Competition and Junior Competition teams.

AFFILIATED MEMBER VOTING ENTITLEMENTS TABLE

Maximum Teams	Affiliated Club Open Competition	Affiliated School Secondary School Competition	Junior Advisory Group Year 1-8 Competitions
Three (3)	Three (3) Votes	Two (2) Vote	
Six (6)	Six (6) Votes	Three (3) Votes	
Nine (9)	Nine (9) Votes	Six (6) Votes	
Twelve (12)	Twelve (12) Votes	Nine (9) Votes	
Fifteen (15)	Fifteen (15) Votes	Twelve (12) Votes	Fifteen (15) Votes

Fifteen (15) votes is the maximum voting entitlement of any Affiliated Member.

- c. Life Members are each entitled to one (1) vote.
- d. The Umpires Committee (Advisory Group) is entitled to five percent (5%) of the total voting entitlement under Clause 13.11 of this Constitution.
- e. The Affiliated Member, the Umpires Committee, Life Members and the Junior Advisory Group will together be known as the Voting Members of Otago Hockey.
- f. A Voting Member may exercise their right to vote either by being present in person or by proxy or by casting an electronic vote where the Voting Member is attending the meeting by audio-visual link or other electronic communications.

13.12. **Proxies**

- a. A proxy for a Voting Member is entitled to attend and be heard at an Annual General Meeting or a Special General Meeting as if the proxy were the Voting Member.

- b. A proxy must be appointed by notice in writing signed by the Voting Member and the notice must state whether the appointment is for a particular meeting or a specified term.
- c. No proxy is effective in relation to a meeting unless the proxy notice is produced to the General Manager before the start of the meeting.
- d. Any question as to the acceptance or rejection or validity of a proxy shall be determined by the Chairperson whose decision shall be final.

13.13. **Electronic Vote**

At the General Meeting, immediately prior to the General Manager calling for nominations, the Board shall resolve as to whether an electronic vote shall be conducted.

13.14. **Order of Business**

The business of the Annual General Meeting shall be to:

- a. confirm the minutes of the previous Annual General Meeting;
- b. receive, consider and adopt the Annual Report;
- c. receive, consider and adopt the audited Financial Statements for the previous financial year together with any amendments sanctioned by the meeting;
- d. receive and consider notices of any disclosures made in accordance with Clauses 17.3 (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
- e. election of President;
- f. election of Board Members;
- g. confirmation of the Patron;
- h. appoint an Auditor;
- i. consider and transact any business or proposed resolution as may be provided for in the Constitution of which due notice in accordance with the Constitution has been given; and,
- j. transact any general business.

13.15. The General Manager shall supply to each Voting Member, at least fifteen (15) working days prior to the date of the Annual General Meeting, a business schedule including a copy of the Annual Report and the Financial Statements.

13.16. Any Voting Member requiring any business to be discussed, or any resolution to be considered, at the Annual General Meeting shall give notice in writing to the General Manager of such business or such resolution no later than twenty (20) working days prior to the date fixed for the meeting.

14. **AMENDMENT OF CONSTITUTION**

14.1. No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

14.2. This Constitution may be amended by:

- a. a resolution approved by 67% of the votes of those Voting Members entitled to vote at an Annual General Meeting or Special General Meeting; or
- b. if an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Voting Members to object to the amendment. If the Board does not receive any objection from Voting Members within twenty (20) working days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

15. THE BOARD OF DIRECTORS

15.1. Membership

The Board shall comprise of at least four (4) and up to seven (7) persons, comprising:

- a. three (3) elected persons pursuant to Clause 15.5 of this Constitution (“Elected Directors”), and;
- b. up to four (4) appointed persons pursuant to Clause 15.6 of this Constitution (“Appointed Directors”).

15.2. Together the Elected Directors and Appointed Directors will be known as the Directors of Otago Hockey.

15.3. The majority of the Board will comprise of Members of Otago Hockey, being either a member of an Affiliated Member or a Life Member.

15.4. Qualification

Every Board Member must, in writing:

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

15.5. Elected Directors

The election of Elected Directors will be as follows:

- a. the General Manager will call for nominations for the vacant Elected Director position(s) not less two (2) months prior to the proposed date of the Annual General Meeting;
- b. nominations for the vacant Elected Director positions will be received by the General Manager not later than twenty (20) working days prior to the date of that meeting;
- c. if there is only one nominee for each vacant Elected Director position, then that person or persons will be declared to be elected without the need for a vote;
- d. should the number of nominations for the Elected Director positions exceed the number for the Elected Director vacancies the election shall be conducted in the following manner:
 - i. as soon as possible after the closing date for nominations the General Manager shall send to each Voting Member a brief resume of each candidate, which has been provided by the candidate;
 - ii. the election of the Elected Director will be by secret ballot at the General Meeting;
 - iii. the voting papers will be scrutinised by and in the presence of two scrutineers appointed by the Voting Members at the General Meeting for that purpose;
 - iv. the scrutineers shall undertake scrutiny of the election and report to the Chairperson of the General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. If the number of votes for the highest voted candidate is equal to another candidate, a further vote will be held between the tied candidates;
 - v. no Voting Member shall vote for more, but may vote for less, than the number stated on the voting paper for the election of the Elected Directors and any voting paper containing more than the number stated on the voting paper for the election of the Elected Directors shall be invalid.

15.6. Appointed Directors

Appointed Directors will be appointed by the Elected Directors within a reasonable time period after the Annual General Meeting, taking into consideration the specific needs of the Board at the time. When appointing the Appointed Directors, the Elected Directors will take the following into account:

- a. their prior experience as a director, trustee, or experience in any other governance role;
- b. their knowledge of, and experience in Hockey generally;
- 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 skills in commerce, finance, marketing, law or business generally, and;
- g. the desire for gender balance on the Board.

15.7. **Vacancies**

Should any Director's position become vacant in accordance with the provisions contained in Clause 15.9 then the Board may appoint a replacement Director. Such replacement Director shall hold office until the next Annual General Meeting when they shall retire, but they shall be eligible for re-election or re-appointment as either an Elected or Appointed Director. For the purposes of this Constitution such replacement Director will be known as a Director of Otago Hockey.

15.8. **Term**

Each Elected and Appointed Director will be elected or appointed for a term that expires three (3) years from the date of the Annual General Meeting which they were elected or appointed at. At the end of each Elected or Appointed Directors term they will retire as a Director. However, they will be eligible for re-election or re-appointment in accordance with Clauses 15.5 and 15.6.

15.9. **Cessation of Office**

The office of any Director will become vacant and that Director will cease to hold office if the Director('s):

- a. term expires, or;
- b. resigns his/her office by notice in writing to Otago Hockey, or;
- c. is absent without leave from two (2) consecutive meetings of the Board, or;
- d. is unfit to continue in the position as voted unanimously by all other Directors, or;
- e. is removed from office under this Constitution, or;
- f. becomes an undischarged bankrupt, or;
- g. is convicted of any offence punishable by imprisonment for a term of two (2) years or more, or;
- h. is convicted of any offence punishable by imprisonment for a term of less than two (2) years and is sentenced to imprisonment for that offence, or;
- i. becomes a restricted or special patient within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992, or;
- j. becomes a person subject to the property order within the meaning of the Protection of Personal Property Rights Act 1988, or;
- k. becomes disqualified from being a Director under section 47(3) of the Act, or;
- l. dies.

16. **MEETINGS OF THE BOARD**

16.1. **Convening of Meetings**

- a. The Board will meet at least eight (8) times annually.
- b. A meeting of the Board may be convened on the requisition of the Chairperson of the Board or three (3) Directors.

16.2. **Minutes**

Minutes of the Board meetings will be kept.

16.3. **Procedure**

Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

16.4. **Quorum**

Four (4) Directors shall form a quorum at meetings of the Board. A Director forms part of the quorum if that Director is in attendance in person or by any other means approved by the Board, which shall include audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

16.5. **Voting**

- a. Each Director will have one (1) vote.
- b. The Chairperson of the Board shall have a deliberative and a casting vote.
- c. All matters will be decided by a majority of votes. Voting may be by voice or a show of hands and if desired by any Board Member it will be by secret ballot.

16.6. **Written Resolutions**

A resolution in writing signed or consented to by email or other electronic means by the required majority of the Directors is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one (1) or more Directors.

16.7. **Chairperson**

The Chairperson of the Board shall be elected annually by the Board, immediately after the Annual General Meeting in each year and shall hold office until the first meeting of the Board after the next Annual General Meeting, unless the Board chooses to replace the Chairperson between Annual General Meetings.

16.8. **General Manager**

The General Manager shall be entitled to attend and speak at all meetings of the Board but shall have no voting entitlements.

16.9. **Officers**

The Officers shall be entitled to attend and speak at all meetings of the Board but shall have no voting entitlements.

17. **DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

17.1. **Duties of Board Directors:**

The duties of the Directors of the Board will be to:

- a. act in good faith and in the best interests of Otago Hockey and use their powers for a proper purpose;
- b. comply with the Act and any amendments or replacement;
- c. comply with the provisions of this Constitution and any amendments or replacement;
- d. exercise the degree of care and diligence that a reasonable person with the same responsibilities within Otago Hockey would exercise in the circumstances applying at the time;
- e. not allow the activities of Otago Hockey to be carried on recklessly or in a manner that is likely to create a substantial risk or serious loss to Otago Hockey's creditors;
- f. not allow Otago Hockey to incur obligations that the Director does not reasonably believe will be fulfilled; and
- g. when exercising powers or performing duties as a Director, the Director(s) may rely on reports, statements and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - i. an employee whom the Director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

- ii. a professional advisor or expert in relation to matters that the Director believes on reasonable grounds to be within the person's professional or expert competence; or
 - iii. any other Director or Subcommittee of the Board on which the Director did not serve in relation to matters within the Director or Subcommittees designated authority,
- if the Director acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances and has no knowledge that the reliance is unwarranted.

17.2. Powers of the Board of Directors

The Board shall be the Executive of Otago Hockey and will:

- a. promote an image of hockey consistent with Otago Hockey's Purposes;
- b. give notice of all Annual General Meetings or Special General Meetings and be able to call a Special General Meeting;
- c. appoint a General Manager and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
- d. deal with future planning and development and oversee the activities of the General Manager and his/her staff, including adopting and confirming clearly defined delegations of authority from the Board to the General Manager;
- e. adopt and regularly review a Strategic Plan for Otago Hockey which shall include goals and objectives for hockey and measures of short term and long-term success;
- f. adopt an annual operational plan and budget for financial performance and to monitor results against the annual operation plan and budget. The budget for each year will be tabled at each Annual General Meeting;
- g. control expenditure and raise any money as provided for in the Powers of Otago Hockey;
- h. ensure that Otago Hockey has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- i. adopt, make, repeal and amend by-laws, policies, rules and regulations, as it thinks expedient, for the management of, or for the furtherance of, Otago Hockey's Purposes and for the regulation and control of any competition or matches under Otago Hockey's jurisdiction, including the authority to impose any penalty upon any Affiliated Member or Members, team, official or player of Otago Hockey which are found guilty of breaching any of the rules, by-laws, policies or regulations of Otago Hockey or for refusing to give effect any resolution passed by the Board or any Annual or Special General Meeting;
- j. have the power to make rules for its own, such rules will be valid until revoked;
- k. administer the affairs of Otago Hockey in accordance with the Purposes and powers conferred by this Constitution and by any rules or resolutions passed at an Annual or Special General Meeting. However, where a matter arises that, in the opinion of the Board, is not provided for in this Constitution the Board will have the power to determine such matter as the Board thinks fit;
- l. ensure that Otago Hockey meets its obligations to Hockey New Zealand;
- m. appoint Subcommittees which consist of Directors of the Board and/or other members of the community and to delegate to them such powers and responsibilities as it shall determine. The Subcommittees shall report as directed by the Board. The Chairman or a Director nominated by him/her shall have the right to attend any meeting of any Subcommittee;
- n. have the ability to invest and expend such funds as the Board may consider necessary for carrying out the Purposes of Otago Hockey, including the ability to invest any property, assets and income in a manner appropriate for a professional trustee operating under New Zealand law. The Board may by resolution delegate the investment and management of its investments to a Fund Manager;
- o. have the ability to open and operate in the name of Otago Hockey such banking accounts as deemed necessary; and

- p. have the power to enter into any agreement in the name of, and on behalf of, Otago Hockey for sharing profits, or for mutual assistance with any Affiliated Member, person or persons, body corporate, trust, company or partnership which it may seem to the Board is capable of directly or indirectly benefiting Otago Hockey.

17.3. **Interests**

- a. The Board must keep a register of interest disclosures made by Directors.
- b. A Director who is interested in a Matter relating to Otago Hockey must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Director becomes aware that they are interested in the Matter and include it in the register of interests.
- c. A Director who is Interested in a Matter:
 - i. must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Directors consent;
 - ii. must not sign any document relating to the entry into a transaction, or the initiation of the Matter, unless all non-interested Directors consent;
 - iii. must not take part in any Board discussions relating to the Matter or be present at the time of the Board decision, unless all non-interested Directors consent, and;
 - iv. may be counted for the purposes of determining whether there is a quorum at any meeting at which the Matter is considered.
- d. Despite Clause 17.3.c if 50% or more Directors are Interested in a Matter, a Special General Meeting must be called to consider and determine the Matter.
- e. The Board must notify Members of a failure to comply with this clause, and of any transaction affected, as soon as practicable after becoming aware of the failure.

17.4. **Policies**

- a. The Board will have the power to adopt, make, repeal and amend any policy, which in its sole discretion thinks fit, to govern and regulate the Affiliated Members of Otago Hockey and any players, team management, officials or spectators participating or attending a tournament, competition or match over which Otago Hockey has jurisdiction.
- b. These policies include, but are not limited to, the Code of Conduct, Anti-Doping Policy and Anti-Match Fixing and Sports Betting Policy.

18. **POWERS AND AUTHORITY OF GENERAL MANAGER**

The General Manager will be responsible to the Board and will be appointed pursuant to Clause 17.2.c. The powers and delegated authority of the General Manager will be determined from time to time by the Board as the Board thinks fit.

19. **INDEMNITY AND INSURANCE FOR DIRECTORS AND EMPLOYEES**

- 19.1. To the extent permitted by law, Otago Hockey may indemnify a Director or employee in respect of:
 - a. liability for any act or omission in his or her capacity as a Director or employee, and;
 - b. costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability,not being criminal liability or liability in respect of a breach of any fiduciary duty owed to Otago Hockey and provided the Director or employee, has at all times, acted in good faith and for a proper purpose in the pursuance of his or her role and responsibilities.
- 19.2. Otago Hockey may, with the prior approval of the Board, effect insurance for a Director or employee in respect of:

- a. liability, not being criminal liability, for any act or omission in his or her capacity as a Director or employee, or;
 - b. costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability, or;
 - c. costs incurred by that Director or employee in defending any criminal proceedings that have been brought against the Director or employee in relation to any act or omission in his or her capacity as a Director or employee and in which he or she is acquitted.
- 19.3. Directors voting in favour of authorising the effecting of insurance under Clause 19.2 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to Otago Hockey.
- 19.4. The Board must ensure that particulars of any indemnity given to, or insurance effected for, any Director or employee are entered in an interests register.
- 19.5. This clause is intended to be enforceable by each current or former Director or employee.

20. **FINANCE, ANNUAL REPORT AND AUDIT**

20.1. **Funds**

The funds of Otago Hockey will be in the control of the Board which will:

- a. have the power to delegate authority to the General Manager to incur liabilities and expend such funds as may be deemed necessary for the day to day organisation of Otago Hockey, so long as such expenditure is provided for within the General Manager's delegated authorities and that both the expenditure and delegated authorities are approved by the Board, and;
- b. have control of the funds and property of Otago Hockey and ensure that all monies received will be devoted solely to the promotion of the Purposes as set out in Clause 6.

20.2 **Financial Accounts and Auditor**

- a. The Board will cause Otago Hockey's accounts to be kept in respect of all matters relating to the financial administration of Otago Hockey in accordance with internationally recognised accounting principles and reporting standards and will prepare within sixty (60) days after the completion of each financial year annual financial statement for the period in readiness for the auditor and the Annual General Meeting.
- b. The financial statements must be audited each year and the audited financial statements must be submitted to the Annual General Meeting.
- c. The auditor shall be a practising Chartered Accountant, who will be elected by the Voting Members at each Annual General Meeting by majority vote. The Board will have the power to fill any temporary vacancy in the office of auditor.
- d. The auditor will be paid such fees as may be fixed from time to time by the Board.
- e. The auditor will have the power to call for the production of all books, papers and documents and records whether held physically or electronically relating to the affairs of Otago Hockey. The annual financial statements will be audited by the auditor and, if correct, certified in writing under his/her hand before they are submitted to the Annual General Meeting.

20.3 **Financial Year**

The financial year of Otago Hockey shall end on the 31st day of December in each year and may be altered from time to time by a resolution at an Annual General Meeting passed by fifty-percent (50%) of votes cast in favour of such resolution.

20.4 **Indemnity**

The Directors and the General Manager shall be provided with indemnity from and against all losses and expenses incurred in the discharge of their respective duties.

21. **COMMON SEAL**

The Common Seal of Otago Hockey shall be held in the custody of the General Manager and shall be affixed only by resolution of the Board and attested by one (1) Director and either the General Manager or another Director, and details of every use of the Common Seal shall be entered by the General Manager in a register kept for such purpose.

22. **COLOURS**

22.1. The predominate playing colours of teams representing Otago Hockey shall be blue and gold.

23. **PECUNIARY GAIN**

23.1 **Prohibition of Personal Benefit**

- a. All income, benefit or advantage, must be applied to the Purposes.
- b. No Member or Director or any person associated with a Member or Director shall participate in, or materially influence, any decision made by Otago Hockey in respect of the payment to, or on behalf of, that Member or Director or associated person of any income, benefit or advantage whatsoever.
- c. Any payments made must be for goods or services that advance the Purposes and must be reasonable and relative to payments that would be made between unrelated parties.
- d. The provision and effect of this Clause must not be removed from this Constitution and must be included and implied into any document replacing the Constitution.
- e. For the avoidance of doubt, "Pecuniary gain" does not include the payment of salaries or the winning of trophies or prizes.

24. **CODE OF CONDUCT AND ANTI-DOPING/ANTI-MATCH-FIXING/ANTI-SPORT BETTING POLICIES**

24.1 **Code of Conduct**

All players, team management, officials or spectators participating or attending a tournament, competition or match over which Otago Hockey has jurisdiction will be bound by the Otago Hockey Code of Conduct as amended from time to time.

24.2 **Anti-Doping Policy**

The Anti-Doping Policy as amended from time to time will be in accordance with the Sports Anti-Doping Rules (as amended from time to time) as administered by Drug Free Sport New Zealand and will be consistent in all respects with the World Anti-Doping code.

24.3 **Anti-Match Fixing and Sports Betting Policy**

The Anti-Match Fixing and Sports Betting Policy as amended from time to time will be consistent with the New Zealand Anti-Match Fixing and Sports Betting Policy adopted by Sport New Zealand.

25. **VIOLATION OF CONSTITUTION**

Any Member which is found to be in breach of this Constitution, Regulations, Bylaws or decision of the Board may be subject to any sanctions deemed appropriate by an independent Otago Hockey Judicial Committee consistent with the Otago Hockey Code of Conduct.

26. **DISPUTES IN RELATION TO BYLAWS AND POLICIES**

26.1. **Board to Rule**

The Board will, subject to the provisions set out in the Code of Conduct and any Bylaws, policies or regulations, act as the decision making body with respect to disputes involving points of law as it relates to bylaws and policies, Affiliated Members and members of Affiliated Members.

26.2. **Hockey New Zealand to Rule**

A further appeal may be made to Hockey New Zealand. An appeal to Hockey New Zealand under this rule must be made within ten (10) working days of the Board's decision being promulgated and shall be accompanied by a deposit, in such amount as may from time to time be stipulated by Hockey New Zealand, to be forfeited should Hockey New Zealand's Court of Appeal so decide. The Decision of that Court of Appeal shall be final.

27. DISPUTE RESOLUTION

27.1 The following provisions will apply to any disagreement between Members, Directors, Officers and/or Otago Hockey that relates to an allegation that:

- a. a Member, a Director or an Officer has engaged in misconduct, or;
 - b. a Member, a Director, an Officer or Otago Hockey has breached, or is likely to breach, a duty under the Constitution or the Act, or;
 - c. a Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged,
- (each, a "**Dispute**")

27.2 A Member, Director, Officer or Otago Hockey may make a complaint by giving written notice to the Board that:

- a. states that the Member, Director, Officer or Otago Hockey is starting a procedure for resolving a Dispute in accordance with this Clause 27;
 - b. sets out the allegation, or allegations to which the Dispute relates and whom the allegation is against, and;
 - c. sets out any other information reasonably required by the Board,
- (each, a "**Complaint**").

27.3 In the event of a Complaint arising under the provisions of this Clause, the parties shall first attempt to resolve the Dispute through good faith negotiations.

27.4 If the Dispute cannot be resolved through good faith negotiations within fifteen (15) working days, the parties agree to submit the Dispute to mediation. The mediation shall be conducted by a mediator agreed upon by the parties, or if the parties cannot agree on a mediator, a mediator shall be appointed by Sport New Zealand. The costs of mediation shall be shared equally by the parties.

27.5 If the Dispute is not resolved by mediation within twenty (20) working days from the appointment of the mediator, the Dispute shall be referred to, and finally resolved by, the Sports Tribunal of New Zealand (STNZ).

28. WINDING UP OF ASSOCIATION

28.1 The affairs of Otago Hockey may be wound up upon a resolution of a majority of votes recorded at an Annual or Special General Meeting called for that purpose, provided that a second Special General Meeting is held at least thirty (30) days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up Otago Hockey.

28.2 If upon the winding up, or dissolution of, Otago Hockey there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members, but shall be given or transferred to some other not-for-profit organisation or organisations, as defined by

section 5(3) of the Act, which has a similar Purpose to Otago Hockey, or to some other charitable organisation or purpose, within New Zealand.

29. TRANSITION

29.1 Transition of Directors of Otago Hockey

Every Director who was a Director immediately prior to the commencement of this Constitution will continue as a Director under this Constitution.

29.2 Transition of Members

Subject to this Constitution, every Member which was a member of Otago Hockey, and recorded on the Member Register immediately prior to the commencement of this Constitution, continues as a Member.

29.3 Transition of Bylaws

All bylaws, policies, regulations of Otago Hockey which were in force immediately prior to this Constitution, or any previous Constitution coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.