



CANTERBURY HOCKEY ASSOCIATION

CONSTITUTION

Adopted 28th February 2018

1. DEFINITIONS AND INTERPRETATION

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

"Affiliated Club Member" means a club as determined by Clause 7 of this Constitution.

"Affiliated School Member" means a school as defined by Clause 7 of this Constitution;

"Affiliated Member" means an Affiliated Club Member and Affiliated School Member as defined by clause 7 of this Constitution;

"Annual General Meeting" means a meeting held in accordance with the provisions in clause 11 of this Constitution;

"Appointed Director" means a person appointed in accordance with clause 13.2.2 of this Constitution;

"Board" means the Board of Directors, acting together as the Board of Canterbury Hockey;

"Boundaries" means the boundaries which define the jurisdiction of Canterbury Hockey as set out in clause 2 of this Constitution;

"Canterbury Hockey" means the Canterbury Hockey Association (Incorporated);

"CAST" means Canterbury Artificial Services Trust;

"Chief Executive Officer" means the chief executive officer (or equivalent office holder) of Canterbury Hockey;

"Directors" means the Elected and Appointed Directors as defined by clause 13.1.2 of this Constitution;

"Elected Director" means a person elected in accordance with clause 13.2.1 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 15.2 of this Constitution;

"Hockey New Zealand" means Hockey New Zealand Incorporated;

“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 7 of this Constitution;

“Objects” means the objects of Canterbury Hockey as defined by clause 5 of this Constitution;

“Officers” means those officers of Canterbury Hockey appointed in accordance with clause 10 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;

“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 Canterbury Hockey other than an Annual General Meeting held in accordance with the provisions in clause 11.2 of this Constitution;

“Umpires Committee” means a subcommittee relating to the representation and administration of umpires within Canterbury Hockey which may be established by Canterbury Hockey in accordance with clause 14.2 of this Constitution; and

“Voting Member” means the voting rights given to the Affiliated Members, Life Members and Umpires Committee as defined by clause 11.6.5 of this Constitution.

2. **NAME**

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

3. **BOUNDARIES**

3.1. The following local government authority areas fall within the Boundaries of Canterbury Hockey (hereinafter referred to as “Boundaries”) and define the jurisdiction of Canterbury Hockey:

3.1.1. Christchurch City;

3.1.2. Hurunui District;

3.1.3. Selwyn District (excluding the Malvern ward; the area in the Selwyn Central ward north of Main South Road and west of the continuation of Dawsons Road and Chattertons Road from Main South Road in the south to the Waimakariri River in the north; and the area in the Ellesmere ward north of Main South Road);

3.1.4. Waimakariri District (excluding the area in the Oxford-Eyre ward west of the continuation of Depot Road, Rainey's Road, Mounseys Road and Mountain Road and south of the latitudinal line running from the northern tip of Mountain Road in the east to the Waimakariri River in the west).

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 Canterbury Hockey shall be such place in the city of Christchurch as the Board shall from time to time decide.

5. **OBJECTS**

5.1. The Objects of Canterbury Hockey are to develop and implement strategic plans that will:

- 5.1.1. grow the participation levels of all participants in the game of hockey;
- 5.1.2. offer the widest possible opportunities within the Boundaries for all persons to participate in the game of hockey and to make hockey a readily accessible sport and recreation for all.

6. **POWERS OF CANTERBURY HOCKEY**

6.1. Subject to the provisions of the Incorporated Societies Act 1908 and subsequent amendments thereto, Canterbury Hockey, will have all such powers as may be reasonably necessary to enable it to carry out its Objects. These powers will include the power to:

- 6.1.1. make, amend, suspend and/or revoke Regulations, By-laws and Codes of Conduct;
- 6.1.2. admit new Affiliated Members and withdraw, suspend or terminate an Affiliated Member's membership;
- 6.1.3. 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 Canterbury Hockey;
- 6.1.4. set and impose penalties for the breach of any provision of this Constitution or any Regulations or By-laws or any applicable Code of Conduct or Anti-Doping Policy, including any act or omission by an Affiliated Member which is likely to bring Canterbury Hockey or the game of hockey into disrepute;
- 6.1.5. carry on any business or undertaking in connection with the promotion, fostering, development and control of hockey in the Boundaries;
- 6.1.6. manage and develop in conjunction with CAST, and any respective successor, artificial hockey playing fields within the Boundaries;
- 6.1.7. 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 Canterbury Hockey thinks fit;
- 6.1.8. 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;
- 6.1.9. 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;
- 6.1.10. 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;
- 6.1.11. 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;
- 6.1.12. invest and deal with the money of Canterbury 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 Canterbury Hockey's property as security for any advance of money or the performance of contracts or obligations by any person or Canterbury Hockey;
- 6.1.13. enter into any contract or arrangement (whether legally binding or otherwise);
- 6.1.14. apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment; and to oppose any bills, proceedings, or applications;
- 6.1.15. appoint, dismiss or retire employees;
- 6.1.16. remunerate any person for services rendered or to be rendered;
- 6.1.17. take or hold mortgages, liens, and charges to secure payment of any money due to Canterbury Hockey from any other person;
- 6.1.18. undertake and execute any trusts and make gifts whether for charitable or benevolent purposes or otherwise;
- 6.1.19. appoint, elect or nominate persons to represent Canterbury Hockey;

- 6.1.20. delegate to any person approved by the Board, any of the powers of Canterbury Hockey,
- 6.1.21. decide any disputes or hear any appeals on matters relating to Canterbury Hockey and/or hockey;
- 6.1.22. carry out all or any of the Objects of Canterbury 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
- 6.1.23. do all such other things as are incidental or conducive to the attainment of the Objects in the exercise of the powers of Canterbury Hockey provided however that the foregoing Objects shall in no way limit the rights and powers conferred upon incorporated societies under the Incorporated Societies Act 1908 and any amendment or replacement.

7. MEMBERSHIP

7.1. Affiliated Club Membership

7.1.1. 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.

7.2. Affiliated School Membership

7.2.1. Affiliated School Membership shall be acquired by:

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

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

7.3. Applications for Membership of Canterbury Hockey

7.3.1. Applications for membership of Canterbury Hockey shall be made in writing to Canterbury Hockey.

7.3.2. Applicants shall supply such particulars as are requested by the Chief Executive Officer according to the current policy which regulates the application for new membership.

7.3.3. All applications shall be submitted to the Board.

7.3.4. 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.

7.4. Constitution Binding:

7.4.1. 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 Canterbury Hockey from time to time.

8. CESSATION OF MEMBERSHIP

8.1. Any Affiliated Member may cease to be an Affiliated Member following:

8.1.1. 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 Canterbury Hockey. Resignation shall not, of itself, release the Affiliated Member from any other liabilities arising from that Affiliated Members membership.

8.1.2. 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.

8.1.3. Any Affiliated Member whose membership is terminated under Clause 8.1.2 hereof may appeal the decision to an Annual or Special General Meeting.

9. LIFE MEMBERS

9.1. Any Affiliated Member may nominate to the Board any person for consideration as a Life Member.

9.2. Nominations must reach the Chief Executive Officer no later than three months prior to the Annual General Meeting.

9.3. The Board may recommend to an Annual General Meeting of Canterbury Hockey any person, who has made an outstanding contribution to hockey or hockey administration within the Boundaries of Canterbury Hockey, for election as a Life Member.

9.4. 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.

9.5. 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 11.6.3 of this Constitution.

9.6. The membership of a Life Member may be terminated by a decision of the Affiliated Members at an Annual General Meeting requiring at least a two-thirds majority (67%).

10. OFFICERS

10.1. The Officers will be elected at the Annual General Meeting and comprise:

10.1.1. Patron;

10.1.2. President; and

10.1.3. Vice-President.

10.2. The Patron, President and Vice-Presidents shall be elected annually at the Annual General Meeting and each shall hold office until their successor is elected or they resign.

10.3. The Patron will be eligible for re-election.

10.4. The term of office for the President and Vice President will be one year and each will be eligible for re-election.

10.5. Election of Officers:

The election of the President and Vice President will be as follows:

10.5.1. Nominations for the President and Vice President shall be made in writing and be in the hands of the Chief Executive Officer not less than twenty (20) working days prior to the Annual General Meeting. If there is only one nominee for the President and/or Vice President role, then that person or persons will be declared elected without the need for a vote.

10.5.2. If there is more than one candidate for any role, the election of the President and Vice President will be as follows:

- i. As soon as possible after the closing date for nominations the Chief Executive Officer shall send to each Voting Member entitled to vote, a voting paper, either by post or electronic means, containing the names of each candidate together with a brief resume of each candidate.

- ii. Each Voting Member who votes shall strike out from his/her voting paper the name of any candidate against whom he/she desires not to vote and shall leave uncanceled the name of any candidate for whom he/she desires to vote so that he/she shall not need to vote for all candidates.
- iii. The ballot for the election shall close at 5pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting. For the avoidance of doubt the completed voting paper must be in the hands of the Chief Executive Officer by 5pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting.
- iv. Each voting paper shall have endorsed on it a notice setting out the hour and date on which the ballot is to close, together with a postal or electronic address to which the voting paper must be sent.
- v. Immediately after the hour and date so fixed, the ballot box or electronic address shall be opened and the voting papers scrutinised.
- vi. The scrutiny shall be conducted by and in the presence of two scrutineers appointed by the Board for that purpose.
- vii. The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the Annual General or Special General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. In the event of a tie, lots shall be drawn by the Chairperson.
- viii. 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 Vice President and any voting paper containing more than the number stated on the voting paper for the election of the President and Vice President shall be invalid.
- ix. At the meeting of the Board immediately prior to the Chief Executive Officer calling for nominations, the Board shall resolve as to whether a postal or electronic vote shall be conducted. For the purposes of an electronic vote, the Board may resolve to enter into an agreement for the provision of an electronic based election with any other company or organisation offering such technology and election management services on terms and conditions acceptable to the Board. In such a case, the Board may enter into an election services schedule with any such company and which will provide for (inter-alia) the result of the voting to be reported to the Chairperson of the meeting.

10.5.3. In the event the office of Patron, President or Vice-President becomes vacant prior to the Annual General Meeting, or the role is not filled at the Annual General Meeting then the office shall be filled by appointment by the Board at the Board's sole discretion. The appointed Patron, President or Vice-President will hold office until the next Annual General Meeting.

11. GENERAL MEETINGS

11.1. 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 five months following the Financial Balance Date. The Chief Executive Officer shall give not less than twenty (20) working days written notice of the meeting to all Voting Members.

11.2. Special General Meetings

11.2.1. The Chief Executive Officer 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 Chief Executive Officer of the request or requisition.

- 11.2.2. The Chief Executive Officer 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.
- 11.2.3. All the rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

11.3. Delegates

- 11.3.1. 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 Committee;
 - c) The Officers;
 - d) The Life Members;
 - e) The Chief Executive Officer; and
 - f) Any Director not acting as a delegate as hereinbefore provided.
- 11.3.2. The Patron, President, Vice President and Chief Executive Officer shall not be eligible to act as a delegate.
- 11.3.3. No delegate shall be entitled to act as a delegate for more than one Voting Member at the same meeting.
- 11.3.4. Voting Members shall advise the Chief Executive Officer, prior to the commencement of the meeting, the names of the delegates representing them.

11.4. 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. The President shall have a casting vote. Any substituted Chairperson shall not have a casting vote.

11.5. Quorum

At Annual and Special General Meetings a quorum shall be achieved when the number of delegates present or represented by a proxy have the power to exercise fifty-five percent (55%) of the total number of votes able to be cast at the meeting.

11.6. Voting Entitlement:

- 11.6.1. The number of votes each Affiliated Member is entitled to is set out in the below table and is based on the number of registered teams entered in the relevant competition in the previous Financial Year.
- 11.6.2. 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	Affiliated Club and Affiliated School Junior Competition
Three (3)	Three (3) Votes	One (1) Vote	One (1) Vote
Seven (7)	Six (6) Votes	Three (3) Votes	One (1) Vote
Thirteen (13)	Nine (9) Votes	Six (6) Votes	Two (2) Votes
Nineteen (19)	Twelve (12) Votes	Nine (9) Votes	Three (3) Votes
Thirty (30)	Fifteen (15) Votes	Twelve (12) Votes	Four (4) Votes

Nineteen (19) votes is the maximum voting entitlement of any Affiliated Member.

- 11.6.3. Life Members are each entitled to one (1) vote.
- 11.6.4. The Umpires Committee is entitled to a maximum of five percent (5%) of the total voting entitlement under clause 11.6 of this Constitution.
- 11.6.5. The Affiliated Member, the Umpires Committee and Life Members will together be known as the Voting Members of Canterbury Hockey.
- 11.6.6. A Voting Member may exercise their right to vote either by being present in person or by proxy.

11.7. **Proxies**

- 11.7.1. 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.
- 11.7.2. 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.
- 11.7.3. No proxy is effective in relation to a meeting unless the proxy notice is produced to the Chief Executive Officer before the start of the meeting.
- 11.7.4. Any question as to the acceptance or rejection or validity of a proxy shall be determined by the Chairperson whose decision shall be final.

11.8. **Order of Business**

- 11.8.1. The business of the Annual General Meeting shall be to:
 - a) Receive, consider and adopt the Annual Report;
 - b) Receive, consider and adopt the audited Financial Statements for the previous financial year together with any amendments sanctioned by the meeting;
 - c) Election of Officers for the ensuing year;
 - d) Election of Board Members;
 - e) Appoint an Auditor;
 - f) 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
 - g) Transact any general business.
- 11.8.2. The Chief Executive Officer 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.
- 11.8.3. 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 Chief Executive Officer of such business or such resolution no later than twenty (20) working days prior to the date fixed for the meeting.

12. **AMENDMENT OF CONSTITUTION**

12.1. This Constitution may be amended by:

- 12.1.1. A resolution approved by a majority of 67% of the votes of those Voting Members entitled to vote and voting on the resolution at an Annual General Meeting or Special General Meeting; or
- 12.1.2. A unanimous resolution approved by the Board provided that:
 - a) Any such resolution approved by the Board shall be limited to administrative or technical matters to the intent that Canterbury Hockey shall retain its general character but may comply with any requirements of the Commissioner of Inland Revenue, a statutory body or legislative instrument and may avail itself of taxation and general administrative advantages and efficiencies; and
 - b) No amendment shall be of effect until:
 - i. It is registered in accordance with the Incorporated Societies Act 1908 or any amendment thereto; and
 - ii. It has been notified to the Commissioner of Inland Revenue.

12.2. Notwithstanding clause 12.1., no addition to or alteration of the Objects, Pecuniary Gain or Winding Up of Association clauses shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

13. **THE BOARD OF DIRECTORS**

13.1. **Membership**

13.1.1. The Board shall comprise of up to seven (7) persons, comprising:

- a) Four (4) elected persons pursuant to clause 13.2.1 of this Constitution (“Elected Directors”); and
- b) Up to three (3) appointed persons pursuant to clause 13.2.2 of this Constitution (“Appointed Directors”).

13.1.2. Together the Elected Directors and Appointed Directors will be known as the Directors of Canterbury Hockey.

13.2. **Elected and Appointed Directors**

13.2.1. **Elected Directors**

- a) The Elected Directors shall be elected by either a postal or electronic vote of Voting Members to be conducted prior to the Annual General Meeting or Special General Meeting from nominations received by the Chief Executive Officer not later than 20 working days prior to the date of that meeting. A nomination for each Elected Director position shall have expressed in writing his/her willingness to accept office in the event of his/her election.
- b) 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.
- c) Should the number of nominations for the Elected Director positions exceed the number for the Elected Director vacancies the election referred to in clause 13.2.1.a) shall be conducted in the following manner:
 - i. As soon as possible after the closing date for nominations the Chief Executive Officer shall send to each Voting Member entitled to vote, a voting paper, either by post or electronic means, containing the names of each candidate together with a brief resume of each candidate.
 - ii. Each Voting Member who votes shall strike out from his/her voting paper the name of any candidate against whom he/she desires not to vote and shall leave uncanceled the name of any candidate for whom he/she desires to vote so that he/she shall not need to vote for all candidates.
 - iii. The ballot for the election shall close at 5pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting. For the avoidance of doubt the completed voting paper must be in the hands of the Chief Executive Officer by 5pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting.
 - iv. Each voting paper shall have endorsed on it a notice setting out the hour and date on which the ballot is to close together with a postal or electronic address to which the voting paper must be sent.
 - v. Immediately after the hour and date so fixed, the ballot box or electronic address shall be opened and the voting papers scrutinised.
 - vi. The scrutiny shall be conducted by and in the presence of two scrutineers appointed by the Board for that purpose.
 - vii. The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the Annual General or Special General Meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. In the event of a tie, lots shall be drawn by the Chairperson.

- viii. 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 as being required to fill the Elected Director vacancies on the Board and any voting paper containing more than the number stated on the voting paper for the election of the Elected Directors shall be invalid.
- ix. At the meeting of the Board immediately prior to the Chief Executive Officer calling for nominations the Board shall resolve as to whether a postal or electronic vote shall be conducted. For the purposes of an electronic vote, the Board may resolve to enter into an agreement for the provision of an electronic based election with any other company or organisation offering such technology and election management services on terms and conditions acceptable to the Board. In such a case, the Board may enter into an election services schedule with any such company and which will provide for (inter-alia) the result of the voting to be reported to the Chairperson of the meeting.

13.2.2. Appointed Directors:

- a) 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:
 - i. Their prior experience as a director, trustee, or experience in any other governance role;
 - ii. Their knowledge of, and experience in Hockey generally;
 - iii. Their occupational skills, abilities and experience;
 - iv. Their knowledge of and experience in community sports and/or not for profit organisations generally;
 - v. The desire for conflicts of interest on the Board to be minimised;
 - vi. The desire for a wide range of skills and experience on the Board, including skills in commerce, finance, marketing, law or business generally; and
 - vii. The desire for gender balance on the Board.

13.2.3. Vacancies

Should any Director die, resign or forfeit their position 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.

13.2.4. 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 13.2.1 and 13.2.2.

13.2.5. Indemnity and Insurance for Directors and Employees

- a) To the extent permitted by law, Canterbury Hockey may indemnify a Director or employee in respect of:
 - i. liability for any act or omission in his or her capacity as a Director or employee; and
 - ii. 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 Canterbury 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.

- b) Canterbury Hockey may, with the prior approval of the Board, effect insurance for a Director or employee in respect of:
 - i. liability, not being criminal liability, for any act or omission in his or her capacity as a Director or employee; or
 - ii. costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability; or
 - iii. 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.
- c) Directors voting in favour of authorising the effecting of insurance under clause 13.2.5b) must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to Canterbury Hockey.
- d) 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.

13.3. **Meetings of the Board**

13.3.1. **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 by telephone, video conferencing or Skype.

13.3.2. **Voting**

- a) Each Elected and Appointed 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 ballot.

13.3.3. **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.

13.3.4. **Chief Executive Officer**

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

13.3.5. **Officers**

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

13.4. **Removal/Ineligible Board Director:**

13.4.1. A Director shall forfeit their position on the Board if:

- a) a Director fails to attend two consecutive meetings without a leave of absence;
- b) all other Directors voted unanimously that the Director is unfit to continue in the position;
- c) becomes bankrupt;
- d) is convicted of any offence punishable by imprisonment for a term of two (2) years or more;

- e) 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;
- f) becomes the subject of an order under the Protection of Personal and Property Rights Act 1988;
- g) resigns his/her office by notice in writing to the Board;
- h) dies.

14. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

14.1. Duties of Board Directors:

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

- a) act in good faith and in the best interests of Canterbury Hockey and use their powers for a proper purpose;
- b) comply with the Incorporated Societies Act 1908 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 Canterbury Hockey would exercise in the circumstances applying at the time;
- e) not allow the activities of Canterbury Hockey to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to Canterbury Hockey's creditors; and
- f) not allow Canterbury Hockey to incur obligations that the Director does not reasonably believe will be fulfilled.

14.2. Powers of the Board of Directors:

14.2.1. The Board shall be the Executive of Canterbury Hockey and will:

- a) promote an image of hockey consistent with Canterbury Hockey's Objects;
- b) meet at least eight (8) times annually. A special meeting of the Board may be convened on the requisition of the Chairperson of the Board or three (3) Directors;
- c) keep minutes of its meetings;
- d) give notice of all Annual General Meetings or Special General Meetings and be able to call a Special General Meeting;
- e) appoint a Chief Executive Officer and enter into an employment contract with such remuneration and on such terms and conditions as the Board shall think fit;
- f) deal with future planning and development and oversee the activities of the Chief Executive and his/her staff, including adopting and confirming clearly defined delegations of authority from the Board to the Chief Executive Officer;
- g) adopt and regularly review a Strategic Plan for Canterbury Hockey which shall include goals and objectives for hockey and measures of short term and long-term success;
- h) 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;
- i) control expenditure and raise any money as provided for in the Powers of Canterbury Hockey;
- j) ensure that Canterbury Hockey has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- k) adopt, make, repeal and amend by-laws, policies, rules and regulations, as it thinks expedient, for the management of or for the furtherance of Canterbury Hockey's Objects and for the regulation and control of any competition or matches under Canterbury Hockey's jurisdiction, including the authority to impose any penalty upon any Affiliated Member or Members, team, official or player of Canterbury Hockey which are found guilty of breaching any of the rules, by-laws, policies or regulations of Canterbury Hockey or for refusing to give effect any resolution passed by the Board or any Annual or Special General Meeting;

- l) have the power to make rules for its own, such rules will be valid until revoked;
- m) administer the affairs of Canterbury Hockey in accordance with the Objects 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;
- n) ensure that Canterbury Hockey meets its obligations to Hockey New Zealand;
- o) 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;
- p) have the ability to invest and expend such funds as the Board may consider necessary for carrying out the Objects of Canterbury 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;
- q) have the ability to open and operate in the name of Canterbury Hockey such banking accounts as deemed necessary; and
- r) have the power to enter into any agreement in the name of and on behalf of Canterbury 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 Canterbury Hockey.

14.3. **Board Policies**

14.3.1. 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 Canterbury Hockey and any players, team management, officials, or spectators participating or attending a tournament, competition or match over which Canterbury Hockey has jurisdiction.

14.3.2. These policies include, but are not limited to, the Code of Conduct and Anti-Doping Policy.

14.3.3. The Anti-Doping Policy 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.

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

15.1. Directors and the Chief Executive Officer shall be provided with indemnity from and against all losses and expenses incurred in the discharge of their respective duties.

15.2. The financial year of Canterbury 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.

15.3. A report of the year's activities together with financial statements shall be prepared by the Board for presentation to the Annual General Meeting. The financial statements shall be audited prior to the Annual General Meeting.

15.4. The Auditor shall be a practising Chartered Accountant.

16. **COMMON SEAL**

The Common Seal of Canterbury Hockey shall be held in the custody of the Chief Executive Officer and shall be affixed only by resolution of the Board and attested by one Director and either the Chief Executive or another Director, and details of every use of the Common Seal shall be entered by the Chief Executive Officer in a register kept for such purpose.

17. **COLOURS**

17.1. The predominate playing colours of teams representing Canterbury Hockey shall be red and black.

17.2. The alternative playing colours of teams representing Canterbury Hockey shall be blue and black.

18. **PECUNIARY GAIN**

No pecuniary gain shall be derived from any property or operations of Canterbury Hockey by any Affiliated Member or as the case may be any member of an Affiliated Member unless the member of an Affiliated Member is a salaried officer. "Pecuniary gain" does not include the winning of trophies or prizes.

19. **APPEAL**

19.1. Board to Rule: The Board will, subject to the provisions set out in the Code of Conduct and any by-laws, policies or regulations, act as a Court of Appeal with respect to disputes involving points of law, Affiliated Members and members of Affiliated Members.

19.2. Hockey New Zealand to Rule: A further appeal may be made to the 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.

19.3. Notwithstanding clause 19.2 above, the Board may determine all questions and matters of doubt that may arise in respect of the interpretation and application of the terms of this Constitution.

20. **WINDING UP OF ASSOCIATION**

The affairs of Canterbury 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 Canterbury Hockey. If upon the winding up or dissolution of Canterbury 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 Affiliated Members, but shall be given or transferred to some other organisation or body having objects similar to the Objects of Canterbury Hockey, or to some other charitable organisation or purpose, within New Zealand.