



Constitution
of the
Counties Manukau Hockey Association Incorporated
Index

	Clause
Name	1
Interpretation	2
Registered Office	3
Colours	4
Objects and Powers	5
Membership	6
Life members	7
Affiliations	8
Board	9
Term of Office of President and elected Board Members	10
Duties of President	11
Powers and Duties of the Board	12
Powers and Duties of Chief Executive Officer	13
Cases of Emergency	14
Finance	15
Meetings	16
Voting	17
Alteration of Constitution	18
Standing Orders, Bylaws and Decisions Binding	19
Indemnity	20
Discipline	21
Common Seal	22
Dissolution	23

The Constitution of the
COUNTIES MANUKAU HOCKEY ASSOCIATION INCORPORATED

1. NAME.

The name of the Association shall be Counties Manukau Hockey Association Incorporated

2. INTERPRETATION.

"Affiliated Body" means any club or other body granted affiliation to the Association in accordance with the rules of the Association.

Board Member means those persons elected pursuant to paragraph 9(b) and those persons appointed pursuant to 9(c), 10(e) and 10(f) and includes the President.

"CMHA" or "Association" means the Counties Manukau Hockey Association Incorporated.

"The Board" means the Board of Management of CMHA established under paragraphherein.

"Chief Executive Officer" (CEO) means such a person appointed by the Board to manage all aspects of the Association's activities.

"General Meeting" means the Annual General Meeting or a Special General Meeting convened in accordance with paragraph 17.

"Secretariat" means such person or persons appointed by the CEO or Board to perform the secretarial or management functions of the association.

3. REGISTERED OFFICE

The registered office shall be at such a place that the Board from time-to-time shall decide.

4. COLOURS

The colours of the association shall be red, white and black.

5. OBJECTS AND POWERS

The objects and powers of the Association are

- a) To control, develop, encourage, foster and regulate all aspects of the game of hockey throughout the Association's jurisdiction for all persons and to contribute to the advancement of the game throughout New Zealand.
- b) To provide and manage playing and other facilities for hockey.
- c) To raise, borrow, invest and manage the monies and assets of the Association as best determined by the Board
- d) To employ and dismiss such professional or other services as may be expedient or necessary for the carry out or execution of any of the objects of the Association.
- e) To purchase, take upon lease, hire or otherwise acquire and hold, real and personal property, rights and privileges which the Association may think necessary or convenient to the attainment of these objects.
- f) To always administer and implement the affairs of the Association in furtherance of the objects listed above.
- g) For the furtherance of such objects the Association shall have all the powers of a natural person.

6. **MEMBERSHIP**

The membership of the Association shall consist of the Board Members, each Affiliated Body, Life members and all the financial members of each Affiliated Body.

7. **LIFE MEMBERSHIP**

Any past or present member of the Association may be elected a life member of the Association. Life membership shall be rewarded only for long and outstanding service to the Association or to the game of hockey and not for any monetary consideration. A nominee must be proposed by an Affiliated Body, and be elected at a General Meeting of the Association by a minimum of 75% of the votes cast. Life members shall be entitled to all the privileges of membership of the Association, but shall not be liable to pay an annual subscription nor be entitled to vote. The Association shall provide each life member with a badge.

8. **AFFILIATIONS**

- a) The Association shall be affiliated to Hockey New Zealand and shall adopt the rules of Hockey as approved from time-to-time by that body.
- b) Each Affiliated Body shall pay an annual affiliation fee to the Association of an amount and at such a date as determined by the Board
- c) Any new body desiring affiliation to the Association must apply in writing to the Board. Such body shall submit to the Board the name of its secretary, a copy of its rules, the number of members and its proposed colours. The exclusive right to play in such colours shall be decided by priority of registration and the absence of similarity of other Body's colours. Once registered, no alteration to the uniform shall be made without prior approval of the Board. Every affiliated Body shall abide by the rules of Hockey as approved by Hockey New Zealand.
- d) No affiliated Body shall be allowed to play a team under the control of the Association in a competition which is not under the control of the Association without the prior written approval of the Board.
- e) No affiliated Body shall be permitted to take gate money for any activity in which it is engaged without the prior written approval of the Board.
- f) Every Affiliated Body shall be furnished upon request with a copy of the constitution, standing orders and the Bylaws of the Association. The Association may comply with any such request by providing an electronic copy of such documentation.
- g) Each Affiliated Body and all financial members of each Affiliated Body shall be deemed to know all the contents of the constitution, standing orders and the bylaws of the Association and shall be bound by it and accept and enforce the Association's decisions.

9. **BOARD**

- (a) The Board of the Association shall consist of-
 - (i) The President
 - (ii) Up to six Board Members.
- (b) The President and four Board members shall be elected at a General Meeting.
- (c) Two members may be appointed by the Board on such terms and conditions at the discretion of the Board.
- (d) Board members shall be persons who have the management skills, experience and professional judgement necessary for the prudent governance of the association's affairs and the achievement of it's objectives.
- (e) Candidates for the President and those Board members for election shall be nominated in writing by any affiliated Body which nomination shall be received by the secretariat not later than 14

days prior to the General Meeting.

- (f) In the event of insufficient or no nominations being received for any such position then nominations may be called for at the General Meeting. If no such nominations are made then that failure shall not annul the election but any such variances can be filled by appointment by the Board under paragraph 10(e) or 10(f).

10. **Term of Office of President and elected Board Members.**

- (a) The President and the elected Board Members shall hold office for a term of two years until the close of the second AGM after the date of their election and, subject to the provisions of this rule, shall be eligible for re-election on the expiry of that date.
- (b) The President and other elected Board Members shall be entitled to serve for a continuous term of not more than six consecutive years and shall then stand down before seeking re-election.
- (c) Notwithstanding the provisions of paragraph 12(a) herein, at the first Annual General Meeting following the adoption of this constitution the two highest polling candidates for the position of Board Member shall be elected for a term of two years and the next two highest polling candidates shall be elected for a term of one year.

Vacancy

- (d) If the position of President or any Board Member becomes vacant if the President or that Board Member –
 - I Resigns in writing; or
 - II Become bankrupt; or
 - III Is convicted of any offence punishable by imprisonment for a term of two years or more; or
 - IV Is convicted of any offence punishable by imprisonment for a term of less than two years and is sentenced to imprisonment for an offence; or
 - V Becomes the subject of a reception order within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992
 - VI Resigns his or her office by notice in the writing to the Association; or
 - VII Is absent from three consecutive meetings of the Board; or
 - VIII Is dismissed as a result of not acting in the best interests of the Board as per the protocol for Board Member; or
 - IX Dies; or
 - X Is a person who is prohibited from being a Director or Promoter of or being concerned or taking part in the management of a company under section 382,383, or 385 of the Companies Act 1993.
- (e) If the position of President become vacant pursuant to this rule, then the Board may appoint an eligible person to fill that vacancy and the person so appointed shall serve the remainder of the term which the retiring member was elected.

11. **DUTIES OF PRESIDENT**

The President shall-

- (a) Act as a Chairperson at all Annual General Meetings of the Association and shall Chair all meetings of the Board; and
- (b) Be responsible for all the functions, responsibilities and duties of the Board; and at all times

carry out the functions and duties normally pertaining to that office.

12. **POWERS AND DUTIES OF THE BOARD**

The powers and duties of the Board shall be to –

- (a) Govern and manage through the CEO the affairs of the Association in accordance with the aims, objectives, and rules and for this purpose the Board will have all the powers of a natural person; and
- (b) Establish policies of the Association for implementation by the CEO; and
- (c) Delegate management responsibilities and duties to the CEO, including management and control of finances of the Association, on such terms and conditions as the Board deems necessary; and employ, supervise, suspend or remove a CEO and determine the salary for the position; and
- (d) Delegate to the CEO the power to employ, supervise, suspend and remove other paid staff on such terms as the Board decides; and
- (e) Admit bodies to the Association for Affiliation.
- (f) Suspend or expel or otherwise discipline any Affiliated Body or any member of such Affiliated Body or of the Association; and
- (g) Constitute a Court of Appeal; and
- (h) In addition to the powers and authorities expressly conferred by the Constitution, the Board shall exercise all such powers and do all such acts and things as may be exercised and done by the Association except those things that must be exercised or done by the Association only in a General Meeting.

13. **POWERS AND DUTIES OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer shall be responsible to the Board. The powers and the duties of the CEO shall be determined from time-to-time by the Board at its discretion.

14. **CASES OF EMERGENCY**

Matters requiring urgent attention shall be decided by an Emergency Committee comprising of the President and two other Board Members. Any decisions made shall be ratified by the Board at its next meeting.

15. **FINANCE**

- (a) The Financial year of the Association shall end on the **31st December** in each year.
- (b) All monies received by the Association shall be paid to the credit bank account opened in the name of the Association at a registered bank chosen by the Board. All accounts shall be paid after being passed for payment by the CEO or, if there is a vacancy in the office of CEO, by the President . Signatories to the bank account shall be any two of the CEO, President or such others appointed by the Board.
- (c) The Board, through the CEO, shall ensure proper books of account of the Association be kept. Any surplus funds of the Association may be placed on interest bearing deposit in the name of the Association and with any registered bank or like institution as decided by the Board.
- (d) The Board shall set any fees and shall have the power to levy on each affiliated Body such annual sum towards the funds of the Association as it sees fit; and towards payment of any levies imposed upon the Association from time-to-time by Hockey New Zealand in accordance with the rules of that Body.
- (e) Fees and levies shall be payable by the dates as decided by the Board and advised to members.

- (f) The Association may borrow money only in accordance with a resolution of the Board if the amount to be borrowed is \$100,000.00 or less or otherwise in accordance with a resolution of the Association at General Meeting.
- (g) The Association shall reimburse any authorised expenditure incurred and shall permit reasonable remuneration for services rendered but shall prohibit private pecuniary gain while operating.

16. **MEETINGS**

Board Meetings

- (a) The Board shall meet at least 10 times annually. The quorum shall be a majority of Board members.

Annual General Meeting

- (b) The Annual General Meeting of the Association shall be held during the **month of March** each year on a date, and at time and venue to be determined by the Board.
- (c) The business of the Annual General Meeting shall include -
 - (i) Confirmation of the minutes of the last AGM
 - (ii) Presentation of the Annual Report on the affairs of the Association; and
 - (iii) Presentation of the Financial Statements of the Association for the year ended **31st December**
 - (iv) Election of Board Members.
 - (v) Confirmation of the CEO as the Secretary of the Association for the purpose of the Liquor License Regulations
 - (vi) Any amendments to the Constitution
 - (vii) Consideration of motions, those which have been lodged in accordance with the Constitution.
 - (viii) Items of General Business duly notified in accordance with paragraph 16(e).
- (d) Written notice of the date, time and venue of the Annual General Meeting shall be sent to the last known physical or email address of each Affiliated Body and to all Life Members and the President and shall be posted on the Association website at least 21 days before the date of the Annual General Meeting.
- (e) Notice of motion (remits) and any items of General Business and nominations for the election of Board Members (paragraph 9(e)) must be received by the Secretariat at least 14 days before the date of the Annual General Meeting.
- (f) The Agenda shall set out all the business to be conducted, including all remits, and a copy of the Annual Report and Financial Statements to be submitted to the meeting, and shall be sent to the last known physical or email address of each Affiliated Body and to all Life Members and the President and shall be posted on the Association website no later than seven days before the date of the Meeting.
- (g) The quorum at the Annual General Meeting shall consist of representatives of 75% of the total number of eligible votes able to be cast at the meeting.
- (h) The accidental omission to give notice of meeting to, or the non-receipt of a notice of any affiliated body or member entitled to receive notice, shall not invalidate the proceedings of any General Meeting.

Special General Meetings

- (i) The Board may, at any time, call a Special General Meeting.
- (ii) At the written request of two Affiliated Bodies, the Secretariat shall call a Special General Meeting of the Association.
- (k) The preceding provisions for convening and holding an Annual General Meeting shall apply to Special General Meetings except that –
 - (i) The various time periods and limits provided shall be shortened, but not dispensed with, as the Board think necessary in order that the business be best and most fairly dealt with, but with consideration for any special need for urgency.
 - (ii) The only business able to be considered at the Special General Meeting shall be that for which the meeting was requested, being that notified to Members in the notice of meeting prior to the meeting.

Right of Attendance at Meetings

- (i) Each meeting of the Board shall be open to all Members of the Association to attend, provided that the Board may resolve to exclude non-Board Members from any part of the meeting.

17. VOTING

Board Meetings

- (i) Each Board Member shall be entitled to one vote. The President shall have a deliberative as well as casting vote.
- (j) At all meetings of the Board the vote of the majority shall rule.
- (k) Voting on any question shall be by ballot if desired by any member present and entitled to vote.

General Meetings

- (l) The President shall have a deliberative as well as casting vote.
- (m) Each Affiliated Body and the Umpires Association shall be entitled to appoint voting delegates to each General Meeting as follows –
 - i. Each Affiliated Body with one playing team shall be entitled to 2 voting delegates plus a further voting delegate for each additional team up to a maximum of five voting delegates.
 - ii. The Umpires Association one voting delegate.
 - iii. One voting delegate may exercise the total number of votes to which his or her Affiliated Body or Umpires Association is entitled to exercise. The Secretariat must be notified of the names of the voting delegates prior to the commencement of the General Meeting, such notification to be in writing signed by the Secretary of the Affiliated Body.
- (n) If any irregularity due to innocent oversight, error or omission shall occur in the convening or holding of any meeting of the Association, or in any election or other proceeding at or ancillary to any such meeting the following provisions shall apply –
- (o) If the irregularity is not brought to the attention of the Chairperson during the meeting then the meeting shall be the same force and validity as if the irregularity had not occurred.
- (p) If the irregularity is brought to the attention of the Chairperson during the meeting then the meeting shall decide upon the effect of the irregularity and the suitable cause of action in respect of it. Any such decision shall be valid, binding and final.

18 **ALTERATION OF CONSTITUTION**

- (a) The Constitution of the Association may not be altered, added to or rescinded except by a vote of 75% of the total number of eligible votes cast at a General Meeting.
- (b) No General Meeting shall consider any motion to alter or to rescind these rules unless written notice of the motion from an Affiliated Body has been given to the Secretariat at least 14 days before the date of the meeting and that motion has been included in the agenda of business to be conducted at the meeting posted by the Secretariat of the Association in accordance with paragraph 16(a), (i) or (j).
- (c) No amendment to the Constitution can alter the dissolution clause or clause 15(g) relating to the prohibition of pecuniary gain or can result in any infringement of the rules of Hockey New Zealand.

19 **STANDING ORDERS, BYLAWS AND DECISIONS BINDING**

- (a) The Association shall comply with all rules lawfully made by or on behalf of Hockey New Zealand.
- (b) All standing orders or Bylaws of the Association, decisions of the Board or CEO or any resolution passed at any General Meeting shall be binding on all Affiliated Bodies and Members.

20 **INDEMNITY**

All Board Members and employees and servants of the Association shall be indemnified by the Association against all losses and expenses incurred in or about the discharge of their duties, except such as happens to be by their own wilful act, neglect or default. No such Board Member, employee or servant shall be responsible for any act, neglect or default of any other Board Member, employee or servant or for loss caused by the insufficiency of value of, or title to, any property or security required or taken on behalf of the Association, or by bankruptcy or any tortuous act of any other person, or by anything done in execution of his or her duties or his or her office or in relation thereto, or otherwise than his or her own wilful act, neglect or default.

21 **DISCIPLINE**

- (a) In the case of any misconduct or infringement by any Affiliated Body or any member of any Affiliated Body of the Constitution or any standing orders or bylaws of the Association, or any of the rules of Hockey or any Code of Conduct approved by the Board, then the Judicial Committee may discipline such Affiliated Body or Member at its discretion including –
 - (i) Final warning
 - (ii) Censure
 - (iii) Fine
 - (iv) Reparation
 - (v) Require the undertaking of a period of voluntary work
 - (vi) Suspension
 - (vii) Expulsion
 - (viii) Any such other penalty at the discretion of the Judicial committee.
- (b) The Judicial Committee shall be comprised of such persons that the Board appoints from time to time.
- (c) Any inquiry under this rule will be before a Judicial Committee comprising not less than 3 appointed members.
- (d) Any decision of the Judicial Committee shall be advised to the Board within 24 hours of the decision being made.

- (e) Any Affiliated Body or member wishing to appeal any decision of the Judicial Committee where no other right of appeal is provided under any order, bylaw or Code of Conduct of the Association, shall have the right of Appeal to the Board to be made in writing to the Secretariat within 48 hours of the decision being made together with a fee of \$50.00.

22. **COMMON SEAL.**

- (a) The Association shall have a common seal which shall be held by the Secretariat. The common seal shall be affixed to a document only in accordance with a resolution of the Board and in the presence of any two of the President or Bard Members.
- (b) The Secretariat shall maintain a register recording any details of each occasion on which the common seal has been affixed to a document.

23. **DISSOLUTION**

The affairs of the Association may be wound up on a resolution of 75% of the total number of eligible votes recorded at a Special General Meeting called for that purpose provided that a second Special General Meeting is held at least 30 days after the first meeting to pass a resolution by simple majority confirming the earlier decision to wind up the Association. Upon winding up the Association or facilities shall revert to the Local Authority for continued use by the community. All surplus assets remaining after payment of all costs, debts, and all liabilities shall be paid to Hockey New Zealand to be held in trust pending the reforming of the Association . After a period of 10years, Hockey New Zealand may use the funds at its discretion.

The undersigned three members of the Counties Manukau Hockey Association Incorporated confirm that these are the rules of the Counties Manukau Hockey Association Incorporated approved at a Special General Meeting of the Association held on 24th April 2015

CONSTITUTION

Name.....Position.....

Signed.....Dated.....

Name.....Position.....

Signed.....Dated.....

Name.....Position.....

Signed.....Dated.....