

CONSTITUTION

OF

**Twizel Sports Development Board
'Sport Twizel'**



2016

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1. NAME

- 1.1. The name of this incorporated society is Twizel Sports Development Board (ST)
- 1.2. Brand name for promotional and marketing purposes will be 'Sport Twizel'

2. OFFICE

The registered office of ST shall be at such place as the Board of ST may determine. Due notice of any change in place of the registered office shall be given to the Registrar of Incorporated Societies, and to all members of GCS.

3. OBJECTS

ST is established for the following objects:

- (a) To promote the development and organisation of sport in Twizel.
- (b) To over see the redevelopment of sporting, recreational, family and community facilities in and around Twizel, South Canterbury;
- (c) to seek out and obtain funding and other resources and apply such funding and resources for the benefit of Members and the wider community;
- (d) to conserve, advance, promote and protect the interests of Members;
- (e) to assist in the development and promotion of its Members' activities, including, but not limited to:
 - (i) the provision of community, sport and recreational activities to all members of the community.
 - (ii) the ongoing development and improvement of facilities for its Members' activities; and
- (f) to do all such things and undertake such activities as may be necessary, incidental, or conducive to the advancement of these objects.

4. POWERS

ST, in addition to any statutory powers, will have the powers of a natural person to do all things necessary or desirable for the attainment or advancement of any one or more of its objects including, without limitation, the power to:

- 4.1. To establish a Board together with such committees or other groups as the Board shall determine to ensure the advancement and attainment of any of the objects of ST and to delegate its powers and functions to such groups.
- 4.2. raise and receive funds by way of subscriptions, levies, fees, grants, donations, sponsorship, legacies and bequests, gifts, or otherwise;
- 4.3. use such funds to pay the costs and expenses of advancing ST's objects, and for that purpose employ such people as may be necessary;
- 4.4. purchase, lease, hire or otherwise acquire, and exchange, sell, lease or otherwise dispose of, real or personal property, rights or privileges;
- 4.5. negotiate and execute joint venture agreements and other contracts;

- 4.6. borrow or raise money by debenture, bond, mortgage or other means with or without security;
- 4.7. invest or otherwise deal with the property of ST in accordance with the provisions of these rules;
- 4.8. establish subsidiaries, incorporate, or become a shareholder of, companies, and become a Member of any society;
- 4.9. To determine who may be members of ST;
- 4.10. commence, defend or settle any legal proceeding; and
- 4.11. do all lawful acts and things necessary, incidental or conducive to the attainment or advancement of ST's objects.

5. MEMBERS

5.1. Membership categories

The membership of ST (collectively called "members") shall consist of:

- (a) Club Members

5.2 Club Members

A Club Member of ST is any group (involved in the delivery of sport or sport related activity) who has sought and applied for membership and been admitted as a Club Member by the Board.

5.3. Board to determine applications for membership

The Board may make rules determining the procedure to be followed by any applicant for membership and shall have sole discretion, to determine whether any applicant may be admitted to membership, save that any organisation applying for Club Membership shall:

- (a) Be involved in the delivery of sport or sport related activity; and
- (b) Be involved in the support of the Objects of ST

5.4. Cessation of membership

Any Member may cease to be a Member by:

- (a) resignation, giving the Board not less than one month's notice in writing which notice will only be valid if the Member, at the time of giving such notice, has paid all monies due and owing to ST; or
- (b) failing to renew membership in accordance with any procedure for renewal as the Board may determine from time to time

5.5. Suspension of a Member

The Board may suspend, by notice in writing, the membership of any Member:

- (a) who it deems, acting reasonably, to have failed to comply with the rules as described in this document;

- (b) who it deems, acting reasonably, to have engaged in conduct unbecoming of a Member or prejudicial to the interests of ST; or
- (c) whose payment of any fees stipulated by the Board in accordance with rule 5.9 is in arrears.

Such suspension will continue in force until the Board deems, acting reasonably, that the Member is no longer in breach of this clause 5.6, or the suspension is lifted by a majority vote of Members at a general meeting.

5.6. Expulsion of a Member

A general meeting of Members may, by majority vote, expel any Member of ST.

5.7. Return of ST property

- (a) Any Member who ceases to be a Member for any reason shall immediately return to the Board any property belonging to ST which the Member may have acquired while a Member.
- (b) Any property, including intellectual property developed in conjunction with the member remains the property of ST, except in the case where a specific written agreement duly authorised by the board is in place.

5.8. Fees

The Board may set, from time to time, the fees payable by Members, or applicants for membership, and the date and manner in which such fees are payable.

5.9. Obligations of Members

It shall be the obligation of all members of ST:

- (a) to recognise and respect the rules, regulations and decisions of St;
- (b) to submit to the jurisdiction of ST and its Board; and
- (c) to promote the objects, interest and influence of ST;
- (d) must treat all information relating to the commercial arrangements entered into by ST as strictly confidential and must not disclose any information regarding ST to any third party, or use that information for any purpose other than to fulfil the objects of ST, without the prior written approval of ST, and that this obligation of confidentiality will survive the cessation of their membership of ST and continue to bind them.
- (e) to refrain, and to use reasonable endeavours to persuade others within their jurisdiction to refrain from actions that are inconsistent with the separate objects, rules, regulations and decisions of ST

6. BOARD

6.1. Governing Body

The Board is the governing body of ST.

6.2. Powers of Board

- (a) The affairs of ST shall be managed by a Board constituted under Rule 6.3 (below).
- (b) Subject to this Constitution and the Act, the Board:
 - (i) Shall control and manage the business and affairs of ST;
 - (ii) May exercise all such powers and functions as may be exercised by ST other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) Has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of ST.
 - (iv) May from time to time establish or disband any number of sub-committees ("Committees"). Such Committees shall be entitled to make recommendations to the Board on matters within their respective terms of reference but shall have no other powers except as are expressly delegated to them by the Board.

6.3. Board Composition

The Board shall consist of seven (7) board members:

- (a) Five (5) elected board members voted by members at an AGM (taking into account Rule 6.4 (a))
- (b) Two (2) appointed board members appointed via a process decided by the board (taking into account Rule 6.4 (b)) with a preference or precedence given to a Twizel Area School Representative.

6.4 Term of Office

- (a) The term of office for each elected Board Member shall be for a period of three (3) years.
- (b) The term of office of each appointed Board Member shall be for a period two (2) years.
- (c) Notwithstanding Rule 6.4 (a) and 6.4 (b) each Board Member shall be eligible for reappointment. The maximum number of years of service shall not exceed three (3) consecutive terms.

6.5. Vacancies on Board

- (a) If a casual vacancy occurs in an appointed Board member's position, they shall not be replaced until their term is up. The Board may co-opt a person onto the Board using Rule 6.5 (c) to cover this period.
- (b) If a casual vacancy occurs in an elected Board member's position, they shall be replaced at the next AGM; their replacement will serve out the period of the replaced board member.
- (c) The Board has the power to co-opt a person onto the Board to fill a casual vacancy.

6.6 Quorum for Board Meetings

Five (5) Members of the Board present at a Board Meeting shall constitute a quorum.

6.7 Officers

- (a) At the first Board Meeting following the AGM, the Board shall elect by a majority vote the following officers of ST:
 - (i) Chairperson
 - (ii) Vice Chairman
 - (iii) Treasurer
 - (iv) Secretary
- (b) These officers described in Rule 6.7 (a) duly elected shall hold this office until the end of their elected term as defined in Rule 6.4 (a) and (b).
- (c) Where necessary a duly elected officer can be removed from the office they hold by vote of the Board. A majority of 75% of the board is required to force removal as an officer.
- (d) Removal as an officer as described in Rule 6.7 (c) does not impact their position as a board member.

6.8 Removal of Board Members

- (a) An appointed Board Member can be removed from the Board if such a resolution is carried at a meeting of the Board by a majority of not less than 75% of Board Members present
- (b) An elected Board Member can be removed from the Board if such a resolution is carried at a general meeting by a majority of not less than 75% of Members present
- (c) A resolution removing a Board Member shall not be put to the vote until the Board Member in question has been given the opportunity to be heard.

6.9 Board Meetings

- (a) The Board shall meet at such place and at such times and in such manner as it shall determine.
- (b) The Chairperson shall chair Board meetings or in his or her absence any other Board Member determined by the Board.
- (c) Each Member of the Board present at a meeting of the Board is entitled to one vote and in the event of an equality of votes on any question the Chairperson may exercise a second or casting vote.
- (d) A 'Proxy Vote' must be given in writing by another ST Board member
- (e) A resolution in writing signed or assented to by facsimile, email or other form of visible or other electronic communication by all Board Members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

- (f) Subject to (6.9d) above, a meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
 - (i) Notice of the meeting is given to all Board Members in accordance with the procedures agreed from time to time by the Board.
 - (ii) All Board Members participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or video conferencing facility or by any other form of communication.
- (g) If any failure in communication prevents Rule 6.9 (e) (ii) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Rule 6.9 (e) (ii) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall deem to have been terminated or adjourned.
- (h) Any meeting held where one or more Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

7. ANNUAL GENERAL MEETINGS

Reference in these rules to general meetings includes both special general meetings and annual general meetings.

7.1. Notice to be Given

The Board shall cause at least 21 clear days notice of a General Meeting to be given to each Member in writing, which notice shall state the place, date, time and nature of the proposed business to be transacted at the meeting.

7.2. Business of Meeting

() No
 business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(a) A
 Club Member desiring to bring any business before a meeting shall give at least 28 days notice in writing of that business to the Board which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

7.3 Quorum

The quorum for an annual general meeting shall be a majority of 70% of Club Members entitled to vote. No business may be transacted at an annual general meeting unless a quorum is present. If a quorum is not present at the time for commencement of a meeting then:

- (a) if the meeting was convened at the request of Club Members, the meeting is automatically dissolved; or
- (b) in any other case, the meeting is automatically adjourned to the same time and day in the following week and shall be held in the same place unless this is not reasonably possible in which case the Board will specify another place by notice to the Club Members to be issued not less than two (2) days before the date of the adjourned meeting.

7.4 Absence of quorum

If a quorum is not present at the time of commencement of an adjourned meeting the meeting is automatically dissolved.

7.5 Chairperson

The chairperson must preside as chairperson at each general meeting of ST. If the chairperson is absent, the vice chairperson will preside as chairman. If both are absent the Club Members present must elect one of their number to preside as chairperson at that meeting.

7.6 Annual general meeting

ST must convene an annual general meeting of its Club Members no later than 31st August of each calendar year.

7.7 Business of the annual general meeting

The ordinary business of each annual general meeting shall be to:

- (a) confirm the minutes of the last annual general meeting and any other meeting of Club Members held since that meeting;
- (b) receive from the Board reports on the transactions of ST during the last financial year and since the last meeting of Club Members;
- (c) elect Board Members of ST;
- (d) transact any special business of which notice is given in accordance with these rules; and
- (e) appoint an honorary auditor.

7.8 Special general meetings

Any general meeting of Club Members except the annual general meeting is a special general meeting. The Board may convene a special general meeting whenever it thinks fit.

7.9 Special general meetings at request of Members

The Board must convene a special general meeting if at least 75% of the Club Members request the Board to do so in writing. Such request must state the purpose of the special general meeting and be signed by the Club Members making the request.

7.10 Adjournment of meetings

The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the agreement of at least 50% of the votes at that meeting. If a meeting is adjourned for 14 days or more,

notice of the adjourned meeting must be given as in the case of the original meeting. No business may be transacted at the meeting when it is reconvened except business left unfinished at the original meeting.

7.11. Votes

- (a) A Club Member is entitled to one (1) vote on any question that is to be decided at a general meeting.
- (b) Votes must be given personally by the Club Member's appointed delegate. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a casting vote.
- (c) A Club Member is not entitled to vote at any General Meeting unless all monies due and payable to ST have been paid.

7.12. Voting by show of hands

A question that is to be decided at a general meeting of ST is to be decided on a show of hands. Unless a poll is demanded in accordance with these rules, a declaration by the chairperson that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, plus an entry to that effect in the minute book of ST, is evidence of that fact, without proof of the number or proportion of the votes recorded for and against that resolution.

7.13. Demanding of poll

If at least three Members entitled to vote at a general meeting demand a poll on a question that is to be decided at the meeting, the chairperson must comply with that demand. The demand may be made before a show of hands or immediately after the chairperson's declaration on a show of hands. In the latter case, the poll overrides the show.

7.14. Timing of poll

A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately. Any other poll must be taken before the close of the meeting.

7.15. Postal Voting

- (a) Postal voting (including but not limited to voting by land mail, email, facsimile transmission or any other form of visible or electronic transmission) may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board.
- (b) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

8. FINANCIAL MATTERS

8.1. Financial Year

The financial year of ST shall commence on 1st July and end on 30th June in the following year, and may be altered from time to time by the Board.

8.2. Financial Accounts

- (a) The Board shall cause proper books of account to be kept of income and expenditure and of all dealings with the assets and liabilities of ST.
- (b) The Board shall prepare and present to the Annual General Meeting each year an reviewed set of financial accounts by an Honorary Auditor for the most recent financial year prepared in accordance with current best practice.

8.3. Annual Report

The Board shall prepare an annual report for presentation to the Annual General Meeting which contains:

- (a) The reviewed annual financial statements as required under the Act; and
- (b) An annual report as to the year's activities (collectively known as the Annual Report);
- (c) The accounts of ST shall be reviewed by an Honorary Auditor appointed at the annual general meeting and who shall not hold any other office on the Board.

8.4 Treasurer to register financial statements

The treasurer will send the annual financial statements and a certificate in the required form signed by the treasurer certifying that the annual financial statements have been approved, to the Registrar of Incorporated Societies.

9. APPLICATION OF INCOME

9.1. The income assets and property of ST shall be applied solely towards the promotion of the objects of ST.

9.2. Save as is provided in this Constitution:

- (a) No portion of the income, property or assets of ST shall be paid or transferred directly or otherwise to any Club Member or Board Member of ST.
- (b) No remuneration or other benefit in money or monies shall be paid or given by ST to any Club Member or Board Member of ST.
- (c) Nothing in Rule 9.2 (a) or 9.2 (b) shall prevent payment in good faith of or to any Club Member or Board Member for;
 - I. Any services actually rendered to ST whether as an employee or otherwise.
 - II. Goods supplied to ST in the ordinary and usual course of business and of operation.

- III. Interest on money borrowed from any Member or Board Member of ST
- IV. Rent for premises demised or let by any Member or Board Member of ST to ST.
- V. Any out of pocket expenses incurred by the Member or Board Member on behalf of ST for any other reason.

Provided any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

10. COMMON SEAL

- 10.1.** ST shall have a common seal.
- 10.2.** The Board shall determine when and by whom the common seal is to be used and shall make provision for its safe custody in accordance with the Act
- 10.3.** The Secretary shall be responsible for the custody thereof.

11. INDEMNITY

- 11.1.** ST shall indemnify its Board Members, officers, and employees against all damages and costs (including legal costs) for which any such Board Member, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct;
 - (a) In the case of a Board Member or officer of ST, performed or made whilst acting on behalf of and with the authority (express or implied) of the Board; and
 - (b) In the case of an employee, performed or undertaken in the course of, and within the scope of, their employment by ST.

12. INSURANCE

ST may take out Officers liability Insurance cover for its Board Members with such insurance company and on such terms and conditions as the Board shall decide.

13. LIQUIDATION

- 13.1.** ST may at any time be put into liquidation if:
 - (a) 75% of those entitled to vote at an Annual General Meeting or Special General Meeting, pass a resolution appointing a liquidator; and
 - (b) Such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held no earlier than 30 days and no later than 60 days after the date on which the resolution was passed.
- 13.2.** Upon the appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of ST.
- 13.3.** If ST is liquidated or otherwise dissolved, the surplus assets, after payment of all costs, debts, and liabilities and the debts and expenses of winding up, will be disposed of in accordance with the terms of a resolution passed at a special general meeting called for that purpose; provided that such surplus assets or funds be vested either in a

substitute or successor organisation of ST or distributed, gifted or transferred to the Club Members (as defined by Rule 5.2).

- 13.4.** The organisation or organisations in Rule 13.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or a greater extent as is imposed on ST under this Constitution and shall not be carried on for profit and shall have an approved tax exemption.

14. ALTERATION TO THE RULES

- 14.1.** Notice of any alteration or addition to the Constitution may be proposed by the Board or any voting member of ST and shall be given to the Board Chair in writing at least 90 days before any General Meeting at which the same is to be put forward. Full particulars of all such alterations or additions shall be sent to Club Members with the notice convening the meeting.
- 14.2.** Subject to Rule 14.3, this Constitution may only be amended, added to or repealed by resolution of 75% of Club Members eligible to vote at an Annual or Special General Meeting.
- 14.3.** No alteration to Rule 9.1, Rule 13.3 or Rule 13.4 shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included in and applied into any Constitution replacing this Constitution.
- 14.4.** Any such rule change shall not detract from the objectives of ST.

15. REGULATIONS, BYLAWS AND POLICIES

The Board may make regulations and/or bylaws and policies and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations, bylaws and policies shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such regulations, bylaws and policies shall be published to the Members from time to time or made available to Members on request.

16. DISPUTES AND MATTERS NOT PROVIDED FOR

- 16.1.** If any dispute arises out of the interpretation of this Constitution or any Rules, resolutions, or policies implements pursuant to this Constitution, or any matter arising which is not provided for in this Constitution, then such dispute or matters shall be referred in writing to the Board, whose decision shall be final and binding.
- 16.2.** If the dispute or matter in Rule 16.1 above is between the Board and a Member, or between one or more Board Members (“the parties”) the dispute or matter shall be resolved as follows:
- (a) By the parties acting in good faith to seek an agreement; or failing such agreement
 - (b) By a party or parties appointing an independent third person to mediate between them; or failing such agreement at mediation
 - (c) By referring the dispute or matter to the Sports Disputes Tribunal of New Zealand in accordance with the Rules of that Tribunal and/or as directed by that Tribunal.

17. DEFINITIONS

In this Constitution, unless a contrary intention appears:

- (a) "Club Member" means a Member Club under Rule 5.2 which supports the Objects of ST and which may apply for and satisfy all criteria for eligibility for membership as may be specified by the Board.
- (b) "Board" means the controlling body of ST established under Rule 6
- (c) "Board Member" means a member of the Board as established under Rule 6.3.
- (d) "Officer" means a Board Member appointed by the Board under Rule 6.7.
- (e) "General Meeting" means a meeting of Members convened in accordance with Rule 7.
- (f) "Member" means a Member of ST for the time being as defined under Rule 5.1.
- (g) "Regulations" means any regulations made by the Board under Rule 15.
- (h) "Rules" means the Rules of ST as set out in this Constitution.
- (i) "Seal" means the common seal of ST and includes any official seal of ST.
- (j) "Resolution" means a resolution passed in a General Meeting in accordance with this Constitution.
- (k) "Objects" means the objects of ST set out in Rule 3.
- (l) "Sports Disputes Tribunal of New Zealand" means the Tribunal established under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.
- (m) "Act" means the Incorporated Societies Act 1908.

18. INTERPRETATION

In this Constitution unless the context requires otherwise:

- (a) Plural and Singular - words in the singular include plural and visa versa.
- (b) Persons - references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, trusts, associations and other entities.
- (c) Statutes - references to any statutes include statutes which amend or replace them.

19. TRANSITIONAL PROVISIONS

To allow for continuity between the creation of ST and the first AGM of ST in 2017, the following provisions are in place:

- 19.1.** Two (2) members of the working party (one of which is the chairperson) will be selected by the working party to be members of the inaugural board of ST. Other members of the working party will be eligible for election or appointment to the board under Rules 19.2 or 19.3.
- 19.2.** A special general meeting will be held to elect the remaining three (3) elected vacancies.
- 19.3.** Rule 6.3 (b) can then be enacted by the elected board members to decide the two (2) appointed board members
- 19.4.** The two (2) working party representatives elected under Rule 19.1 above shall retire at the 2017 AGM. They shall be eligible for re-election at the 2017 AGM. The term they have served up until the 2017 AGM shall not count towards the maximum of three consecutive terms as outlined in Rule 6.4 (c).
- 19.5.** In order to ensure rotation of board members, two (2) board members elected under Rule 19.2 shall retire at the 2018 AGM; the remaining board member elected under Rule 19.2 shall retire at the 2019 AGM.
- 19.6.** In order to ensure rotation of board members, one (1) board member appointed under Rule 19.3 shall retire at the 2017 AGM; the remaining board member appointed under Rule 19.3 shall retire at the 2018 AGM.
- 19.7.** The selection of board members to retire under Rules 19.5 and 19.6 shall be conducted by ballot.