

CONSTITUTION

OF

Petone Sportsville Final – April 2011



Version control

Draft	Comments	Date
FINAL	Signed by club delegates	April 2011
Amended	Post first Special General Meeting	9 August 2011
Amended	Post third Special General Meeting	19 June 2012

1. NAME

The name of this incorporated society is Petone Sportsville

2. OFFICE

The registered office of PETONE SPORTSVILLE shall be at such place as the Board of PETONE SPORTSVILLE 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 PETONE SPORTSVILLE.

3. OBJECTS

The objects of the society are to provide sport and recreation opportunities to cater for all ages to promote public health within the Petone community by:

1. Creating a range of sporting opportunities both participation and ancillary support roles for all age cohorts, life phases and ability levels.
2. Doing all such things to assist in the development and promotion of Members' charitable activities as may be necessary, incidental, or conducive to the advancement of these objects including:
 - 2.1 Delivering sport opportunities that are sustainable; based on sound marketing and business best practice following prudent financial management principles.
 - 2.2 Promoting excellence in governance practices and processes that encourage good leadership, and appropriate decision-making at all levels.
 - 2.3 Seeking to share knowledge and resources and collaborate on sport management and sport programme delivery.
3. Securing long-term funding and other revenue streams through a process of sound planning and applying that funding to the aims of the society.
4. To work with all member clubs and stakeholder organisations to create high quality well utilised sport facilities and infrastructure as may be necessary or incidental to the advancement of these objectives.
5. To conserve, advance, promote and protect the charitable interests of Members.

4. POWERS

The Society, 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. raise and receive funds by way of subscriptions, fees, grants, donations, sponsorship, legacies and bequests, gifts, or otherwise accepting that any amount payable on being admitted to membership of the Society, and the

date by manner in which payment is due shall be set from time to time by resolution of General Meeting (as that term is defined in rule 7.0).

- 4.2. use such funds to pay the costs and expenses of advancing the Society's objects.
- 4.3. purchase, lease, hire or otherwise acquire, and exchange, sell, lease or otherwise dispose of, real or personal property, rights or privileges.
- 4.4. negotiate and execute joint venture agreements and other contracts.
- 4.5. borrow or raise money by debenture, bond, mortgage or other means with or without security.
- 4.6. invest or otherwise deal with the property of the Society in accordance with the provisions of these rules.
- 4.7. establish subsidiaries, incorporate, or become a shareholder of, companies, and become a Member of any Society.
- 4.8. to determine who may be members of Petone Sportsville.
- 4.9. commence, defend or settle any legal proceeding.
- 4.10. employ staff and sub-contract work as may be required; and
- 4.11. do all lawful acts and things necessary, incidental or conducive to the attainment or advancement of the Society's objects.

5. MEMBERS

- 5.1 Member of PETONE SPORTSVILLE shall be any Incorporated Society or Charitable Trust and/or a club which is affiliated to their national or regional body and who has sought and applied for membership and admitted as a Member by the Board.
- 5.2 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 Membership shall:
 - a) Be a society incorporated under the Incorporated Societies Act 1908; and/or a charitable trust incorporated under the Charitable Trust Act 1957; or
 - b) Be affiliated to their national or regional body; and shall

- c) Be involved in the delivery of sport or sport and recreation related activity; and
- d) Be involved in the support of the Objects of Petone Sportville; and shall
- e) Be established and maintained for exclusively charitable purposes.

5.3 Cessation of membership: Any Member may cease to be a Member by:

- a) resignation, giving the Board not less than three months 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 the Society; or
- b) failing to renew membership in accordance with any procedure for renewal as the Board may determine from time to time.

5.4 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 these rules.
- b) who it deems, acting reasonably, to have engaged in conduct unbecoming of a Member or prejudicial to the interests of the Society; or
- c) whose payment of any fees stipulated by the Board in accordance with rule 5.7 is in arrears.

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

5.5 Expulsion of a Member: A general meeting of Members may, by majority (minimum 75%) vote of the total membership, expel any Member of the Society.

5.6 Return of Society Property: Any Member who ceases to be a Member for any reason shall immediately return to the Board any property belonging to the Society which the Member may have acquired while a Member.

5.7 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.

5.8 Obligations of Members: Members acknowledge and agree that they:

- (a) are bound by these rules, and any regulations, decisions, or further rules issued by the Board.
- (b) submit to the jurisdiction of the Society and its Board; and

- (c) must treat all information relating to the commercial arrangements entered into by the Society as strictly confidential and must not disclose any information regarding the Society to any third party, or use that information for any purpose other than to fulfil the objects of the Society, without the prior written approval of the Society, and that this obligation of confidentiality will survive the cessation of their membership of the Society and continue to bind them.

5.9 Members of PETONE SPORTSVILLE Members are listed in clause 19.

6. BOARD

6.1. The Board is the governing body of PETONE SPORTSVILLE.

6.2. Powers of Board:

- (a) The affairs of PETONE SPORTSVILLE 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 PETONE SPORTSVILLE.
 - (ii) May exercise all such powers and functions as may be exercised by PETONE SPORTSVILLE 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 PETONE SPORTSVILLE.

6.3. Board Composition:

- (a) The Board shall consist of seven (7) board members:
 1. Two (2) elected Board members voted by members at an AGM.
 2. Five (5) appointed Board members appointed via a process decided by the Board.
- (b) All employees or wholly engaged contractors are excluded from being members of the Board.
- (c) Board members may supply contestable professional services to the Board.

6.4 Term of Office:

- (a) The term of office for each elected Board Member shall be for a period of two (2) years.
- (b) The term of office of each appointed Board Member shall be for a period two (2) years.
- (c) Notwithstanding Rules 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 four (4) consecutive terms.
- (d) For the inaugural board three (3) appointed board members will be appointed for a three year term and two (2) appointed board members will be appointed for a two year term. To be determined by the appointment committee.

6.5. Vacancies on Board:

- (i) An appointed Board member, who resigns prematurely or passes away whilst in office, shall be able to be replaced by a process of re-advertising and selection for the balance of the term of the replaced Board member.
- (ii) Any appointed Board member appointed using the process in Rule 6.5 (i) shall be eligible for reappointment as defined in Rule 6.4(c).
- (iii) An elected Board member who resigns prematurely shall be replaced at a SGM or if within 3 months of AGM by holding the vacancy and replacing them at the AGM; their replacement will serve out the period of the replaced Board member.
- (iv) The Board has the power to co-opt a person onto the Board for a defined special project. This co-opted person will not have voting rights on the Board.

6.6 Quorum for Board Meetings:

Four (4) 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 Petone Sportsville:
 - (i) Chairperson
 - (ii) Treasurer
 - (iii) Secretary

6.8 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 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.
- (e) 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.
 - (iii) If any failure in communication prevents Rule 6.8(e)(ii) from being satisfied and such failure results in the quorum not being met or maintained the meeting shall be suspended until Rule 6.8(e)(ii) is satisfied again and if not satisfied within 15 minutes from the time of interruption the meeting shall be deemed to have been terminated or adjourned.
 - (iv) Any meeting held where one or more Board Member/s 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. 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:

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A 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 a general meeting shall be a majority of Members entitled to vote. No business may be transacted at a 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 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 Members to be issued not less than 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 the Society. If the chairperson is absent, the Board Members present must elect one of their number to preside as chairperson at that meeting.

7.6. Annual General Meeting: The Society must convene an Annual General Meeting of its Members before the end of November 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 Members held since that meeting;
 - (b) receive from the Board reports on the transactions of the Society during the last financial year and since the last meeting of Members;
 - (c) elect Board Members of the Society;
 - (d) transact any special business of which notice is given in accordance with these rules; and
 - (e) appoint an auditor.
- 7.8. **Special general meetings:** Any general meeting of 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 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 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 Member is entitled to vote at a general meeting unless it owes an amount to the Society that is overdue. A Member has one vote on any question that is to be decided at a general meeting. Votes must be given personally by the Member's appointed delegate. If votes on a question are tied, the chairperson of the meeting is entitled to exercise a casting vote.
- 7.12. **Voting by show of hands:** A question that is to be decided at a general meeting of the Society is to be decided on a show of hands. Unless a secret ballot 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 the Society, 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 secret ballot:** 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 secret ballot overrides the show.

7.14. **Timing of secret ballot:** A secret ballot 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 PETONE SPORTSVILLE shall commence on 1st July and end on 30 June in the following year, and may be altered from time to time by the Board.

8.2. Annual Report

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

- (a) The audited 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);

8.3. Annual Financial Statement

The annual financial statement in Rule 8.2(a) shall be audited by an auditor appointed by the Board who shall be a practicing chartered accountant.

8.4. Inspection of Books of Account

The books of account of PETONE SPORTSVILLE shall be kept at the office of PETONE SPORTSVILLE, or at such place as the Board may determine, and shall be open to inspection by Members at such reasonable times as agreed by the Board.

8.5. 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 PETONE SPORTSVILLE shall be applied solely towards the promotion of the objects of PETONE SPORTSVILLE.

9.2. Save as is provided in this Constitution:

(a) No portion of the income, property or assets of PETONE SPORTSVILLE shall be paid or transferred directly or otherwise to any Member or Board Member of PETONE SPORTSVILLE.

(b) No remuneration or other benefit in money or monies shall be paid or given by PETONE SPORTSVILLE to any Member or Board Member of PETONE SPORTSVILLE.

(c) Nothing in Rule 9.2(a) or 9.2(b) shall prevent payment in good faith of or to any Member or Board Member for;

(i) Any services actually rendered to PETONE SPORTSVILLE whether as an employee or otherwise.

(ii) Goods supplied to PETONE SPORTSVILLE in the ordinary and usual course of business and of operation.

(iii) Interest on money borrowed from any Member or Board Member of PETONE SPORTSVILLE.

(iv) Rent for premises demised or let by any Member or Board Member of PETONE SPORTSVILLE to PETONE SPORTSVILLE.

(v) Any out of pocket expenses incurred by the Member or Board Member on behalf of PETONE SPORTSVILLE 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. PETONE SPORTSVILLE 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.

11. INDEMNITY

- 11.1. PETONE SPORTSVILLE 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 PETONE SPORTSVILLE, 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 PETONE SPORTSVILLE.

12. INSURANCE

PETONE SPORTSVILLE 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. PETONE SPORTSVILLE may at any time be put into liquidation if:
- (a) 75% of all members at an Annual General Meeting or Special General as laid out in this Constitution, 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 PETONE SPORTSVILLE.
- 13.3. Upon liquidation of PETONE SPORTSVILLE, the surplus assets available after the payment of all liabilities shall be applied to the benefit of the PETONE SPORTSVILLE. In the instance that the PETONE SPORTSVILLE no longer seeks to exist, the surplus assets shall be applied to the benefit of any charitable body (defined as charitable under New Zealand law and have charitable purposes after 1908) which the Board determines will further the Objects of PETONE SPORTSVILLE, but in no circumstances shall the assets be paid to, or distributed among, the individual members of each member club.

14. ALTERATION TO THE RULES

- 14.1. Subject to Rule 13.1(a) this Constitution may only be amended, added to or repealed by resolution of 75% of the votes of those Members present at an Annual or Special General Meeting.
- 14.2. Notice of intention to alter this Constitution must be given by a Member to the Board no later than 21 days prior to an Annual Meeting or Special General Meeting.

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 AND INTERPRETATION

In this Constitution, unless a contrary intention appears:

- (a) “Member” means a Member under Rule 5.1 which supports the Object of PETONE SPORTSVILLE 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 PETONE SPORTSVILLE established under Rule 6
- (c) “Board Member” means a member of the Board as established under Rule 6.3
- (d) Representative Board Member means a Board Member appointed by Members under Rule 6.3
- (e) “Financial Year” means the year commencing on 1 July and concluding 30 June under Rule 8.1.
- (f) “General Meeting” means a meeting of Members convened in accordance with Rule 7.
- (g) “Member” means a Member of PETONE SPORTSVILLE for the time being under Rules 5.1, 5.2, 5.3, 5.4 and 5.5.
- (h) “Regulations” means any regulations made by the Board under the Rules.
- (i) “Rules” means the Rules of PETONE SPORTSVILLE as set out in this Constitution.

- (j) “Seal” means the common seal of PETONE SPORTSVILLE and includes any official seal of PETONE SPORTSVILLE.
- (k) “Resolution” means a resolution passed in a General Meeting in accordance with this Constitution.
- (l) “Objects” means the objects of PETONE SPORTSVILLE set out in Rule 3.
- (m) “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.
- (n) “Act” means the Incorporated Societies Act 1908.

18. INTERPRETATION

In this Constitution unless the context requires otherwise:

Plural and Singular – words in the singular include plural and visa versa.

Persons – references to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, trusts, associations and other entities.

Statutes – references to any statutes include statutes which amend or replace them.

19 MEMBERSHIP

Members of PETONE SPORTSVILLE are:

- Petone Riverside Cricket Club Incorporated
- Petone Tennis Club Incorporated
- Petone Amateur Swimming and Life Saving Club Incorporated
- Hutt Valley Gymnastics Centre Incorporated
- Petone Hockey Club Incorporated (STRUCKOFF)

This amendment is proposed to list all members, this change will require a rule change any time new members join Petone Sportsville.

Signatures to confirm acceptance of the Petone Sportsville Constitution:

Petone Hockey:

Signature

Petone Riverside Cricket:

Signature

Hutt Valley GymSports:

Signature

Petone Swimming Club:

Signature

Petone Tennis Club:

Signature