

**NO. 7 DISTRICT FEDERATION OF NEW ZEALAND
FOOTBALL INCORPORATED RULES**

**SHIEFF ANGLAND
LAWYERS
AUCKLAND**

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NO. 7 DISTRICT FEDERATION OF NEW ZEALAND FOOTBALL INCORPORATED RULES

DATED

1 INTERPRETATION

1.1 In these Rules and unless the context otherwise requires:

1.1.1 **AGM** means the Annual General Meeting of the District Federation.

1.1.2 **Annual Congress** means the Annual Congress of NZF.

1.1.3 **Board** means the Board of the District Federation constituted in accordance with Rule 12.

1.1.4 **Chairperson** means the person who is at any particular time the Chairperson of the Board in accordance with Rule 12.

1.1.5 **Chief Executive** means any Chief Executive Officer from time to time appointed by the District Federation.

1.1.6 **Club** means any Club, whether incorporated or not formed and operating for the purpose of playing Football in competitions run or promoted by the District Federation that is approved and duly registered by the District Federation.

1.1.7 **Club Delegate** means the person appointed as a Delegate by a Club under Rule 23.10.

1.1.8 **Club Representative** means a person elected as a Representative of a Club under Rule 23.9.

1.1.9 **Congress** means a general meeting of Members of NZF. Congresses may be Annual or Special.

1.1.10 **District Delegate** means a person, other than a District Representative, who is authorised by the District Federation to be its delegate at a Congress of NZF.

1.1.11 **District Federation** means the No. 7 District Federation constituted in accordance with these Rules.

1.1.12 **District federation** means a Regional Association, as defined in the NZF Statutes.

1.1.13 **District Representative** means the person elected or appointed by the District Federation as the authorised representative of the District Federation at a Congress of NZF.

1.1.14 **Federation District** means the geographic district of the District Federation as determined from time to time in accordance with Rule 16.3 and the Schedule.

1.1.15 **FIFA** means the Federation Internationale de Football Association.

1.1.16 **Football or Game** means the game also known as Association Football as governed internationally by FIFA.

- 1.1.17 **General Meeting** means a general meeting of the Members of the District Federation. General Meetings may be Annual or Special.
- 1.1.18 **Honorary Member** means an Honorary Member of the District Federation in accordance with Rule 9.
- 1.1.19 **Intellectual Property** has the meaning referred to in Rule 28.1
- 1.1.20 **Incorporated Societies Act** means the Incorporated Societies Act 1908.
- 1.1.21 **Laws Of The Game** means the laws of the Game of Football as more particularly referred to in Rule 5.2.
- 1.1.22 **Life Member** means a Life Member of the District Federation in accordance with Rule 9.
- 1.1.23 **Major Transactions** means any transaction of the type referred to in Rule 14.8.
- 1.1.24 **Member** means a Member of the District Federation in accordance with Rule 6.
- 1.1.25 **NZF** means New Zealand Football Incorporated.
- 1.1.26 **NZF Member** means a member of NZF.
- 1.1.27 **NZF Regulations** means any regulation made by NZF, however the regulation is described.
- 1.1.28 **NZF Statutes** means the statutes of NZF and also includes all Regulations, bylaws and subordinate promulgations of NZF.
- 1.1.29 **Officer** means an Officer of the District Federation appointed in accordance with these Rules.
- 1.1.30 **Postal Ballot** means a ballot held in accordance with Rule 24.
- 1.1.31 **President** means the President of the District Federation appointed in accordance with the Rules.
- 1.1.32 **Regulations** means any Regulations of the District Federation made under Rule 22.
- 1.1.33 **Rules** means these Rules and **Rule** means a particular Rule within these Rules.
- 1.1.34 **Selection Committee** means the Selection Committee, the constitution and operation of which is referred to in Rules 12.14 to 12.16.
- 1.1.35 **SGM** means a Special General Meeting of the Members of the District Federation.
- 1.1.36 **SPORT NZ** means Sport New Zealand, formerly known as SPARC and prior to that the Hillary Commission, and includes any successor body.

1.2 In these Rules unless the context requires otherwise:

- 1.2.1 words importing the singular include the plural and vice versa;
- 1.2.2 words importing any gender include all other genders;
- 1.2.3 words importing persons include corporations, all bodies and associations corporate or unincorporated and vice versa and includes their personal representatives, successors, assigns and transferees;
- 1.2.4 any reference to a statute or statutory provision includes any statutory provision which:
 - a amends, extends, consolidates or replaces; or
 - b has been amended, extended, consolidated or replaced by,that statute or statutory provision and any other orders, regulations, instruments or other subordinate legislation made under that statute or statutory provision;
- 1.2.5 headings are included for convenience only and will not affect the interpretation and construction of these Rules or any Schedule;
- 1.2.6 all references to dates and times are to dates and times in New Zealand;
- 1.2.7 all references to “\$” and “dollars” and monetary payments are references to the lawful currency of New Zealand;
- 1.2.8 any reference to writing includes facsimiles the transmission of which is verifiable by production of a transmission control report indicating transmission without error;
- 1.2.9 a reference to “includes” or “including” means includes, without limitation or including, without limitation respectively.

2 NAME

- 2.1 The name of the Society is the No. 7 District Federation of New Zealand Football Incorporated.

3 OBJECTS

- 3.1 The objects for which the District Federation is established are to:
- 3.1.1 Foster, advance, promote and control the playing of amateur Football in the Federation District and in accordance with the NZF Statutes and the Laws of the Game.
 - 3.1.2 Encourage the playing and growth of Football in the Federation District including by promoting organisation of Football matches at all levels and by providing such other support as is appropriate.
 - 3.1.3 Fund via levies, sponsorship, donations and all other appropriate means the development of Football within the District Federation.

- 3.1.4 Promote a high standard of play, training, development and performance within the Game in the Federation District.
- 3.1.5 Encourage and conduct competitions within the Federation District and with members of other district federations.
- 3.1.6 Support and assist the development of financially sound clubs.
- 3.1.7 Foster cooperation and encourage friendly relations between district federations and between Clubs, and between all District Federation players, officials and other Members and also with all other NZF members.
- 3.1.8 Create opportunities for all participants in the Game within the Federation District including players, coaches, officials and administrators to reach their potential.
- 3.1.9 Act as the superior authority for all matters relating to Football within the Federation District, except as provided in these Rules, the Regulations, the NZF Statutes and the NZF Regulations.
- 3.1.10 Make, adopt, vary and publish the rules, regulations, by-laws and any other conditions in accordance with Rule 16.2 for the regulation of all aspects of Football in the Federation District and, where appropriate, elsewhere in New Zealand and to take all such steps as shall be deemed necessary or advisable or are required by NZF for enforcing such rules, regulations and by-laws.
- 3.1.11 Take all such steps as shall be deemed necessary or advisable for preventing infringements of the Laws of the Game or other improper methods or practices in the Game within the Federation District and for protecting the Game from abuses.
- 3.1.12 Provide means for and to endeavour to decide and settle all differences that may arise between Members or involving Members in relation to Football including in relation to due compliance with the Laws of the Game and to make such provisions for enforcing any award or decision as the District Federation or NZF (as the case may be) shall deem proper.
- 3.1.13 Do all such things that are incidental or conducive to the attainment of the above objects.

4 GENERAL POWERS

General Powers

- 4.1 The District Federation shall have all the powers of a natural person under the laws of New Zealand including without limiting the foregoing all powers necessary or desirable for the attainment of its objects but subject in all cases to these Rules, the NZF Statutes and the NZF Regulations.

Power to make Rules and Regulations

- 4.2 The District Federation shall have the power to make, adopt, vary and publish rules, regulations, by-laws and other conditions subject to the procedure as provided in Rule 16.2.

Restrictions on Powers

- 4.3 The District Federation shall not and nothing expressed or implied in these Rules shall permit the activities of the District Federation to be carried on for the personal pecuniary profit of any officer or executive of the District Federation or associated person of such officer or executive, nor shall any distribution, whether by way of money, property or otherwise be made to any such officer, executive or associated person except where the income benefit or advantage is derived from:
- 4.3.1 Services provided to the District Federation rendered in the course of business and charged at no greater than current market rates;
- 4.3.2 Interest on money lent at no greater than current market rates.
- 4.4 For the purposes of Rule 4.3 such officer, executive or associated person shall be deemed to derive a personal pecuniary profit in the following circumstances: if money, property or assets are lent or leased to such person at less than current commercial rates having regard to the nature and terms of the transaction.
- 4.5 For the purposes of Rules 4.4 and 14.9 such officer, executive or associated person shall be deemed to have a personal pecuniary interest in a transaction of the type referred to where that person:
- 4.5.1 Is a Shareholder or Director of any company which is party to the transaction; or
- 4.5.2 Is a Settlor or Trustee of a trust or a Shareholder of any company which is party to such a transaction.
- 4.6 For the purposes of Rule 4.3 and Rule 14.9 the meaning of the term “associated person” is as that term is defined in the Income Tax Act 1994.

5 FIFA AND THE LAWS OF THE GAME

- 5.1 NZF is a member of FIFA and is recognised by FIFA as the controlling authority for Football in New Zealand.
- 5.2 The laws of the Game shall be the laws, statutes and rules as set down and interpreted from time to time by FIFA (and subject to any variations required for New Zealand as determined by NZF from time to time). The laws of the game shall be observed by the District Federation and by all Members and all matters relating to the Game in New Zealand shall be carried out in accordance with these laws as determined, interpreted and added to by NZF.

6 MEMBERSHIP

- 6.1 Membership of the District Federation shall be confined to the following:

6.1.1 Officers of the District Federation

The officers of the District Federation, during their respective terms of office.

6.1.2 Board of the District Federation

The members of the Board of the District Federation during their respective terms of office.

6.1.3 Honorary Members

All Honorary Members of the District Federation.

6.1.4 Life Members

All Life Members of the District Federation.

6.1.5 Players, Coaches, Officials and Administrators, etc

All registered players, coaches or player coaches, referees, other officials, administrators and all other Club members within the Federation District.

6.1.6 Clubs

All Clubs from time to time established within the Federation District.

6.1.7 District Federation Employees

All paid employees of the District Federation shall be entitled to be Members and all employees in positions of responsibility shall be required to be Members.

7 PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP

- 7.1 Every Member shall strictly observe these Rules as amended from time to time.
- 7.2 Every Member shall strictly observe the standards of ethical and sporting conduct which NZF may from time to time prescribe.
- 7.3 Every Member shall pay, as and when due, all contributions, fees, levies or subscriptions of every kind for which it or he or she may be or become liable in accordance with the Rules and the Regulations and NZF Statutes.
- 7.4 Every Member shall furnish to the Board the information and particulars including that Member's address and occupation, together with any changes, which the Board may from time to time reasonably require. This information shall, where the Board so determines, be supplied through the relevant Club.
- 7.5 The Board shall cause a Register to be kept of all Members.
- 7.6 By virtue of their membership Members consent as a condition of membership to the District Federation and/or NZF making such use, consistent with the objectives of District Federation and/or NZF, of Member information held by District Federation and/or NZF, as the Board or NZF may from time to time see fit.
- 7.7 To participate in the District Federation's competitions any Club must be, registered and affiliated with the District Federation.
- 7.8 Unless in a particular case establishment as an incorporated society is not possible prospective Club members shall be incorporated or shall agree to become incorporated upon acceptance

provided that the District Federation may accept as a member on such terms as it may stipulate a Club, school or other organisation which is not incorporated.

8 CESSATION OF MEMBERSHIP

8.1 Any Member of the District Federation, whether an individual or a Club or other entity, may at the discretion of the Board cease to be a Member of the District Federation and be removed from membership in any of the following events:

8.1.1 If the Member resigns.

8.1.2 If the Member fails to duly pay his, her or its annual registration fee or any other monies that may become due on any basis from the Member to the District Federation.

8.1.3 If the Member is disqualified by the District Federation acting by and through the Board at its sole discretion but subject to appeal to the NZF.

8.1.4 If the Member is disqualified by NZF from being a member of NZF.

8.2 Lapse of membership for non-payment of fees due to the District Federation in accordance with Rule 11.1 shall occur if payment is not made by the later of one (1) month of the due date or such later date as the Board may allow at its sole discretion to meet extenuating circumstances.

8.3 Disqualification of a Member under Rule 8.1.3 shall occur only if at a meeting of the Board a resolution is passed by a majority of not less than two thirds (2/3) of those present to remove such Member from Membership (and where the Member in question is a Board member then the majority shall be calculated excluding that person).

9 APPOINTMENT OF HONORARY MEMBERS

9.1 Honorary Members shall be chosen from among players, officials and supporters who have given lengthy service or made major contributions for the support and benefit of the Game within the Federation District.

9.2 Honorary Members shall be elected on (and may be removed by) the majority vote of those present and entitled to vote at the AGM.

9.3 Any Member may propose another Member as an Honorary Member and must forward a brief account of the candidate's service and/or contribution to the Board not later than forty (40) days (or such later date as the Board may allow) before the date for holding the AGM at which the nomination is to be considered. This shall then be forwarded to all the members of the Board for their consideration. The Board may, in its absolute discretion, decide whether or not to recommend the election to the AGM. If recommended, the nomination should be forwarded to Clubs not later than twenty-eight (28) days prior to the AGM (or such later date as the Board may allow).

9.4 All Presidents of the District Federation automatically become Honorary Members of the District Federation upon retirement unless removed from office prior to the expiry of their terms.

10 APPOINTMENT OF LIFE MEMBERS

- 10.1 Life Members shall be persons who have provided outstanding special services or made outstanding contributions to the Game within the Federation District.
- 10.2 Life Members shall be elected on (and may be removed by) the majority vote of those present and entitled to vote at an AGM.
- 10.3 Any Member may propose another Member as a Life Member and must forward a brief account of the candidate's service and/or contribution to the Board not later than forty (40) days (or such later date as the Board may allow) before the date for holding the AGM at which the nomination is to be considered. This shall then be forwarded to all members of the Board for their consideration. The Board may, in its absolute discretion, decide whether or not to recommend the election to the AGM. If recommended, the nomination should be forwarded to Clubs no later than twenty-eight (28) days prior to the AGM (or such later date as the Board may allow).

11 FEES

- 11.1 NZF may from time to time prescribe and amend by regulation annual and competition fees and other fees payable by Members and may require these to be collected by the District Federation on its behalf. The District Federation may also from time to time by decision of its Board prescribe such other fees, levies and other charges as it may decide provided that such fees, levies and other charges are not inconsistent with any NZF Regulation or policy.

12 THE BOARD

The Board

- 12.1 The affairs of the District Federation shall be governed by a Board formed in accordance with this Rule.

Composition of the Board

- 12.2 The membership of the Board shall comprise:
 - 12.2.1 Four (4) members of the Board who shall be appointed by the Selection Committee.
 - 12.2.2 Three (3) members of the Board elected as set out in this Rule.
 - 12.2.3 Up to two (2) members of the Board may be co-opted in accordance with Rules 12.18 and 12.19.

Eligibility to be a Board Member

- 12.3 No-one is eligible to stand for or be appointed as a Board member if he or she, if elected or appointed, would be disqualified from remaining in office in accordance with Rule 12.21 or was a Board member previously who was disqualified from office under such Rules and the relevant or similar circumstances continue to apply. For the avoidance of doubt paid employees of the District Federation may stand for election or be appointed as a Board member, however must have resigned their position and otherwise no longer be a paid employee of the District Federation at the point in time of taking office as a Board member.

- 12.4 Subject to Rule 12.3 any Board member, whether elected or appointed (including by way of election or appointment to fill casual vacancies or by being co-opted) shall be eligible to stand for elections to or to be appointed as a Board member for a further term at any time at or after the expiry of his or her prior term.

Election of Board

- 12.5 An election shall be held every year for such vacant elective position or positions on the Board as there may be and the election shall be held by postal ballot in conjunction with the AGM and conducted in accordance with Rule 24.
- 12.6 The District Federation shall call for nominations for elective vacancies on the Board in or with the notice convening the AGM. Nominations must be accompanied by the nominee's full curriculum vitae and his or her acceptance of the nomination in writing. Candidates may if they wish also supply a brief written presentation setting out their reasons for seeking election to the Board. These should not exceed two hundred and fifty (250) words in length. The closing date for nominations shall be one (1) month prior to the AGM.
- 12.7 Within fourteen (14) days of nominations closing, the Board shall send to each Club within the Federation District a notice listing the nominations for the Board together with a voting paper and also each of the candidate's curriculum vitae and any written presentation supplied by any candidate pursuant to Rule 12.6 which has been received by the Board.
- 12.8 The highest polling candidate shall be declared elected or, if there are two (2) or three (3) vacant places the two (2) or three (3) highest polling candidates (as the case may be). In the event of a tie in votes for the winner of a particular vacant place the lower polling candidates shall be declared not to have been elected and a second ballot (and, where necessary, succeeding ballots) of the tied candidates shall be held to determine the winner.

Term of Office of Elected Board Members

- 12.9 Each Board member who has been elected to that position shall (subject to Rules 12.3, 12.11, 12.12 and 12.23 to 12.26) hold office for a term of three years starting from the date of the AGM in which he or she was elected.

Casual Vacancies among Elected Board Members

- 12.10 The Board may fill any vacancy among elected Board members left open at the conclusion of the AGM, the term of office of such person expiring at the next following AGM.
- 12.11 The Board may fill any casual vacancy among elected Board members occurring after one AGM and before the next, the term of office of such person expiring at the close of the next following AGM.
- 12.12 Where a casual vacancy occurs and the term of the departing member was not due to expire in rotation at the conclusion of the next following AGM then a replacement Board member shall be elected at that AGM to fill the vacancy but the term of office for such new Board member shall expire at the close of the same AGM as the term of office of the original Board member would have expired.

Term of Office of Appointed Board Members

- 12.13 Each member of the Board who has been appointed to that position shall (subject to Rules 12.3, 12.14, 12.16 and 12.21 to 12.24), hold office for a term of three years starting from the date on which he or she was appointed.

The Selection Committee

- 12.14 The Selection Committee shall comprise:

12.14.1 One person appointed by the Board (which may be a Board member);

12.14.2 One person appointed by NZF (which may be an NZF board member); and

12.14.3 One person appointed by Sport NZ or, at the option of the Board, by a Regional Sports Trust operating in the Federation District.

Decisions of the Selection Committee

- 12.15 A quorum of the Selection Committee is three (3) members.

- 12.16 Decisions of the Selection Committee are not required to be unanimous and the decision of the majority shall be the decision of the Selection Committee.

- 12.17 The Selection Committee shall have the power to regulate its own procedure for an appointment, provided that:

12.17.1 the process shall involve a public call for nominations (for consideration by the Selection Committee, in addition to any other candidates the Selection Committee may wish to consider); and

12.17.2 the Selection Committee shall have regard to the skill set of the current Board, and any requirements for skills that it may have.

Co-opted members

- 12.18 The Board shall have the power to co-opt up to two additional Board members for specific purposes, such co-opted members to have expertise in the relevant area. Co-opted members shall be co-opted for a maximum period of two (2) years and may have such voting and other rights at Board meetings as the Board shall in its discretion confer.

- 12.19 Any Board decision to co-opt further Board members must be passed by a majority of not less than seventy-five percent (75%) of the Board.

NZF Representative

- 12.20 At every Board meeting NZF shall be entitled to have a representative present. The representative shall be a member of the NZF board or such other person as the NZF board may from time to time nominate for the purpose. Such representative shall not be a member of the Board and shall not be entitled to vote but shall otherwise be entitled to participate in all meetings and proceedings as fully as if he or she were a Board Member. Advance written notice of the time, date and place for the holding of every Board meeting shall be given to NZ

Football by sending in accordance with the provisions of Rule 13.4 addressed to the Chief Executive Officer, New Zealand Football Incorporated.

Termination and Removal from the Board

- 12.21 A person shall cease to be a member of the Board upon the happening of any one of the following events:
- 12.21.1 If he or she resigns his or her seat on the Board.
 - 12.21.2 If he or she is absent from three (3) consecutive meetings of the Board without the consent of the Board.
 - 12.21.3 If he or she becomes bankrupt or insolvent or makes any assignment or arrangement for the benefit of his or her creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his or her affairs and fails to satisfy the Board when required that the inability to pay his or her debts arose from misfortune and that no discreditable conduct can be imputed to him or her in such connection and that the circumstances would not and would not be likely to bring any discredit to the District Federation or the Board if such person were to remain a Board member.
 - 12.21.4 If he or she becomes of unsound mind or infirm.
 - 12.21.5 If at a meeting of the Board a resolution is passed by a majority of not less than seventy-five percent (75%) of the Board (excluding the Board member in question) removing such person from office.
 - 12.21.6 If the person is convicted by a competent tribunal of an offence which, in the opinion of the Board, renders the person unfit to be a member of the Board.
 - 12.21.7 If at a General Meeting the notice of which contains the motion for the proposed removal of the person as a member of the Board a resolution to remove that person is passed by a resolution of not less than seventy-five percent (75%) of those present and entitled to vote and who voted at the General Meeting.
 - 12.21.8 If the person becomes a paid employee of the District Federation or a paid employee of NZF.
- 12.22 The removal of a person from office as a member of the Board in accordance with any of the provisions of Rule 12.21 shall occur as follows:-
- 12.22.1 In the circumstances referred to in Rule 12.21.2, 12.21.3, 12.21.4 and 12.21.6 upon the passing of a resolution by the Board to the effect that the relevant conditions are satisfied, such meeting being held in compliance with the provisions of Rule 12.21.5.
 - 12.22.2 In all other cases, upon the occurrence of the relevant event.
- 12.23 When any meeting of the Board is held for the purpose of considering a resolution for the removal of a member of the Board the person in question shall be entitled to be present and to respond to the claims made but shall not form part of the quorum and shall not be entitled to vote on the resolution. NZF may attend the meeting if in accordance with Rule 13.16.

- 12.24 The Board may declare in relation to any candidacy for election as a Board member (and whether before or after the election takes place) that the candidate is not eligible and is disqualified from office in accordance with the provisions of Rule 12.3.

Chairperson

- 12.25 Board members shall elect a Chairperson and Deputy Chairperson from among their number.
- 12.26 The Chairperson (and Deputy Chairperson) may be removed at any time if at a meeting of the Board, specially convened for the purpose, at which not less than five (5) members of the Board are present (or four (4) members of the Board are present not including the Chairperson or Deputy Chairperson as relevant), a resolution is passed by a majority of not less than seventy-five (75%) of those present and voting removing such Chairperson (or Deputy Chairperson as the case may be). The provisions of clause 12.23 shall also apply in such a case. The holding of such office shall also cease automatically in the event that the holder ceases to be a member of the Board.

13 PROCEEDINGS AT BOARD MEETINGS

- 13.1 The Board may meet, adjourn and otherwise regulate its meetings as the Board shall think fit subject to these Rules. The Board shall meet personally or by modern communication systems at least eight (8) times per year by way of regular scheduled meetings and may meet so often in addition as it may from time to time decide is necessary.
- 13.2 A quorum of the Board shall be five (5) members or all of the remaining Board members if a lesser number are in office. The Board may continue to act notwithstanding any vacancy in its membership so long as there is a quorum provided that if the number of members of the Board falls at any time to less than a quorum the Board and the Selection Committee respectively shall forthwith act to fill the vacancies in accordance with Rule 12.11.
- 13.3 A meeting of the Board shall be convened at any time upon the request of the Chairperson or of such number of the Board members as is sufficient to form a quorum.
- 13.4 Advance written notice of the time, date and place for the holding of every Board meeting shall be given to all Board members, and may be given by post, delivery, facsimile, email or other recognised form of written communication. Notice shall be sent at least fourteen (14) days in advance of the intended date of the meeting or such lesser period in advance as is reasonably adequate in the circumstances and shall be sent to the Board member's home address or to such other address as the Board member may from time to time notify the District Federation in writing for the purpose.
- 13.5 Questions arising at any meetings of the Board shall be decided by the majority of the votes recorded and each member present personally or by proxy shall have one vote. Board members voting by proxy shall nominate as a proxy only a person who is a member of the Board. Proxies must be in writing and signed by the Board member granting the proxy and shall be in such form if any as may from time to time be prescribed by Regulation for the purpose.
- 13.6 At all meetings of the Board the Chairperson shall preside as chairperson or in his or her absence the Deputy Chairperson shall preside as chairperson and in the absence of them both then a chairperson shall be elected from among the Board members then present.

- 13.7 Where there is an equality of votes cast on any matter the chairperson of the meeting shall have a second or casting vote which shall be a deliberative vote and may be cast for or against the resolution.
- 13.8 A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Board by any means whatsoever.
- 13.9 The Board may appoint committees from among Board members or from among persons who are neither members of the Board nor Members of the District Federation or from a combination of Board members and others. The Board may delegate any of its powers to any such committees and may make rules for regulating the proceedings of such committees. The following further provisions shall apply to such committees:
- 13.9.1 The Chairperson shall be ex-officio a member of all such committees.
- 13.9.2 The Board shall determine the quorum for meetings of such committees.
- 13.9.3 Unless the Board otherwise directs, a committee may co-opt other persons as members of the committee subject to prior approval by the Board and provided always that a majority of the members of a committee shall always be Members.
- 13.10 A resolution in writing signed by seventy-five percent (75%) of the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted provided that advance written notice including the text of the proposed resolution shall have been given to each Board member in accordance with Rule 13.4 as if it were notice summoning a meeting of the Board. A copy of any resolution so made shall be forwarded to each member of the Board as soon as practicable after adoption.
- 13.11 The Board may conduct its meetings wholly or partly by telephone or by teleconference or electronic or other means provided however that all members of the Board present or otherwise attending in terms of this Rule shall be in simultaneous contact or communication with one another throughout the entirety of the meeting unless permission is sought by and given to a Board member wishing to retire from the meeting at any stage.
- 13.12 The Board shall annually notify Clubs of the date and time of the regular scheduled Board meetings and if the annual schedule is changed notify Clubs of the revised schedule of regular Board meetings.
- 13.13 Any Club may with the authority of a resolution of its own board or governing committee, not less than seven (7) days prior to the date for the holding of any regular scheduled Board meeting provide a written submission of such business as it may wish the Board to consider. Any board or governing committee may also, if it considers that the matter cannot adequately be presented otherwise, request that a representative of the board or governing committee attend at the meeting for the purpose of presenting the matter. Attendance at the meeting will be for that purpose only, and any attendance will be as an observer and at the discretion of the Board. Any request for such attendance must be received by the Board seven (7) days prior to the meeting and any representative attending must be authorised for the purpose by a resolution of the board or governing committee of the submitting board or governing committee.

- 13.14 Decisions of the Board shall not be invalidated merely because of procedural defects in the calling and holding of any meeting of the Board at which the decision was made.
- 13.15 The chairperson of a Board meeting may with the consent of the meeting adjourn the same from time to time and from place to place. No business shall be transacted at any adjourned meeting other than business unfinished at the meeting at which the adjournment took place. No further adjournment shall be permitted and advance notice of the time, date and place and any other relevant details shall be given to any Board member not in attendance when the original meeting was adjourned.
- 13.16 At the request of a minimum of 50% of the Board, NZF, via its duly appointed representative, may attend and participate (in a non-voting capacity) in any Board meeting in order to assist the Board with its deliberations and decision making. The NZF representative will chair the meeting if a chairperson is unable to be determined in accordance with Rule 13.6.

14 POWERS AND DUTIES OF THE BOARD

- 14.1 The management and control of the activities of the District Federation, and of its funds, shall (but subject to Rule 14.6) be vested in the Board which shall, without limiting the foregoing, set the policy and make the decisions of the District Federation subject only to the express powers of the Members as provided in these Rules and the NZF Statutes. In addition to the powers and authorities expressly conferred on it by these Rules and subject to the NZF Statutes the Board may exercise all such powers and do all such things as may be exercised and done by the District Federation and which are not expressly directed or required by the Rules to be exercised or done by the District Federation at a General Meeting of its Members.
- 14.2 The funds, properties and assets of the District Federation shall be under the control of the Board which shall have full power to rent, lease, furnish and deal with buildings, land and other property of the District Federation as the Board may think fit without reference to a General Meeting of Members except in the case of the winding up of the District Federation and subject to the NZF Statutes and policies.
- 14.3 All legacies, endowments, donations or gifts of money or other real or personal property unless given to the District Federation for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of the District Federation.
- 14.4 Any money of the District Federation may be invested by the Board in such manner as it may from time to time determine subject to NZF Statutes and NZF policies.
- 14.5 Without limiting the generality of the powers referred to in these Rules the Board may do any of the following:
- 14.5.1 Establish Clubs and other local or special purpose organisations at such place in the Federation District as the Board may from time to time determine.
 - 14.5.2 Organise, conduct and control coaching and training and competitions and by other means promote and advance the Game in the Federation District.
 - 14.5.3 Develop, organise and conduct programs of education and training in all aspects of Football.
 - 14.5.4 Accept, reject or expel and otherwise control membership of the District Federation.

- 14.5.5 Establish tribunals, conduct hearings and hear appeals.
- 14.5.6 Implement disciplinary procedures and impose sanctions and penalties in accordance with Rule 30.
- 14.5.7 Appoint, remove or suspend such other executives and other staff and contractors for or from such permanent, temporary or special services as the Board may from time to time think fit and determine their duties and fix their salaries or emoluments. The Board may also appoint from time to time the bankers and legal advisers of the District Federation.
- 14.5.8 Purchase, lease, rent, hold and/or furnish any building or premises for the use of Members and from time to time dispose of all or any part thereof.
- 14.5.9 Take cognisance of anything affecting the District Federation or the ethical and sporting conduct of Members and bring before the District Federation at General Meetings any matters which it considers material to the District Federation or to be in the interests of the Game and may make any recommendation in relation thereto.
- 14.5.10 Institute, conduct, defend, compound or abandon any legal proceedings by and against the District Federation or its officers or otherwise concerning the affairs of the District Federation and also compound and allow a time for payment or satisfaction of any debts due or of any claim or demand by or against the District Federation.
- 14.5.11 Make and from time to time amend, enlarge or revoke regulations ancillary to but not inconsistent with these Rules or with any NZF Rule or NZF policy whether the same be expressed among its powers or not, and from time to time prescribe all forms which it may consider necessary or expedient for the purpose of carrying out its duties.
- 14.5.12 Publish or approve and superintend the publication of manuals and utilise any other means of communications either by the District Federation or by any of its Clubs.
- 14.5.13 In each year print a copy of the financial statements (as audited if auditing is required in accordance with these Rules), a report of the proceedings of the District Federation during the preceding year, a report of the proceedings of the last AGM, and such other information as the Board may deem of interest, and circulate the same amongst the Clubs and such other interested parties (if any) as it may see fit and, should it see fit, release it to the general public and the Board shall copy all such items to the NZF.
- 14.5.14 Make and give receipts, releases and other discharges for moneys payable to the District Federation and for the claims and demands of the District Federation.
- 14.5.15 Invest and deal with any moneys of the District Federation upon such security and in such manner as it thinks fit, and from time to time vary such investments as it thinks fit.
- 14.5.16 Delegate to any Club or committee such of its powers and duties and on such terms as it thinks proper provided that this is not contrary to or inconsistent with the NZF Statutes or policy and revoke such delegation.

- 14.5.17 Insofar as the Board has funds to invest other than by lodgement to a bank account, it may appoint a trustee or trustees either from its own officers, Board members and Members or otherwise and including, if it deems fit, a corporate body to acquire and hold upon trust for the District Federation at the Board's discretion the securities or other property, real or personal, which the Board may decide should be the subject of investment of such funds.
- 14.5.18 Borrow or raise money from banks and other sources and with or without any security and upon such terms as to priority or otherwise as the Board shall think fit.
- 14.5.19 Give guarantees for the performance by any Club of their obligations provided that no such guarantee shall be given unless it is expressly made in writing and approved of before it is granted by a resolution supported by not less than seventy-five percent (75%) of the members of the Board at the time.
- 14.5.20 Negotiate enter in to and deal with such arrangements with such sponsors and on such terms as the Board shall think fit, provided that this is not contrary to or inconsistent with NZF Statutes or policy.
- 14.5.21 Negotiate enter in to and deal with such promotional agreements and such agreements relating to the use and development of any Intellectual Property rights which the District Federation may own or be authorised by NZF to deal with as the Board shall think fit.
- 14.6 The District Federation shall have a Chief Executive as follows:
- 14.6.1 The Board shall appoint a Chief Executive and remove or suspend the Chief Executive as the Board may from time to time think fit and determine his or her terms and conditions of employment and duties and fix his or her salary or emolument (if any).
- 14.6.2 Day to day administration of the business and affairs of the District Federation shall be carried out by or under the charge of the Chief Executive in accordance with the directions of the Board. The Chief Executive (subject as the Rules may otherwise provide) shall have the powers and undertake the duties and responsibilities appropriate to his or her position provided that he or she must act in accordance with general and specific directives of the Board and must not act contrary to general or specific directives of the Board and shall not have any authority to commit the District Federation to Major Transactions or to any expenditure outside pre-approved guidelines set by the Board. The duties to be undertaken will be in accordance with job descriptions prepared and from time to time varied by the Board to whom the Chief Executive shall be accountable.
- 14.6.3 The Board shall undertake a proper recruitment process to select the most suitable candidate for the position of Chief Executive. These shall include notifying Clubs and advertising the position via any means with a broad and appropriate reach (eg. Sport NZ website). The position of Chief Executive shall be non-voting.
- 14.7 Major Transactions shall only be entered into on the authority of a resolution of the Board and provided that in the case of emergency (but not otherwise) either the Chairperson and Chief Executive acting together or any other two Board members plus the Chief Executive may enter a Major Transaction on behalf of the District Federation, and the Board shall be notified of the transaction as soon as practical.

14.8 For the purposes of these Rules a “Major Transaction” shall be such transaction as may from time to time be defined as such for the purpose by way of Regulation and, pending the making of such a Regulation shall be any transaction which involves acquiring or disposing of any asset or the incurring or releasing of any liability that is greater than the maximum amount of financial delegations authority for the Chief Executive approved by the Board from time to time, or the incurring of any commitment or obligation which shall be of more than one year’s duration (or any other duration as may be agreed by the Board from time to time), and subject to the following:

14.8.1 Where the asset or obligation is acquired or disposed of or incurred or released as part of a series of transactions then the total consideration or value of all of the transactions shall be aggregated and this Rule shall apply as if the series of transactions were one single transaction for the amount of the aggregate value; and

14.8.2 The engagement and dismissal of staff (whether as employees or independent contractors) shall always be a Major Transaction.

14.9 Where any Board Member or Chief Executive Officer or any other officer or executive of the District Federation is either personally interested in or is an associated person of a person who is in any capacity interested or concerned directly or indirectly in any transaction with the District Federation then the officer or executive shall disclose the nature and extent of the interest and, if the interest is a personal pecuniary interest as defined in Rule 4.6, or, if the Chairperson of the meeting otherwise so requires, shall not take any part in any further deliberations of the Board or the District Federation on that matter.

15 OFFICERS OF THE DISTRICT FEDERATION

15.1 The Officers of the District Federation shall be:

15.1.1 The Patron (optional).

15.1.2 The President.

15.2 The Officers shall be appointed or elected to office as follows:

15.2.1 The Patron shall be elected from time to time at an AGM as determined by the Board. The role of Patron shall not have any fixed term and will be fulfilled by the elected Officer until such time as he or she vacates such office or a new election as determined by the Board takes place.

15.2.2 The President shall be elected for a three year term, at the AGM at which the preceding President is to finish their term.

15.3 Officers may be Board members if otherwise elected or appointed to the Board in accordance with these Rules but shall not be Board members ex-officio by virtue of holding appointment as Officers.

15.4 Should the President vacate office during his or her term then the Board shall have the power to invite a suitable person to act as President until the close of the next following AGM and a new President shall be elected at that AGM.

- 15.5 An AGM may, on the motion of the Board, extend the term of the President for a further three year term provided that the maximum term that may be served by a President shall be six (6) years approximately (calculated by reference to the AGM dates).
- 15.6 Nominations for the position of President accompanied by a curriculum vitae and the written acceptance of the nominee, shall be received by the Board at least forty (40) days prior to the date of the relevant AGM and be submitted to Clubs not less than twenty-one (21) days before the AGM at which the Presidential election will be held.
- 15.7 Should only one valid nomination be received for the position of President, then that nominee shall be declared the President.
- 15.8 Should more than one valid nomination be approved for the position of -President, the names must then be put to a vote at the AGM and the nominee with the most votes will be elected.
- 15.9 In the event of a tie in votes for the winner the lower polling candidates shall be declared not to have been elected and a second ballot (and, where necessary, succeeding ballots) shall be held to determine the winner.
- 15.10 Should no nomination be received for President, then the Board shall invite a suitable person to act as President until the close of the next following AGM when a fresh election shall be conducted for the position of President (and the outgoing President shall be eligible to stand for election as President).

16 THE DISTRICT FEDERATION AND NZF

- 16.1 The District Federation shall be and remain a duly established branch of NZF as the term “branch” is defined in the Incorporated Societies Act, and shall retain as its rules these Rules as prescribed in the District Federation Rules Regulations of NZF and is bound by and shall comply fully with and conduct its affairs in accordance with such rules and with the NZF Statutes and NZF Regulations and with all decisions made under them.
- 16.2 The District Federation shall not amend these Rules nor adopt new rules, except in accordance with the following procedure. The rules of the District Federation may be amended by NZF by amending the District Federation Rules and/or Regulations, following consultation with the District Federation, (or by otherwise approving a minor rule change proposed by the Board) and in the event that NZF amends those Rules and/or Regulations, the District Federation shall promptly adopt those changes and shall do all things necessary to register these changes with the Registrar of Incorporated Societies as required by the Incorporated Societies Act.
- 16.3 NZF shall have the power to amend the boundaries of the Federation District and to reconfigure, amalgamate or divide Federation Districts and to increase or reduce the number of district federations. Prior to exercising such power, NZF will consult with the affected district federations.
- 16.4 Where any Rule and/or Regulation conflicts with a rule or regulation of NZF, as contained in the NZF Statutes and NZF Regulations, the rule or regulation in the NZF Statutes or NZF Regulations, as the case may be, shall take precedence.

17 PRINCIPAL OPERATIONAL RESPONSIBILITIES AND ARRANGEMENTS

- 17.1 NZF has national and international responsibility for all Football activities in New Zealand. This includes (but is not limited to) the following categories of activity and organisation: men players, women players, young players, coaching, referees, Oceania Football Confederation, FIFA, high performance operations and development and the district federations.
- 17.2 The District Federation has non-exclusive responsibilities within the Federation District for men players, women players, young players, coaching, referees, Clubs, all subordinate associations and all such other operations and responsibilities which are delegated by the Board or otherwise under these Rules or the NZF Statutes, and subject to the overall direction of NZF.

18 MINUTES

- 18.1 Minutes shall be kept of all resolutions and proceedings of:

- 18.1.1 General Meetings;
- 18.1.2 Meetings of the Board;
- 18.1.3 Meetings of any committees;
- 18.1.4 Meetings of Clubs.

19 REGISTERED OFFICE

- 19.1 The Registered Office of the District Federation shall be situated in such place in the Federation District as the Board may from time to time determine.

20 PRIVILEGED COMMUNICATIONS AND INDEMNITY

- 20.1 All communications, correspondence, reports, minutes and other papers and documents relevant to the affairs of the District Federation including all proceedings of the Board shall be privileged and confidential and shall not be passed out of the custody of the proper officer or Board member (except to the NZF) nor shall any of the contents of the same be disclosed or released except to the NZF or on the express authority of the Board.
- 20.2 The Board members and other Officers and staff of the District Federation shall be indemnified by the District Federation from all losses, costs, claims and expenses incurred by them in the discharge of their duties including arising from any negligent acts but excluding any losses which may occur through dishonesty and may be indemnified at the Board's discretion in the event of wilful default.
- 20.3 No Board members or other Officers of the District Federation shall be liable for the acts or defaults of any other Board member or other Officer, or for any loss or expense happening to the District Federation unless the same arises from his or her own wilful default.

21 APPLICATION OF THE DISTRICT FEDERATION RULES

- 21.1 The Rules of the District Federation shall bind all Members.

- 21.2 These Rules shall be altered, added to or rescinded or otherwise amended in accordance with Rule 16.2.
- 21.3 Following the alteration, addition or rescission or other amendment of the Rules such changes shall be circulated promptly by the District Federation to the Clubs, however failure to circulate will not invalidate any rule or exonerate any Member for non-observance or non-compliance.

22 REGULATIONS OF THE DISTRICT FEDERATION

- 22.1 The Regulations of the District Federation shall bind all Members.
- 22.2 The Regulations may be altered, added to or rescinded or otherwise amended by the Board and shall be binding upon all Members, until such decision is rescinded or varied by a vote of not less than seventy-five percent (75%) of those present, entitled and who voted at the General Meeting on the relevant resolution.
- 22.3 Following the alteration, addition or rescission or other amendment of the Regulations, such changes shall be circulated promptly to the Clubs, however failure to circulate will not invalidate any Regulation or exonerate any Member for non-observance or non-compliance.
- 22.4 For the purpose of identification of the Regulations, an original of each Regulation or amendment to a Regulation adopted after the date of adoption of these Rules shall be signed by a member of the Board and the date of adoption of the Regulation shall also be shown.

23 GENERAL MEETINGS

Annual General Meeting

- 23.1 An AGM shall be held once in every year on a date to be set by the Board, but not earlier than two (2) months after the financial year end of the District Federation and not later than five (5) months after the financial year end nor later than 31 August in each year.
- 23.2 The purpose and business of the AGM shall be to:
- 23.2.1 Receive the Board's Annual Report;
 - 23.2.2 Present the annual financial statements and auditors report to Members;
 - 23.2.3 Elect Officers, Honorary Members and Life Members in accordance with these Rules;
 - 23.2.4 Appoint an Auditor;
 - 23.2.5 Consider any other business submitted by the Board or submitted by a Club in accordance with Rule 23.4.
- 23.3 The Board shall give not less than two (2) months' notice to all Clubs, of the time, date and place, at which the AGM is to be held and the giving of such notice shall be deemed to be and amount to the giving of notice to all members and constituents of the Club. A copy of the financial statements and an agenda paper, specifying the nature of the business to be transacted at that AGM shall accompany the notice.

- 23.4 Notice of remits to be submitted under Rule 23.2.5 must be accompanied by an explanation and shall be given to the Board not later than twenty-one (21) days before the AGM and a copy of such notice with the names of the mover shall be sent by the Board to the Clubs not later than fourteen (14) days before the AGM.
- 23.5 Notice of any amendment to the business to be so submitted shall be given to the Board at least seven (7) days before the AGM in each year and must be accompanied by an explanation. Notwithstanding the provisions of this Rule the Chairperson at the AGM may accept without any notice any amendments to any motions of which proper notice has been given where such amendment is necessary to give full effect to the intention of the mover of such motion or of any amendment thereto.

Special General Meeting

- 23.6 A SGM may be convened at any time by:
- 23.6.1 The Chief Executive on receiving a requisition signed on behalf of Clubs amounting to not less than one third (1/3) of the total number of Clubs who are Members of the District Federation (calculated excluding any club which has any pecuniary liability to the District Federation which is due and remains unpaid in whole or in part).
- 23.6.2 The Board.
- 23.7 An agenda paper of the business to be transacted at any SGM together with an explanation shall accompany the notice convening the General Meeting. At least twenty-one (21) days' notice of all SGM's shall be given to all Clubs and the giving of such notice shall be deemed to be and amount to the giving of notice to all members and constituents of the Clubs.

Proceedings at General Meetings

- 23.8 General Meetings, both AGMs and SGMs are general meetings of the District Federation.
- 23.9 Each Club shall annually elect one person to be the Club Representative at District Federation General Meetings and to vote on its behalf in any postal ballot (and may appoint a replacement to fill any casual vacancy). The referees' committee for the District federation shall be entitled to appoint one person as its representative at District Federation General Meetings and to vote on its behalf in any postal ballot (and may appoint a replacement to fill any casual vacancy).
- 23.10 Each Club shall also be entitled to appoint (and remove) up to three other Club Delegates to District Federation General Meetings who shall be in addition to its Club Representative and who may be appointed for a particular General Meeting only or for General Meetings generally.
- 23.11 Club Representatives and Club Delegates shall not be members of the Board.
- 23.12 Except as provided in Rule 23.5 no AGM or SGM shall consider any business which has not been the subject of a written notice of the proposed remit submitted by a Club not less than twenty-one (21) days prior to the General Meeting unless it has been submitted by the Board.
- 23.13 The quorum for any General Meeting shall be the Chairperson, or Deputy Chairperson, or duly authorised nominee of the Chairperson together with the Club Representatives who are

between them entitled to exercise (whether directly or by proxy) the votes of not less than one third (1/3) of the Clubs who are Members of the District Federation (calculated excluding any club which has any pecuniary liability to the District Federation which is due and remains unpaid in whole or in part).

- 23.14 The Chairperson, of if he or she is unavailable the Deputy Chairperson shall take the chair at every General Meeting of the District Federation. In the absence of the Chairperson and Deputy Chairperson then the chairperson of the meeting shall be chosen from among and by the other persons present who are entitled to vote.
- 23.15 Matters requiring decisions by a General Meeting may, at the discretion of the Board, be put to and resolved by Postal Ballot.
- 23.16** Decisions of the District Federation whether in General Meeting or by ballot (and including the election of Board members and other officers) shall not be invalidated merely because of procedural defects in the calling and holding of the General Meeting or the conduct of the postal ballot at or by which the decision was made, including, without limiting the foregoing, because of any defects in the issue of the requisite notices.

Voting and Speaking rights at General Meetings

- 23.17 At any General Meeting and, where any matter is decided by ballot, upon any ballot (including postal ballots):
- 23.17.1 the Board shall have ten (10) votes;
- 23.17.2 the President shall have five (5) votes;
- 23.17.3 each Club shall have one (1) vote for every fifteen (15) registered players that it has in accordance with Goalnet as at the date of notification of the General Meeting;
- 23.17.4 The referees' committee of the District Federation shall have five (5) votes.
- 23.18 Only the Officers, Board members, Club Representatives, referees' committee representative, the Club Delegates and NZF Board member or representatives shall have speaking rights at General Meetings. Only the Chairperson or other duly authorised Board member shall have voting rights on behalf of the Board and only Club Representatives shall have voting rights on behalf of the Club at General Meetings (subject as provided in Rule 23.19). Club Representatives may only exercise the voting rights at General Meetings of the Club which they represent in accordance with the written resolutions of the board of that Club and the Chairperson or other Board member of the District Federation only do so as authorised by the Board.
- 23.19 The President or other Chairperson shall be entitled to require Club Representatives to produce a copy of the authorising resolution of the Club which they represent, which copy shall be certified by at least one other member of the board or governing committee of the Club, before allowing any vote to be cast by the Club Representative and may disqualify as ineligible any vote cast by any representative for whom authority is not produced to the President or other Chairperson's satisfaction. In the event that no Club Representative is present on behalf of any particular Club at any General Meeting or the Club Representative cannot provide evidence to the satisfaction of the President or other chairperson of the

written resolutions of the board or governing committee of the Club which he or she represents, either generally or with respect to specific remits before the General Meeting then the voting rights for that Club may be exercised on its behalf by the Board in such manner as it elects acting through the Chairperson (or other Board member of the District Federation so authorised by the Board).

- 23.20 In the event of a tie in voting on any issue, (other than in the election of office holders, which shall be decided as provided elsewhere in the Rules) neither the President or other chairperson shall have a casting vote and the status quo shall remain.
- 23.21 No Club shall be entitled to be represented at or vote at any AGM or SGM or participate in any postal ballot while it is under any pecuniary liability to the District Federation which has existed for more than two (2) months.

Voting procedures at General Meetings

- 23.22 The President or other chairperson of each General Meeting shall appoint a Scrutineer/Scrutineers from non-voting Members prior to any vote being taken.
- 23.23 Every question submitted to a General Meeting shall be decided in the first instance on the voices.
- 23.24 If a poll is requested by any two persons entitled to vote it shall be taken immediately and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 23.25 Voting may be undertaken at General Meeting by proxy. Proxies must be in writing and signed by the Club Representative granting the proxy and shall be in the following form (or in such similar form to like effect as the Chairperson may in his or her discretion accept) or in such form if any as the Board may by Regulation from time to time prescribe for the purpose in addition or in place of the following:

I of
..... being the Club
Representative of
..... which is a Club
registered and affiliated to the District Federation hereby appoint
*
of.....* the
Chairperson of the meeting
as my proxy to vote in my place on behalf of
..... (name of Club)
at the * AGM / * SGM to be held on the day of
.....(month) (year) and at any adjournment
thereof.

* Delete whichever is not desired.

My proxy is hereby authorised to vote in relation to the resolutions to be considered at the meeting as follows:

<i>Resolution</i>	<i>For/Against/At own discretion</i>
1.
2.
3.

NOTE: In the event of the voter desiring to vote for or against any resolution he / she shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as he / she thinks fit.

- 23.26 A proxy form may not be used at an election held by postal ballot.
- 23.27 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 23.28 The proxy form must be lodged with the District Federation not later than forty-eight (48) hours before the commencement of the AGM or SGM.
- 23.29 The proxy may vote at any subsequent AGM or SGM being an adjourned AGM or SGM or the original AGM or SGM unless the granter of the proxy is in attendance where upon it shall be deemed to be revoked.

24 POSTAL BALLOTS

- 24.1 The procedure for a postal ballot shall be as follows:
- 24.1.1 From among those entitled to vote at a General Meeting the Chairperson shall appoint two scrutineers.
- 24.1.2 Two scrutineers shall form a quorum.
- 24.1.3 The Board shall forward a voting paper in the form set out in the Regulations to those entitled to vote at General Meetings who shall be requested to complete and return the voting paper to the Board within fourteen days of the date of the voting paper (which date shall be on or about the date of posting the voting paper).
- 24.1.4 A vote shall be invalid if the vote is received by the Secretary more than fourteen (14) days after the date of the voting paper or if the person purporting to cast the vote is not the duly authorised Club Representative or if the vote is exercised contrary to the terms of a written resolution of the Club board or governing committee.
- 24.1.5 A vote shall be invalid if the voter does not include his or her or its name and address on the outer envelope which will enable the scrutineers to confirm the voter's eligibility to vote.

24.1.6 The results of the ballot shall be posted to the Clubs within fourteen (14) days after the closing date for voting.

25 FINANCIAL

- 25.1 The District Federation's financial year shall end on 31 December in each year or such other date as NZF may from time to time adopt and all financial statements shall be properly made up to that date.
- 25.2 All monies received on account of the District Federation shall be paid into the account of the District Federation with its bankers forthwith after receipt. The Board may make and give receipts, releases and discharges for moneys payable to the District Federation and for the claims and demands of the District Federation.
- 25.3 The Board may pay to or on behalf of its Clubs or other subordinate organisations such amounts as it may from time to time determine and generally it may pay or authorise its officers to pay or deal with all funds under its control in such manner and in all respects as it may from time to time decide.
- 25.4 All cheques drawn upon the bankers of the District Federation shall be signed in such manner and by such persons as the Board shall from time to time authorise provided that no cheque or other payment for any amount greater than the financial delegations authority approved by the Board shall be made or issued except on the signature of at least two (2) authorised people one of whom must be a Board member. Cheques or other negotiable instruments paid or payable to the bankers of the District Federation for collection requiring the endorsement of the District Federation may be endorsed by such person or persons as the Board shall from time to time appoint.
- 25.5 All electronic payments of the District Federation shall be made by such persons as the Board shall from time to time determine provided that no payment for any amount greater than the financial delegations authority approved by the Board shall be made unless with the written approval of at least two (2) authorised people one of whom must be a Board member.
- 25.6 The Treasurer or Chief Executive shall keep, or cause to be kept, full and proper accounts and records of the income and expenditure of the District Federation, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the assets and liabilities of the District Federation, and of all its other financial transactions and shall produce accounting records, properly maintained, and complying with all relevant standards when required by the Board.
- 25.7 Copies of the financial statements shall be supplied to each member of the Board within two (2) months after the end of the District Federation's balance date for the previous year also soon thereafter as they shall become available and in any event no later than two (2) months before the District Federation's AGM for the year.
- 25.8 The financial statements shall be audited by such a Member of the Institute of Chartered Accountants of New Zealand who is the holder of a certificate of public practice. The Board shall nominate a suitable nominee or nominees to the AGM for approval.
- 25.9 The control and investment of the funds of the District Federation shall be under the direction of the Board but subject to all general directions from time to time given by the Members in General Meeting and by NZF.

- 25.10 The District Federation shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages, securities under the Personal Property Securities Act 1999, or any other security founded or based on all or any of the property and/or rights of the District Federation and to lend money to whoever it sees fit without security and upon such terms as to priority and otherwise as the District Federation shall think fit and the powers contained in this rule may be exercised by the Board but subject always to any specific constraints set out in these Rules of the NZF Statutes.

26 COMPETITIONS

- 26.1 Football competitions shall be run of such types and during such periods as the Board shall from time to time decide is appropriate.
- 26.2 Teams affiliated to a Club shall not play against any overseas association or any team affiliated to any other District Federation without first obtaining the consent of the Board.
- 26.3 The District Federation may from time to time, and subject always to NZF policies and guidelines, issue Regulations containing detailed provisions relating to the organisation and conduct of particular competitions including Club competitions which flow from NZF competitions.

27 DISTRIBUTION OF RULES, REGULATIONS AND MATERIALS

- 27.1 NZF may from time to time produce and distribute to the District Federation a set of the current Rules and Regulations of NZF and other relevant materials as decided by NZF and any amendment or variation thereof which may from time to time be adopted.
- 27.2 The District Federation shall be responsible for seeing that its own copies of all NZF Statutes Regulations and other materials are maintained correct and up to date.
- 27.3 The District Federation shall at all times keep NZF provided with and maintain for its own use a set of its current rules and other relevant materials as from time to time required by these Rules and NZF including all amendments and variations which may from time to time be adopted and do so forthwith upon adoption at all times.

28 OWNERSHIP AND USE OF INTELLECTUAL PROPERTY

- 28.1 In these Rules and all regulations the expression "Intellectual Property" includes but is not limited to all copyright, trademarks, names, brands, designs, design rights, patents, rights and databases, technology, trade secrets, confidential information, broadcast rights, publication rights, know how, techniques, trade practices, inventions, developments, improvements, concepts, processes, systems of every type.
- 28.2 All Intellectual Property of NZF shall be and remain its sole and exclusive property except insofar as NZF may by express written agreement agree otherwise.
- 28.3 Without limiting the foregoing, NZF's name and logo and all broadcast rights relating to all games of Football played in New Zealand or by New Zealand Football teams (subject to FIFA rights) are valuable parts of its intellectual property and intimately associated with its work and the promotion of Football in New Zealand.

- 28.4 The District Federation and its Members are entitled to use and display NZF's logo appropriately but subject to such terms and conditions as may be laid down by NZF at any time.
- 28.5 Any decisions regarding the use of NZF's Intellectual Property may only be made by NZF and may be subject to such terms and conditions as NZF in its sole discretion may require.
- 28.6 All Intellectual Property of the District Federation shall be and remain its sole and exclusive property with a licence to NZF to use such Intellectual Property.

29 SPONSORSHIP

- 29.1 NZF seeks and encourages sponsorship at all levels and encourages the District Federation and its Clubs to obtain sponsorship subject to these Rules, NZF Statutes, NZF Regulations and any other NZF policies.
- 29.2 The District Federations, its Clubs, must at all times comply with the requirements of national sponsorship arrangements put in place by NZF and any regulations NZF may publish relating to sponsorship.
- 29.3 Neither the District Federations nor any of its Clubs may enter into sponsorship agreements which are contrary to any regulations or guidelines from time to time established by NZF for the purpose and shall, if required to do so by such regulations or other guidelines obtain the prior written approval of NZF so that any sponsorship arrangements are not contrary to those entered into by NZF.
- 29.4 No Club may enter into any sponsorship arrangement which is inconsistent with any sponsorship of the District Federation or any Regulation or policy of the District Federation.

30 MISCONDUCT

- 30.1 Where it is alleged that any player, coach or Player-coach, referee, Club official or other Member or spectator has been guilty of any breach of the laws of the Game or of the NZF Statutes or the NZF Regulations or these Rules, then, the Board shall have power to investigate such alleged offence and if the offence is proved, impose such penalty or penalties in accordance with the Rules of the game, the NZF Statutes or the NZF Regulations, or the Rules, the Regulations or with the rules, regulations and by-laws of FIFA as may seem appropriate.
- 30.2 This Rule shall apply not only to games and other matters under the control of the District Federation but to all matches involving members of the District Federation whether under the control of the District Federation or under the control of NZF.
- 30.3 The penalties which may be imposed by the District Federation or by the Board in accordance with this Rule (but subject to appeal to the NZF) shall include expulsion, disqualification or suspension from the District Federation (and from any Club) for a stated period, or a fine or a reprimand.
- 30.4 The effect of suspension for any period shall be that the Club, referee, player or player-coach, official or any other person may not during the period of suspension take part in the Game, nor be in any way connected with the administration of the Game in any capacity whatsoever. Any such person may also be banned from attendance as a spectator at any ground or any

fixture should the Board or appropriate committee of the District Federation imposing the suspension deem such action desirable.

- 30.5 Any Club, player, coach or player-coach who contravenes any expulsion or suspension or fails to pay any fine or comply with any other penalty awarded shall be deemed to have committed a breach of the Rules and will be liable to be dealt with in accordance with the provisions of these Rules.
- 30.6 Any Club, player, coach, player-coach, referee or other official shall have the right of appeal to NZF against any decision of the District Federation made under this Rule. This right of appeal shall be exercised in accordance with such regulations as NZF may from time to time promulgate for the purpose.
- 30.7 Any Club, player, coach, player-coach, referee or other official appearing at or the subject of any inquiry or appeal or hearing under Rule 30 shall be entitled to appear and be heard on his or her own behalf and to be accompanied by and represented by the representative of his or her choice.
- 30.8 The Board on the hearing of any appeal shall have the right to confirm, reverse, or vary the decision appealed from and shall have the right in any case to cancel any punishment imposed by the association appealed from or to alter such punishment either by increasing or decreasing its severity, so long as the punishment finally determined shall be within the limits set by the Rules and/or any Regulations or NZF Statutes and policies.
- 30.9 The procedure to be followed by the District Federation and by the Board in acting under this Rule may be laid down by regulations established by NZF.
- 30.10 Subject to the foregoing, the Board may on receiving a request to do so, review the conditions of any period of suspension imposed and shall have the power to vary or cancel same if deemed necessary.

31 DISPUTES

- 31.1 No Member of the District Federation nor any of its Clubs, nor any player or official shall bring before a Court of Law any dispute with NZF, or with the District Federation, or between any of the Members.
- 31.2 All differences and disputes which shall arise between Members or concerning the Laws of the Game of Football or the Rules or Regulations or the rules of any Club shall first be referred for resolution by negotiation or by mediation. Subject to Rule 31.3, only if a dispute or difference is not resolved by such means may any party request approval by a majority vote at a General Meeting for the matter to be referred to arbitration in accordance with the Arbitration Act 1996. Any such reference to arbitration shall be a reference to a single arbitrator to be agreed upon by the parties to the dispute or determined as provided in Rule 31.3.
- 31.3 If the Board decides that a dispute warrants reference to arbitration, then it may be referred to arbitration immediately by any party to it and no General Meeting approval is required. If the District Federation is not a party to the dispute and the parties are not able to agree on an arbitrator or any of them so request, the Board may nominate an arbitrator. If the District Federation is a party to such dispute and agreement cannot be reached on the appointment of a single arbitrator then such arbitrator shall be appointed by NZF. The decision of any

arbitrator appointed under the provisions of Rules 31.2 and 31.3 shall be final and binding upon all parties to the dispute.

- 31.4 Any decision or action of a Club, or official under the jurisdiction of the District Federation shall be subject to appeal to NZF. Such appeal shall be lodged with NZF in accordance with NZF regulations.

32 COMMON SEAL

- 32.1 The Board shall adopt a common seal and such seal shall be under the control of the Board. The common seal of the District Federation shall be deposited at the registered office and shall only be affixed to any document pursuant to a resolution of the Board and in the presence of not less than two (2) witnesses one of whom shall be a Board member and the other of whom shall either be a Board member or the Chief Executive.

33 WINDING UP

- 33.1 In the event that the District Federation is wound up then all the residue of its property and assets, after meeting all liabilities, shall be divided between such non-profit organisations which operate in and whose objects include the promotion of Football in the Federation District as NZF in its absolute discretion determines.

34 NOTICES

- 34.1 Notices to be given to the District Federation should be sent to The Board, No. 7 District Federation of Football New Zealand Incorporated at its registered office marked for the attention of the Chief Executive, and may be faxed to any fax number appropriately advised from time to time by the District Federation for the purpose so long as a confirmation copy is sent by pre-paid mail on the same day.
- 34.2 Where these Rules require any notices to be forwarded to Members then the forwarding of the notice to the Clubs shall be deemed to be service of such notice to all Members.
- 34.3 A notice may be served by the District Federation upon any specific Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to the address of the Member shown on the register of Members.
- 34.4 Any notice sent by post to a Member shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted. In proving service of the notice it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing signed by the Chief Executive or other proper officer of the District Federation that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence.
- 34.5 References in this Rule to "post" include references to any generally accepted alternative form of postal service or courier service or other means of conveyance.
- 34.6 Notice may also be given by facsimile transmission to the facsimile number of the Member in which case it shall be deemed to have been received on the day following transmission provided that:

- 34.6.1 A transmission report is produced by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the facsimile number of the Member or the recipient confirms by telephone receipt of the transmission in its entirety; and, in either case
- 34.6.2 A confirming copy of the facsimile is sent to the Member by post as above no later than the next following business day.
- 34.6.3 A confirmation copy has also been posted as required in Rule 34.1.

SCHEDULE

Districts Comprising the district federations

[The appropriate areas from the following list:]

DISTRICT FEDERATION NUMBER	DISTRICT
1	Northland and North Harbour
2	Auckland and Counties-Manukau
3	Waikato and Bay of Plenty
4	Hawkes Bay, Poverty Bay, Taranaki, Manawatu and Whanganui
5	Wellington, Wairarapa and Horowhenua/Kapiti
6	Canterbury, Nelson, West Coast, Marlborough, Mid-Canterbury
7	South Canterbury, Otago, Southland, North Otago

We, the three persons whose signatures appear below, are members of NUMBER 1 DISTRICT FEDERATION OF NEW ZEALAND FOOTBALL INCORPORATED. As Members of this Federation we hereby give notice that the Rules of the Federation have been amended in accordance with Rule 16.2 and that the amended Rules supplied with this notice are a true and correct copy, in accordance with the requirements of section 21(2) of the Incorporated Societies Act 1908.

DATED this day of 20

MEMBER

Signature

Name: _____

Occupation: _____

Address: _____

WITNESS

Signature

Name: _____

Occupation: _____

Address: _____

MEMBER

Signature

Name: _____
Occupation: _____
Address: _____

WITNESS

Signature

Name: _____
Occupation: _____
Address: _____

MEMBER

Signature

Name: _____
Occupation: _____
Address: _____

WITNESS

Signature

Name: _____
Occupation: _____
Address: _____
