

**Nelson Bays Football  
INCORPORATED**

**CONSTITUTION**

**Originally Approved 26 November 2007  
Amendments approved 28 November 2018**

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## 1 NAME

1.1 The name of the Society shall be Nelson Bays Football Incorporated (“Nelson Bays Football”).

## 2 DEFINITIONS

In these Rules and unless the context otherwise requires:

**AGM:** means the Annual General Meeting of Nelson Bays Football.

**Bylaws:** shall mean and include any bylaws, standing orders and policy statements established from time to time by Nelson Bays Football.

**Chairperson:** means the person who is at any particular time the Chairperson of the District Executive in accordance with these rules.

**Club:** means any Club, whether incorporated or not, formed and operating for the purpose of playing the game in competitions run or promoted by Nelson Bays Football and/or the District Federation; and also means any Club or grouping of Referees and/or other officials and/or administrators, whether incorporated or not, established and operating within the Federation District in relation to competitions and activities promoted or controlled by Nelson Bays Football and/or the District Federation.

**District Federation:** means the No 6 District Federation of New Zealand Football Incorporated (also known as Mainland Football).

**District Executive:** means the District Executive of Nelson Bays Football as provided for in these rules.

**FIFA:** means Federation Internationale de Football Association.

**Game:** means the game of Association Football (also known as Soccer), *Futsal* and other variants of it as governed internationally by FIFA.

**General Manager:** means a person appointed by Nelson Bays Football to manage the district in accordance with the district’s policies, procedures and plans as determined by the District Executive.

**General Meeting:** means a general meeting of the members of Nelson Bays Football. General meetings may be annual or special.

**Honorary Member:** means a Honorary Member of Nelson Bays Football in accordance with Rule 9.

**Life Member:** means a Life Member of Nelson Bays Football in accordance with Rule 10.

**Mainland Football:** is the operational name for No 6 District Federation of New Zealand Football.

**Member:** means a member of Nelson Bays Football in accordance with Rule 7.

**Nelson Bays Football:** means Nelson Bays Football Incorporated.

**Nelson Bays District:** means the Nelson region covered by the territorial local authorities Nelson City Council and T Council.

**New Zealand Football:** means New Zealand Football Incorporated.

**SGM:** means a Special General Meeting of the members of Nelson Bays Football.

**Sub Committee:** shall mean a Committee established pursuant to Rule 13.3 hereof.

### **3 REGISTERED OFFICE**

The registered office of Nelson Bays Football shall be at such a place as Nelson Bays Football from time to time may determine.

### **4 FIFA AND LAWS OF THE GAME**

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 New Zealand Football from time to time). The Laws of the Game shall be observed by Nelson Bays Football 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 New Zealand Football.

### **5 OBJECTS**

The objects of Nelson Bays Football are to:

- 5.1 Foster, advance, promote and control the playing of the game in the Nelson district and in accordance with the New Zealand Football Rules and the Laws of the Game.
- 5.2 Encourage the playing and growth of football in the Nelson Bays District including by promoting organisation of football matches at all levels and by providing such other support as is appropriate.
- 5.3 Promote a high standard of play, training, development and performance within the game in the Nelson Bays District.
- 5.4 Encourage and conduct competitions within the Nelson Bays District and with members of other districts within the Federation District.
- 5.5 Support and assist the development of financially sound clubs.
- 5.6 Foster cooperation and encourage friendly relations between clubs, players, officials and other members of Nelson Bays Football.
- 5.7 Create opportunities for all participants in the game within the Nelson Bays District including players, coaches, officials and administrators to reach their potential.
- 5.8 Act as a District Office of Mainland Football responsible for the growth and development of the game within the Nelson Bays District.
- 5.9 Make, adopt, vary and publish the rules, regulations, by-laws and any other conditions required by New Zealand Football for the regulation of all aspects of football in the Nelson Bays District and, where appropriate, elsewhere in New Zealand and to take all such steps as shall be deemed necessary or advisable or required by New Zealand Football for enforcing such rules, regulations and by-laws.
- 5.10 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 Nelson Bays District and for protecting the game from abuses.
- 5.11 Provide means for settling, and to endeavour to 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 Nelson Bays Football, the District Federation or New Zealand Football (as the case may be) shall deem proper.

5.12 Do all such things that are incidental or conducive to the attainment of the above objects.

## 6 POWERS

- 6.1 Nelson Bays Football shall have control of all competitions and matches under its jurisdiction in the Nelson Bays District and full power to adjudicate upon any matter not covered by the existing rules, subject to right of appeal by a club against any decision being submitted to New Zealand Football for confirmation, amendment or rejection.
- 6.2 Nelson Bays Football shall be free to govern itself in such matters as it thinks fit, subject to the rules and key objectives of Mainland Football.
- 6.3 The affairs of Nelson Bays Football including the management of its property and the investment of its funds shall be managed by the District Executive which may exercise all such powers of Nelson Bays Football as are set by the Incorporated Society Act 1908.
- 6.4 No member of Nelson Bays Football or any person associated with a member shall participate in or materially influence any decision made by Nelson Bays Football in respect to the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

## 7 MEMBERSHIP

Membership of Nelson Bays Football shall be confined to the following:

- 7.1 **District Executive:** The members of the District Executive during their respective terms of office.
- 7.2 **Honorary Members:** All Honorary Members of Nelson Bays Football. Honorary membership does not confer voting rights. An honorary member is entitled to attend the Annual General Meeting and any Special General Meetings but will have speaking rights only.
- 7.3 **Life Members:** All Life Members of Nelson Bays Football. Life membership does not confer voting rights. A life member is entitled to attend the Annual General Meeting and any Special General Meetings but will have speaking rights only.
- 7.4 **Players, Coaches, Officials and Club Members:** All registered players, coaches or player coaches, referees and other officials of the game, and all other club members. Individual membership does not confer voting rights. An individual member is entitled to attend the Annual General Meeting and any Special General Meetings but will have speaking rights only. Individual members must be financial members according to the rules of their club or organisation.
- 7.5 **Clubs:** Each affiliated club which is duly registered and financial with Nelson Bays Football. Each club must provide for players of the age determined by New Zealand Football and may apply for membership by making an application in writing to the General Manager of Nelson Bays Football. Such application shall be accepted or declined by the District Executive at their next meeting and the club making an application shall be notified of their decision in writing. Voting rights for clubs are conferred under Rule 19.
- 7.6 **Members of Nelson Bays Football shall be bound by these rules and other rules, regulations and policies that are promulgated from time to time by Nelson Bays Football, Mainland Football and NZ Football.**

## **8 CESSATION OF MEMBERSHIP**

- 8.1 A member of Nelson Bays Football whether an individual or a club shall cease to be a member if such a member shall voluntarily resign.
- 8.2 If such a member or club shall fail to pay its annual registration fees or any other monies that become due to Nelson Bays Football then membership of Nelson Bays Football will lapse in accordance with Rule 8.4 of this Constitution.
- 8.3 A member or club through misconduct or conduct calculated to bring Nelson Bays Football into disrepute, or by taking any actions contrary to the provisions of this constitution may be disqualified from being a member of Nelson Bays Football in accordance with Rule 8.5 of this Constitution.
- 8.4 Lapse of membership for non-payment of fees or any other monies due to Nelson Bays Football in accordance with Rule 8.2 shall occur if payment is not made by the later of one (1) month of the due date or such later date as the District Executive may allow at its sole discretion to meet extenuating circumstances.
- 8.5 Disqualification of a member under Rule 8.3 shall occur only if at a meeting of the District Executive a resolution is passed by a majority of not less than two thirds of those present to remove such person from membership (and where the person in question is a District Executive member then the majority shall be calculated excluding that person). Any decision relating to disqualification under this rule shall be subject to appeal to Mainland Football.

## **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 Nelson Bays 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 District Executive not later than forty (40) days (or such later date as the District Executive 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 District Executive for their consideration. The District Executive 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 days prior to the AGM (or such later date as the District Executive may allow).

## **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 Nelson Bays 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 District Executive not later than forty days (or such later date as the District Executive 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 District Executive for their consideration. The District Executive 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 days prior to the AGM (or such later date as the District Executive may allow).

## 11 SUBSCRIPTIONS

- 11.1 New Zealand Football may from time to time prescribe and amend by regulation annual and competition fees and other fees payable by members and may require these 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 New Zealand Football Regulation or policy. The District Federation may require that both New Zealand Football and District Federation fees be collected by Nelson Bays Football on their behalf. In such case, Nelson Bays Football may collect these fees and pay them to the District Federation.
- 11.2 There shall be an annual affiliation fee which shall be determined by the District Executive. All members must pay, as and when due, all fees, levies or subscriptions of every kind for which it or he or she may be or become liable in accordance with these rules, the rules of the District Federation or the Rules of New Zealand Football.
- 11.3 All affiliation fees shall be paid to Nelson Bays Football no later than the published due date in any year. A ten percent penalty will be added to any amounts not paid by the due date.
- 11.4 Unless an extension of time is granted by the District Executive, Clubs who have not paid their fees in full within twenty-one days of the due date will not be eligible to compete until such payment is made. Teams from such clubs will be deemed to be in default and the points awarded to the opposing team. Continued failure to pay such fees may result in termination of membership as provided in Rule 8. The District Executive will not grant an extension without good reason.

## 12 FINANCIAL YEAR

The financial year end of Nelson Bays Football shall be ~~31 December~~ 30 September.

## 13 STRUCTURE

- 13.1 District Executive
- a The affairs of Nelson Bays Football will be governed by a District Executive in accordance with Rule 14 of these rules.
- b The District Executive shall comprise:
- i Four members elected at the Annual General Meeting; and
  - ii Four members appointed by a selection committee convened by the District Executive; and
  - iii Such additional members co-opted as deemed necessary by the District Executive to provide particular skills or expertise.
- c The District Executive will seek appointees with the skills, knowledge and competency to balance and enhance the overall skill base of the District Executive.
- d The term of office of elected and appointed members of the District Executive shall be two years commencing at the conclusion of the AGM. Each year two of the four elected and two of the four appointed members will retire but may seek re-election or re-appointment providing they are eligible.
- e The term of office of co-opted members shall be for a period determined by the District Executive

- ~~f. At the first AGM under these rules, two of the four elected members will retire by agreement and two will remain in office. This will be decided by agreement or otherwise by drawing lots.~~
- ~~g. The term of these two rolled over elected members will be 1 year. Elections will take place for two new elected members whose term will be two years.~~
- ~~h. For the first year under these rules two of the four appointed members will be appointed for 1 year terms and two for 2 year terms.~~
- ~~i. If, for any reason in any year, there are less than two elected members eligible to continue in office in accordance with (d) above, the District Executive may, to ensure continuity, decide that any other existing elected member or members may continue to hold office instead provided that there are elections for two new members at each AGM.~~
- g. The District Executive may fill any vacancy among elected District Executive members left open at the conclusion of the AGM.
- h. The District Executive may fill any vacancy that arises among elected or appointed members. The term of office of such members shall be the same as the member he or she is replacing.
- i. Elected and appointed members have full voting and speaking rights at all meetings. Co-opted members shall not have voting rights but shall be accorded speaking rights by the Chairperson.
- j. A Chairperson ***and a Deputy Chairperson*** shall be elected by the District Executive members at their first meeting, or as soon as practicable.
- k. ***The Deputy Chairperson shall, in the absence of the Chairperson, carry out the duties and functions of the Chairperson as set out in these rules. The Chairperson may also delegate some duties and functions to the Deputy Chairperson.***

### 13.2 Competition Meetings

- a. Meetings of delegates appointed by individual clubs as their representatives shall be convened in respect of each of the competitions operating during each season (e.g. Junior, Men, Women). Each club that has teams in any such competition or competitions will be entitled to 2 delegates to each such competition meeting.
- ~~b. Each competition will, at their first meeting immediately after the Annual General Meeting (or as soon as practicable) elect a Chairperson who will chair all meetings. In his/her absence the meeting shall be chaired by any member duly elected by those present.~~
- ~~b. ***Meetings shall be convened by the General Manager and chaired by a member of the District Executive, the General Manager or a Nelson Bays Football staff member.***~~
- ~~e. Competition delegates meetings will meet no later than 4 weeks before the commencement and 4 weeks after the conclusion of each competition to discuss issues relating to their respective competition. Other meetings may also be held as required.~~
- c. ***Competition delegates' meetings shall be convened at least twice per year – pre and post season – and at other times as required.***
- d. Each delegate (or their officially nominated proxy) shall be entitled to have one vote. The competition meetings are advisory and do not have decision making powers. A report from each competition meeting will be forwarded to Clubs, and to the District Executive.

### 13.3 Subcommittees

The District Executive may appoint sub-committees for specific purposes (eg Financial, Festival, Referees, *National or Regional Leagues or Tournaments, Futsal*) as necessary. Membership will be determined by the District Executive.

#### 13.4 Judicial Committee

- a The District Executive shall appoint a Judicial Committee of three persons to hear any complaints received from:
  - i referees or officials from any game under the jurisdiction of Nelson Bays Football; or
  - ii clubs. Complaints from clubs must be on club letterhead, signed by the Secretary and submitted with the required fee as set by the District Executive from time to time.
- b Nelson Bays Football may, at its discretion, receive and act on any complaint which does not meet the criteria set out in Rule 13.4(a) above if, in the opinion of Nelson Bays Football, the complaint is of a serious nature or brings the game in to disrepute.

### 14 **POWERS OF THE DISTRICT EXECUTIVE**

- 14.1 The District Executive shall develop and implement such plans, policies and procedures, and take such actions necessary to achieve the objects of Nelson Bays Football as set out in Rule 5 above.
- 14.2 In furtherance, and not in limitation of, and without prejudice to the general power conferred or implied in the preceding clause, it is hereby expressly declared that the District Executive shall be entrusted with, and may exercise and perform the following powers and duties:
  - a It may from time to time take all steps and proceedings and do all acts and things it may consider advisable for carrying into effect the objects of Nelson Bays Football.
  - b It shall employ a General Manager who shall be responsible for managing the affairs of the district in accordance with the plans, policies and procedures in force at any given time as set out in an employment agreement. Duties will include the appointment and management of staff and contractors, servicing the District Executive, raising the profile of Nelson Bays Football and the game generally and building relationships with key stakeholders and organisations.
  - c It may institute, conduct, defend, compound or abandon any legal proceedings by or against Nelson Bays Football or its officers or otherwise concerning the affairs of Nelson Bays Football, and may also compound and allow time for payment in satisfaction of any debts under any claim or demands by or against Nelson Bays Football.
  - d The District Executive may effect insurance for District Executive members, employees and contractors of the District Executive in respect of:
    - i liability not being criminal liability, for any act or omission in his or her capacity as a District Executive member or employee; or
    - ii costs incurred by such District Executive member or employee in defending or settling any claim or proceeding relating to such liability; or
    - iii costs incurred by a District Executive member or employee in defending any criminal proceedings taken in relation to their capacity as a District Executive member or employee on which they are acquitted.
  - e It may refer any claims by or against Nelson Bays Football to arbitration, and observe and perform any orders made in respect of same.

- f It may control, invest and deal with any of the funds or monies of Nelson Bays Football in such manner as it shall think fit, and from time to time may vary such investments, or realise the amount invested therein and it may bank the monies of Nelson Bays Football in such bank or banks and operate thereon as the District Executive may determine.
- g It may in its absolute discretion appoint such properly elected District Executive members or such other persons as it deems necessary to form a sub committee for such purpose as the District Executive in its discretion shall determine.
- h Any committee, including sub committees, appointed by the District Executive shall have powers only as the District Executive shall from time to time determine and the District Executive may, at any time revoke, alter or extend such powers.
- i The District Executive shall have the power to make such by-laws, standing orders and policy statements it deems necessary from time to time for the purposes of:
  - i administering the affairs of Nelson Bays Football including the powers and procedures of any Sub Committee, and
  - ii providing effective governance and management.
- j All by-laws, standing orders and policy statements as made shall remain in force until repealed by the District Executive.
- k Any District Executive member shall, with the approval of the District Executive, be entitled to hold office and act as professional advisor for profit and may contract with Nelson Bays Football provided they disclose their interest in any contract and shall not vote in regard to the appointment to any office or in respect of any contract in which they are interested.
- l *The District Executive may approve the payment of honoraria as it sees fit to cover reasonable expenses or to provide a level of remuneration for services not covered in Rule 14.2(k) above.*

14.3 The District Executive shall have the power to delegate such of its business as it may deem necessary to a relevant Sub-Committee or to the General Manager. This does not absolve the District Executive of its responsibilities however, and the District Executive has the right to veto any decisions made by a Sub Committee or the General Manager.

## **15 MEETINGS OF THE DISTRICT EXECUTIVE**

- 15.1 Meetings of the District Executive shall be held no fewer than nine (9) times per year at such time and place as the District Executive may determine.
- 15.2 The Chairperson may convene a meeting of the District Executive at any time or the General Manager shall at the request of not less than half the members of the District Executive convene a meeting of the District Executive upon giving seven working days' notice to all members of the District Executive.
- 15.3 District Executive members will be advised in advance of the time, date and place of meetings. The agenda, together with relevant papers, for each meeting will be forwarded at least seven days in advance of the meeting.
- 15.4 Minutes of all District Executive meetings shall be distributed to the District Executive Members within two weeks of the meeting.
- 15.5 Should any District Executive member be absent from any three (3) consecutive meetings without suitable apology, he/she shall cease to be a District Executive member.

- 15.6 A quorum shall consist of a minimum of half of the members of the District Executive. A meeting of the District Executive 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 District Executive by any means whatsoever.
- 15.7 Each member of the District Executive, other than co-opted members, personally present at a meeting of the District Executive shall have one vote.
- 15.8 All matters shall be determined by a simple majority of the votes cast. In the case of any equality of votes the Chairperson shall have a casting vote in addition to any other vote which they may be entitled to.
- 15.9 A resolution in writing ~~signed~~ **approved** by ~~seventy-five~~ **at least fifty** percent of the members of the District Executive shall be as valid and effectual as if it had been passed at a meeting of the District Executive duly called and constituted, provided that advance written notice including the text of the resolution shall have been given to each District Executive member ~~in accordance with Rule 15.2 as if it were notice summoning a meeting of the District Executive.~~ A copy of any resolution so made shall be forwarded to each District Executive member as soon as practicable after adoption. **Voting on such resolutions by email or other electronic means is permitted.**
- 15.10 District Executive members are not representatives of any club, society or constituency and are obliged to exercise their powers in the best interests of and for the benefit of Nelson Bays Football. Members shall declare any conflict of interest that they may have and, depending on the circumstances, may need to abstain or withdraw from discussion or decision making on such matters. Conflicts of interest may be pecuniary or non-pecuniary.

## **16 ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS**

- 16.1 There shall be an Annual General Meeting and there may be, as the need arises or on request in terms of Rule 16.8, Special General Meetings of Nelson Bays Football.
- 16.2 Annual and Special General Meetings are open to all delegates (as per Rule 16.3), players, parents of players and interested parties from affiliated clubs, but only delegates shall have speaking and voting rights except that the Chairperson may extend speaking rights to other persons in attendance.
- 16.3 Each club affiliated to Nelson Bays Football shall be entitled to two delegates to the Annual General Meeting and Special General Meetings. ~~Such delegates shall have full speaking and voting rights. Proxies shall be permitted provided that the proxy delegate is from the same club and the proxy form is signed by that club's President or Secretary. No delegate (proxy or otherwise) will be permitted to exercise more than one vote.~~
- 16.4 Each club must advise Nelson Bays Football of the names and contact details of its delegates ~~on the prescribed form signed by the Club President or Secretary~~ 14 days **(or other period as determined by the District Executive)** before the Annual or any Special General Meeting.
- 16.5 **Proxies shall be permitted provided the proxy delegate is from the same club and proxy form is signed by that clubs president or secretary. Clubs may submit proxy appointments up until the commencement of the Annual or General Meeting.**
- 16.6 **No delegate, proxy or otherwise, shall be permitted to exercise more than one vote.**
- 16.7 The Annual General Meeting shall be held before the ~~31st day of March~~ **31<sup>st</sup> day of December** each year. Twenty-eight days notice of date, time and place of such meeting shall be given by circular and by public notice **via electronic and social media** to all clubs and others eligible to appoint delegates.

- 16.8 Order of business at Annual General Meetings shall be as follows:
- a. Roll Call
  - b. Apologies
  - c. Obituaries
  - d. Minutes of the previous Annual General Meeting.
  - e. Matters arising from the previous minutes.
  - f. Chairperson's report
  - g. General Manager's report
  - h. Regional Coaching Development Officer's report
  - i. Referee Development Officer's report
  - j. Presentation of Annual Financial Statement
  - k. Notices of Motion/Remits
  - l. Election of District Executive members
  - m. Appointment of Auditor
  - n. Notified General Business
- 16.9 The Annual Reports (as per Rule ~~16.6~~ 16.8 ~~vis-à-vis~~ f to i above) plus an Annual Financial Statement will be sent to club secretaries no less than 14 days prior to the AGM.
- 16.10 Special General Meetings of Nelson Bays Football may be called by the District Executive and shall be called if required in writing by a minimum of 25% of financial clubs.
- 16.11 Notice of not less than twenty-eight days shall be given of any Special General Meeting and the notice shall specify the nature of the business to be transacted.
- 16.12 At any Special General Meeting no business shall be conducted save that which has been specified in the notice calling the meeting unless with the consent of two-thirds of those present entitled to vote.
- 16.13 Minutes of all General Meetings shall be distributed to financial clubs of Nelson Bays Football and shall be available on request to Life and Honorary members of Nelson Bays Football.
- 16.14 The Chairperson of the District Executive will officiate as Chairperson for all General Meetings, but in his/her absence the meeting shall be taken by any other District Executive member duly elected by those present.
- 16.15 All delegates from any club whose subscriptions and/or levy has not been paid for the previous and/or current financial year shall not be eligible to vote at the Annual or any other General Meeting.
- 16.16 Any business discussed or decided at any meeting either of Nelson Bays Football or of any committee thereof or of the District Executive shall be treated as strictly confidential if so decided by a resolution of that meeting.

## **17 NOTICES OF MOTION (REMITTS)**

- 17.1 Notices of motion or proposals to amend the rules at the Annual General Meeting shall be given in writing to the General Manager by the last day of December each year.
- 17.2 Each remit must have been proposed by a club, the District Executive or a Competition Committee, and must include explanatory notes detailing the reason for the remit.
- 17.3 Where amendments to the Rules and Regulations are proposed, voting must be in accordance with Rule 27.2

## 18 QUORUM

- 18.1 No business shall be transacted at any General Meeting of Nelson Bays Football unless a quorum of delegates, (appointed by their clubs as provided in Rules 16.3 and 16.4) is present at the time the meeting proceeds to such business.
- 18.2 The quorum for any general meeting or sub committee meeting shall be one third of registered voting delegates.
- 18.3 If within half an hour from the appointed time for any meeting a quorum is not present, the meeting shall stand adjourned ~~to the same day seven days later at the same time or at such other time as~~ to a later date and time as may be directed by the Chairperson.
- 18.4 **A quorum is not required for the second meeting unless any item proposes the amendment of these rules, elections for the District Executive or the dissolution of Nelson Bays Football.**

## 19 VOTING AT GENERAL MEETINGS

- 19.1 The following shall be entitled to vote at any general meeting:
- a delegates elected by their clubs in accordance with Rule 16.3, and
  - b members of the District Executive.
- 19.2 Each delegate and District Executive member shall be entitled to one vote each.
- 19.3 In the case of any equality of votes whether by show of hands or by any secret ballot, the Chairperson shall have a casting vote in addition to any other vote to which they may be entitled.
- 19.4 All matters shall be determined in accordance with the simple majority of votes cast with the exception of amendments to the Rules and Regulations (see Rule 27.2).
- 19.5 Voting at all General Meetings shall be by show of hands unless a secret ballot is called for. Alternatively, the Chairperson may, at his or her discretion, require that a secret ballot be conducted instead of a show of hands. On a show of hands each delegate present in person shall have one vote only. On a poll votes may be given personally and every delegate present in person (entitled to vote) shall have one vote only.
- 19.6 Proxies shall only be permitted as provided for in Rules ~~16.3~~ **16.5 - 16.6.**
- 19.7 ~~A member who is forced to be absent from a meeting due to extreme emergency or illness may, at the discretion of the Chairperson and with the permission of the meeting, have their vote recorded.~~

## 20 DUTIES AND POWERS OF THE CHAIRPERSONS

- 20.1 It shall be the duty of the Chairperson of the District Executive to:
- a maintain oversight of the business and affairs of Nelson Bays Football.
  - b attend and preside over District Executive and general meetings and to keep order thereat.
  - c conduct the business at the above meetings and decide all points of order.
  - d perform the duties as may usually appertain to the office of chairperson.
- 20.2 It shall be the duty of the Chairperson of ~~each competition committee~~ **other meetings** to:
- a attend and preside over meetings, to keep order thereat.
  - b conduct the business at the above meetings and decide all points of order.
  - c perform the duties as may usually appertain to the office of Chairperson.

- d ensure that the minutes of, and any recommendations from the meeting are forwarded promptly to the General Manager.

~~20.3 It shall be the duty of the Chairperson of each subcommittee to:~~

- ~~a attend and preside over meetings, to keep order thereat.~~
- ~~b conduct the business at the above meetings and decide all points of order.~~
- ~~c perform the duties as may usually appertain to the office of Chairperson.~~
- ~~d ensure that the minutes of, and any recommendations from the meeting are forwarded promptly to the General Manager.~~

20.3 When presiding at a meeting the Chairperson of that meeting shall have the power:

- a to exercise a vote and a casting vote in the case of any equality of votes.
- b to decide the order of business, to put motions and declare the result of the voting.
- c to order the removal from the meeting of any person obstructing the business of the meeting or behaving in a disorderly manner or any person not entitled to be present at such meetings.
- d by resolution of a meeting or in the absence of a quorum, to adjourn a meeting or declare a meeting closed.

## 21 FINANCE

21.1 The end of the financial year for Nelson Bays Football is ~~31 December~~ **30 September.**

21.2 The District Executive shall ensure that proper accounting records are kept including details of:

- a all sums of monies received and expended by Nelson Bays Football, and
- b all the assets and liabilities of Nelson Bays Football including all mortgages, charges and securities of any description affecting any of the property of the organisation.

21.3 The General Manager will provide the District Executive with monthly reports against budget showing all income and expenditure for the period drawing attention to any financial issues that need to be addressed.

21.4 Financial clubs may at any reasonable time inspect the accounting records and books of Nelson Bays Football, other than personnel or records relating to matters considered in confidence.

21.5 At the Annual General Meeting in each year the District Executive shall present the audited financial statements for the previous financial year. Every such financial statement will be accompanied by a report prepared by the Auditor, (appointed for the purpose by the District Executive) on the financial affairs of Nelson Bays Football and signed by the Auditor.

21.6 All payments out of Nelson Bays Football funds shall be made by order of the District Executive by cheque, signed by any two (2) of the Chairperson, General Manager and any other Executive member(s) so authorised as signatories. The above signatories shall be the Trustees. Alternative internet banking arrangements may be entered into provided that appropriate fraud controls are in place **with each transaction being verified by two authorised signatories as above.**

21.7 No two (2) authorised signatories shall be related (de facto or otherwise) in any way or reside at the same address.

## 22 DISPUTES

22.1 No member of Nelson Bays Football, nor any of its clubs, nor any player or official, shall bring before a Court of Law any dispute with Nelson Bays Football, or between any of the members.

- 22.2 The parties to any differences or disputes which shall arise shall, in the first instance, endeavour to resolve the dispute by negotiation or by mediation.
- 22.3 If the dispute is not resolved the parties may seek approval from Nelson Bays Football to refer the matter 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 22.4. This includes disputes to which Nelson Bays Football may be a party.
- 22.4 If the District Executive 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 however, the District Executive does not support the dispute being referred to arbitration, the parties may request a General Meeting to consider this decision. If such General Meeting approves arbitration, then any party may proceed forthwith.
- 22.5 If Nelson Bays Football is not a party to the dispute and the parties are not able to agree on an arbitrator, or if any of them so requests, the District Executive may nominate an arbitrator. If Nelson Bays Football 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 Mainland Football. The decision of any arbitrator appointed under the provisions of Rules 22.3 and 22.4 shall be final and binding upon all parties to the dispute.
- 22.6 Any decision or action of a club, or official under the jurisdiction of Mainland Football shall be subject to appeal to New Zealand Football. Such appeal shall be lodged with New Zealand Football in accordance with New Zealand Football regulations.

## **23 NOTICES**

- 23.1 Nelson Bays Football shall, as required by the Incorporated Societies Act 1908, enter in the register of members, the names and addresses of each member. The address to be entered shall be that furnished by the member on application for membership, unless subsequently amended by the member in writing.
- 23.2 The last address of a member entered in the register in pursuance of clause 23.1 shall be known as his/her registered address. Any notice required to be sent to any member shall be sent ordinary post to such address and deemed to be delivered in the ordinary course of post. Where an email address has been supplied, a notice sent to that email address shall be deemed to have been delivered as if it was sent to the member's registered address.

## **24 COMMON SEAL**

- 24.1 Nelson Bays Football will adopt a Common Seal and such a seal shall be under the control of the District Executive.
- 24.2 The Common Seal of Nelson Bays Football shall be deposited at the registered office and shall never be affixed to any document except in the presence of two District Executive members of Nelson Bays Football together with the General Manager in pursuance to a resolution of the District Executive.
- 24.3 Every use of the Seal shall be recorded in a register showing the purpose it was used for, date of use and validating District Executive member's names.

## **25 BORROWING POWERS**

- 25.1 Nelson Bays Football may from time to time borrow money from its bankers or otherwise as may be expedient for the purpose of carrying out the objects of Nelson Bays Football and may also

mortgage, pledge or otherwise charge any property or assets of Nelson Bays Football in order to secure any loans.

- 25.2 Any funds borrowed must be approved by a special resolution at an Annual General Meeting or Special General Meeting.

## **26 WINDING UP**

If upon the winding up or dissolution of Nelson Bays Football, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of Nelson Bays Football but shall be given or transferred to some other organisation or body having objectives similar to the objectives of Nelson Bays Football or, in default, to some other charitable organisation or purpose within New Zealand.

## **27 ALTERATION OF THE RULES**

- 27.1 Nelson Bays Football may alter all or any of these rules or make new rules to the exclusion of or in addition to all or any of these rules (apart from those identified in clause 27.3) by a resolution of the members passed at a duly constituted General Meeting and entitled to vote thereat **PROVIDED** that the notice convening such meeting states that alterations to the rules will be considered thereat and indicates the general nature of the proposed alteration/s. And provided further that the said notice is given to each member in writing not less than twenty-eight clear days before the date of the meeting.
- 27.2 No amendments or alterations to the Rules shall be made unless supported by at least two thirds of the votes cast at any General Meeting of Nelson Bays Football.
- 27.3 No addition to or alteration or recession of the rules shall be approved if it affects the objects of Nelson Bays Football, the personal benefit clause or the winding-up clause. The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.