

# Rules of Upper Hutt Hockey Club Incorporated

## The Society

### 1. Name

- 1.1. The name of the society is Upper Hutt Hockey Club ("the Society").

### 2. Registered Office

- 2.1. The Registered Office of the Society shall be at the residence of the Treasurer.

### 3. Purposes of Society

- 3.1. The purposes of the Society are to:
- a. Promote the sport of hockey;
  - b. Provide opportunities for members to improve their knowledge and ability in the game of hockey;
  - c. Promote and develop umpires;
  - d. Promote social interaction through the sport of hockey; and
  - e. Do anything necessary or helpful to the above purposes.
- 3.2. Pecuniary gain is not a purpose of the Society. This section shall not apply to honorarium of officers of the club.

## Management of the Society

### 4. Managing Committee

- 4.1. The Society shall have a managing committee ("the Committee"), comprising the following persons:
- a. The President;
  - b. Club Captains (2); 1 Male Representative, 1 Female Representative
  - c. Junior Convenor;
  - d. The Secretary;
  - e. The Treasurer; and
  - f. Such other Members as the Society shall decide.
- 4.2. Only Members of the Society may be Committee Members.
- 4.3. There shall be a minimum of Eight Committee Members, including Officers noted above.

### 5. Appointment of Committee Members

- 5.1. At the Society's AGM, the Members may decide by majority vote:
- a. How large the Committee will be;
  - b. Who shall be the President, Club Captains, Junior Convenor, Secretary, and Treasurer ("Officers"); and
  - c. Whether any Committee Member may hold more than one position as an officer.
- 5.2. Upon appointment or re-appointment, Committee Members are required to complete and sign 'officer consent forms', in line with the qualification eligibility criteria set out in section 47 of the Incorporated Societies Act 2022.

## **6. Cessation of Committee Membership**

- 6.1. Persons cease to be Committee Members when:
  - a. They resign by giving written notice to the Committee.
  - b. They are removed by majority vote of the Society at a Society Meeting.
- 6.2. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

## **7. Nomination of Committee Members**

- 7.1. Nominations for members of the Committee shall be called for at the AGM, and must be agreed to by a majority of the quorum present
- 7.2. If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 7.3. If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 7.4. If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

## **8. Role of the Committee**

- 8.1. Subject to the rules of the Society ("The Rules"), the role of the Committee is to:
  - a. Administer, manage, and control the Society;
  - b. Carry out the purposes of the Society, and use money or other assets to do that;
  - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
  - d. Set accounting policies in line with generally accepted accounting practice;
  - e. Delegate responsibility and co-opt members where necessary;
  - f. Ensure that all Members follow the Rules;
  - g. Decide how a person becomes a Member, and how a person stops being a Member;
  - h. Decide the times and dates for Meetings, and set the agenda for Meetings;
  - i. Decide the procedures for dealing with complaints;
  - j. Set Membership fees, including subscriptions and levies;
  - k. Determine the Club colours consistent with the process laid down by the WHA rules; and
  - l. Make rules.
- 8.2. The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.
- 8.3. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 8.4. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

## **9. Roles of Committee Members**

### **9.1. The President is responsible for:**

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Upper Hutt Hockey Club Incorporated at each Annual General Meeting; and
- f. Ensuring the club is represented at WHA and HNZ meetings

### **9.2. The Secretary is responsible for:**

- a. Recording and distributing the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d. Receiving and replying to correspondence as required by the Committee;
- e. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- f. Advising members of any AGM or SGM by written notice;
- g. Advising the Registrar of Incorporated Societies of any rule changes; and
- h. Ensuring registrations have been submitted correctly to both WHA and the club officers;

### **9.3. The Treasurer is responsible for:**

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies (see 8.1.d);
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines;
- e. Making Grant applications and filing accountability statements to trusts once the funds have been spent (this can be delegated to other members of the committee); and
- f. Preparing annual financial statements for inspection, to be undertaken by a suitably qualified "reviewer" as noted on 20.1

### **9.4. The Club Captains are responsible for:**

- a. Working with coaches in an advisory capacity;
- b. Organising club days and trials;
- c. Acting as mediator between coaches, players and the Management Committee;
- d. Assisting with the Allocation and collection of uniforms and equipment;
- e. Keeping records of team results to give to a member of the society tasked with updating the Society's website and social media pages;
- f. Providing records of representative honours to the secretary for recognition at the end of season prize giving; and
- g. Other tasks as requested by the committee.

9.5. The Junior Convenor is responsible for:

- a. Administration of the junior component of the Club;
- b. Preseason registration activity;
- c. Placement of children into teams;
- d. Appointment of team coaches, managers and junior support roles;
- e. Key liaison point for junior-related communication with WHA;
- f. Organisation of junior activities and prize-giving; and
- g. Assist with the co-ordination of fundraising activities.

## **10. Committee Meetings**

- 10.1. Committee meetings may be held via video, email or telephone conference, or other formats as the Committee may decide.
- 10.2. No Committee Meeting may be held unless more than half of the Committee Members attend.
- 10.3. The President shall chair Committee Meetings or if the President is absent, the Committee shall elect a Committee Member to chair that meeting.
- 10.4. Decisions of the Committee shall be by majority vote.
- 10.5. The President or person acting as President has a casting vote, that is, a second vote.
- 10.6. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 10.7. Subject to these Rules, the Committee may regulate its own practices.
- 10.8. The President or their nominee shall adjourn the meeting if necessary.
- 10.9. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Membership**

### **11. Types of Members**

- 11.1. Membership may comprise different classes of membership as decided by the Society:
  - a. Life Members. Members at the Annual General Meeting shall have the power to elect to Life Membership any such person who has rendered significant service to the Club, provided that such nomination shall have the prior approval of the Society Committee. Life Members shall be entitled to a vote at any Society Meeting. Life Members if still playing will not incur a subscription.
  - b. Playing Members. All those persons registered as players in any of the Club's teams, registered with WHA.
  - c. Non-Playing Members. Coaches, Team Managers as appointed by the committee.
- 11.2. Voting Rights are allocated as follows
  - a. Life Members. 1 vote
  - b. Playing members – members over 15 years of age who are financial with the club at the time of voting. 1 vote
  - c. Non Playing Members – currently active non playing members over 15 years of age at the time of voting (as defined by 11.1.c). 1 vote

11.3. Members have the rights and responsibilities set out in these Rules.

## **12. Admission of Playing Members**

12.1. To become a Playing Member, a person ("the Applicant") must:

- a. Complete registration, including providing consent to being a member of the Society;
- b. Pay subscriptions by the date set by the Committee each season;
- c. Supply any other information the Committee requires.

12.2. The Committee shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

## **13. The Register of Members**

13.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members, this register can be held electronically.

13.2. If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.3. Each Member shall provide such other details as the Committee requires.

13.4. Members shall have reasonable access to the Register of Members.

13.5. The Society will only use this information for the purpose it has been gathered for, and not share this information with other entities unless permission has been granted by the individual first.

## **14. Cessation of Membership**

14.1. Any Member may resign by giving written notice to the Secretary.

14.2. Membership can be terminated in the following ways:

- a. Failure to pay the society subscription fee by the nominated date;
- b. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
  - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
  - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership;
  - iii. State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership;
  - iv. State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
- c. Fourteen days after the Member receives the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

- d. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- e. When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- f. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

## **15. Obligations of Members**

- 15.1. All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 15.2. All members must adhere to the Wellington Hockey Association constitution and by the regulations, rules, code of conduct and policies of the Wellington Hockey Association.

## **Dispute Resolution Procedures**

### **16. How complaint is made**

- 16.1. A member or an officer may make a formal complaint or serious allegation by giving to the committee (or a complaints subcommittee) a notice in writing (email or letter) that —
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the Society.
- 16.2. The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
  - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
  - b. sets out the allegation to which the dispute relates.
- 16.3. The information given under subclause 16.1.b. or 16.2.b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

### **17. Person who makes complaint has right to be heard**

- 17.1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 17.2. If the Society makes a complaint —
  - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the Society.
- 17.3. Without limiting the manner in which the member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if —
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

**18. Person who is subject of complaint has right to be heard**

- 18.1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
- a. has engaged in misconduct; or
  - b. has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- 18.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 18.3. If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- 18.4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
- a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

**19. Investigating and determining dispute**

- 19.1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 19.2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

**20. Society may decide not to proceed further with complaint**

- 20.1. Despite the clause 'Investigating and determining dispute' above, the Society may decide not to proceed further with a complaint if —
- a. the complaint is trivial; or
  - b. the complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a member or an officer has engaged in material misconduct:
    - ii. that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022:
    - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
  - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d. the person who makes the complaint has an insignificant interest in the matter; or
  - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
  - f. there has been an undue delay in making the complaint.

**21. Society may refer complaint**

- 21.1. The Society may refer a complaint to —
- a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

- 21.2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, or facilitation).

**22. Decision makers**

- 22.1. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —
- a. impartial; or
  - b. able to consider the matter without a predetermined view.

## **Money and other assets of the Society**

**23. Use of Money and Other Assets**

- 23.1. The Society may only use money and other assets if:
- a. It is for a purpose of the Society;
  - b. It is not for the sole personal or individual benefit of any Member;
  - c. That use has been approved by either the Committee or by majority vote of the Society.

**24. Subscriptions and Levies**

- 24.1. If any Member does not pay their Subscription or levy by the date set by the Committee or the Society, the Secretary/Treasurer will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

**25. Additional Powers**

- 25.1. The Society may:
- a. Employ people for the purposes of the Society;
  - b. Exercise any power a trustee might exercise;
  - c. Invest in any investment that a trustee might invest in;
  - d. Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

**26. Financial Year**

- 26.1. The financial year of the Society begins on 1 October of every year and ends on 30 September of the next year.



## **27. Assurance on the Financial Statements**

- 27.1. The Society shall appoint an accountant to inspect the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

- Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- Additional information that the reviewer may request from the Committee for the purpose of the review; and
- Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

## **Conduct of meetings**

### **28. Society Meetings**

- 28.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 28.2. The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.
- 28.3. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.
- 28.4. The Secretary shall:
- a. Give all Members at least 21 days Written Notice of the business to be conducted at any Society Meeting;
  - b. The Secretary will also provide, where appropriate:
    - i. A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;
    - ii. Notice of any motions and the Committee's recommendations about those motions;
    - iii. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 28.5. All Members may attend and vote at Society Meetings.
- 28.6. No Society Meeting may be held unless at least 10 eligible Members attend. (This will constitute a quorum)
- 28.7. All Society Meetings shall be Chaired by the President. If the President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.
- 28.8. On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:
- a. Voices;
  - b. Show of hands;
  - c. Secret ballot.

- 28.9. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting, that is, second vote.
- a. The business of an Annual General Meeting shall be:
  - b. Receiving any minutes of the previous Society's Meeting(s);
  - c. The President's report on the business of the Society;
  - d. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
  - e. Election of Committee Members;
  - f. Determining the Honoraria for the Society Secretary, Treasurer and, for 2 years, the Independent Chairperson;
  - g. Motions to be considered;
  - h. General business.
- 28.10. The President or their nominee shall adjourn the meeting if necessary.
- 28.11. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **29. Motions at Society Meetings**

- 29.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10% of eligible Members:
- a. It must be voted on at the Society Meeting chosen by the Member;
  - b. The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
  - c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 29.2. The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

## **Altering the rules**

### **30. Altering the Rules**

- 30.1. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 30.2. Any proposed motion to amend or replace these Rules shall be signed by at least 10% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 30.3. At least 14 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 30.4. When a Rule change is approved by a Society Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

## **Bylaws**

### **31. Bylaws to govern the Society**

- 31.1. The Committee may from time-to-time, make, alter, or rescind bylaws for the general management of the Society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws shall be available for inspection by any member on request to the Secretary.

## **Trustees**

### **32. Trustees**

- 32.1. There shall be two Trustees. At each AGM meeting one Trustee shall retire and a new Trustee shall be appointed by the meeting and shall hold office for a period of two years. A Trustee who retires shall be eligible for re-appointment. The Trustee shall not be removed from office except by vote of a SGM called for this purpose. In the event of the death of a Trustee the Executive shall have the power to fill the vacancy till the next AGM.

## **Winding up**

### **33. Winding up**

- 33.1. If the Society is wound up the Trustees shall ensure:
  - a. The Society's debts, costs and liabilities shall be paid;
  - b. Surplus Money and Other Assets of the Society may be disposed of:
    - i. By resolution; or
    - ii. According to the provisions in the Incorporated Societies Act 1908; but
  - c. No distribution may be made to any Member.

## **Definitions**

### **34. Definitions and Miscellaneous matters**

- 34.1. In these Rules:
  - a. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.

- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f. Where WHA and HNZ appear in these rules they shall be taken to mean the Wellington Hockey Association and Hockey New Zealand, to which all members are affiliated.
- g. It is assumed that
  - i. Where the singular is used, plural forms of the noun are also inferred
  - ii. Headings are a matter of reference and not a part of the rules
- h. Matters not covered in these rules shall be decided upon by the Committee.