

CONSTITUTION

AUCKLAND HOCKEY ASSOCIATION INCORPORATED



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CONSTITUTION OF AUCKLAND HOCKEY ASSOCIATION INCORPORATED

This constitution sets out the rules of the Auckland Hockey Association Incorporated, for the purposes of the Incorporated Societies Act 1908.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions: In this constitution, unless the context indicates otherwise:

Act means the Incorporated Societies Act 1908;

Affiliated Club means an Affiliated Organisation that is a hockey club (as determined by the Board);

Affiliated Organisation means an Affiliated Club, school or other organisation (whether incorporated or not) which participates in or contributes to the sport of hockey in Auckland, which elects to be affiliated to AK Hockey and which is authorised by the Board to be affiliated to AK Hockey;

AGM (or **Annual General Meeting**) has the meaning given to that term in clause 13.1;

AK Hockey means the Auckland Hockey Association Incorporated, incorporated under the Act;

AK Hockey Member has the meaning given to that term in clause 6 (and **AK Hockey Membership** has a corresponding meaning);

Annual Financial Statements has the meaning given to that term in clause 22.2;

Annual Report has the meaning given to that term in clause 22;

Appointed Board Member has the meaning given to that term in clause 14.2(a)(ii);

Auckland means the Auckland region, excluding the North Harbour and Counties-Manukau areas;

Business Day means any day other than a Saturday, Sunday or statutory public holiday in Auckland (excluding any day which falls in the period from and including 21 December in any year up to and including 10 January in the following year);

Board means the Board Members, acting together as the board of AK Hockey;

Board Chair has the meaning given to that term in clause 16.2;

Board Member means any Elected Board Member and any Appointed Board Member;

Chief Executive means the chief executive officer (or equivalent office holder) of AK Hockey;

Club Council has the meaning given to that term in clause 17.1;

Club Council Member means a representative appointed to the Club Council under clause 17.2;

Elected Board Member has the meaning given to that term in clause 14.2(a)(i);

Financial Year means the financial year of AK Hockey;

General Meeting means an AGM or SGM;

GM Chair has the meaning given to that term in clause 13.5;

Honorary Member has the meaning given to that term in clause 8.2;

Life Member has the meaning given to that term in clause 7.1;

NZHF means The New Zealand Hockey Federation Incorporated (or its successor);

Objects means the objects set out in clause 3;

Officer has the meaning given to that term in clause 8.1;

Ordinary Resolution means a resolution passed by a majority of eligible votes cast;

Register of AK Hockey Members means AK Hockey's register of AK Hockey Members;

President means the person elected as such under clause 8.1;

SGM (or **Special General Meeting**) has the meaning given to that term in clause 13.2; and

Special Resolution means a resolution passed by at least 75% of eligible votes cast.

1.2 Interpretation: In this constitution, unless the context indicates otherwise:

- (a) **Headings:** clause and other headings are for ease of reference only and will not affect the interpretation of this constitution;
- (b) **Persons:** references to a **person** include an individual, company, corporation, partnership, firm, joint venture, association, trust, unincorporated body of persons, governmental or other regulatory body, authority or entity, in each case whether or not having a separate legal identity;
- (c) **Plural and Singular:** references to the singular include the plural and vice versa;
- (d) **Clauses:** references to clauses are to clauses in this constitution;
- (e) **Statutory Provisions:** references to any statutory provision are to statutory provisions in force in New Zealand and include any statutory

provision which amends or replaces it, and any by law, regulation, order, statutory instrument, determination or subordinate legislation made under it;

- (f) **Inclusive Expressions:** the term **includes** or **including** (or any similar expression) is deemed to be followed by the words "without limitation"; and
- (g) **Documents:** references to any document (however described) are references to that document as modified, novated, supplemented, varied or replaced from time to time and in any form, whether on paper or in an electronic form.

2. NAME

The name of the incorporated society to which this constitution relates is Auckland Hockey Association Incorporated.

3. OBJECTS OF AK HOCKEY

The objects of AK Hockey are:

- 3.1 **Promotion of Hockey:** to promote, develop and foster all aspects of the sport of hockey within Auckland; and
- 3.2 **NZHF Affiliation:** to be affiliated with NZHF and to help NZHF achieve its goals.

4. POWERS OF AK HOCKEY

AK Hockey has the power, subject to this constitution, to:

- 4.1 purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- 4.2 control and raise money including borrow, invest, loan or advance money and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- 4.3 sell, lease, mortgage, charge or otherwise dispose of any property of AK Hockey and grant such rights and privileges over such property as it considers appropriate;
- 4.4 determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, central and government funding, community funding or otherwise;
- 4.5 produce, develop, create, license and otherwise exploit, use and protect the intellectual property of AK Hockey;
- 4.6 make, alter, rescind and enforce this constitution, and any rules, regulations, policies and procedures for the governance, management and operations of AK Hockey;

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- 4.7 determine, implement and enforce disciplinary, disputes and appeal procedures, including any related rules, regulations and policies, and conduct hearings and impose sanctions and penalties including for anti-doping;
 - 4.8 consider and settle disputes between AK Hockey Members relating to matters involving AK Hockey;
 - 4.9 determine who is eligible for AK Hockey Membership and withdraw, suspend or terminate AK Hockey Membership;
 - 4.10 enter into, manage and terminate contracts or other arrangements with employees, sponsors, AK Hockey Members and other persons;
 - 4.11 make, alter, rescind and enforce rules of competition;
 - 4.12 organise and control competitions, events and programmes;
 - 4.13 select representative teams and squads;
 - 4.14 delegate powers of AK Hockey to any person, committee, sub-committee or to the Board; and
 - 4.15 do any other acts or things which are incidental or conducive to the attainment of the Objects.

5. ALTERATION/REPLACEMENT OF CONSTITUTION

This constitution may be altered or replaced only by a Special Resolution of AK Hockey Members, passed at a General Meeting.

6. MEMBERSHIP

- 6.1 **Categories of Membership:** The following are members of AK Hockey (**AK Hockey Members**):
- (a) each Affiliated Organisation;
 - (b) each member of an Affiliated Organisation;
 - (c) each Board Member;
 - (d) each Club Council Member (other than the Club Council Chair, where this is the Chief Executive);
 - (e) each Life Member;
 - (f) each Officer; and
 - (g) each Honorary Member.
- 6.2 **Employees/Contractors:** Employees of or contractors to AK Hockey are not, by virtue of their status as such, Members (although they may be Members in any other capacity referred to in clause 6.1.)

7. LIFE MEMBERS

7.1 Appointment: A life member of AK Hockey (**Life Member**) may be appointed (following nomination, and approval by the Board, pursuant to clause 7.2) only by Special Resolution of AK Hockey Members, passed at a General Meeting. Once appointed as such, a Life Member will retain that position for life, unless their appointment is revoked by Special Resolution of AK Hockey Members, passed at a General Meeting (on the ground that the Life Member has brought, or that their continued Life Membership will or is reasonably likely to bring, AK Hockey into serious disrepute).

7.2 Nomination: Any Member may nominate, by written notice given to the Board at least 15 Business Days prior to the General Meeting at which the nomination is to be considered, any person to be a Life Member. The nomination must include details of the nominee's service to the sport of hockey in Auckland. The Board will approve the nomination only if it is satisfied that the nominee has made a long and outstanding contribution to the sport of hockey in Auckland.

8. OFFICERS AND HONORARY MEMBERS

8.1 Officers: The Officers of AK Hockey (**Officers**) are:

- (a) the Patron;
- (b) the President;
- (c) the Men's Vice-President;
- (d) the Women's Vice President; and
- (e) the Immediate Past-President,

each of whom will be elected at each AGM, for a period which expires upon the election of their respective successors (except for the Immediate Past-President, who is, at any time, the last person to have vacated the position of President). If there is any vacancy in an Officer's position (other than the position of Immediate Past-President), the Board may appoint a person to fill that role until the next AGM.

8.2 Honorary Members: The Board is entitled to appoint as honorary AK Hockey Members (**Honorary Members**) such persons, for such periods, as it sees fit (provided that the maximum number of Honorary Members must not at any time exceed 10).

9. AK HOCKEY MEMBERSHIP RIGHTS AND OBLIGATIONS

9.1 AK Hockey Membership Rights: AK Hockey Members are entitled to all rights, entitlements, and privileges of AK Hockey Membership conferred by this constitution and by law, subject to any contrary provisions in this constitution.

9.2 AK Hockey Membership Obligations:

- (a) AK Hockey Members are bound by this constitution and by any regulations, codes of conduct, policies and procedures (however described) of AK Hockey.
- (b) In order to receive or continue to receive AK Hockey Membership entitlements, AK Hockey Members must meet all relevant requirements of AK Hockey Membership set out in this constitution or as otherwise set by the Board, including payment of any AK Hockey Membership or other AK Hockey fees (however described) within the time period required by the Board (except to the extent that the Board waives compliance with any such requirement).
- (c) The failure by a AK Hockey Member to comply with clause 9.2(b) may result in withdrawal by the Board of some or all of that AK Hockey Member's AK Hockey Membership entitlements, but this will not excuse the AK Hockey Member from being bound by this constitution.

9.3 No Pecuniary Gain: No AK Hockey Member is entitled, in his, her or its capacity as an AK Hockey Member, to any pecuniary gain from AK Hockey. For these purposes, **pecuniary gain** excludes any trophies, prizes, awards, travel or accommodation allowances (relating to any AK Hockey business, competition or teams) or the payment of any coaching fees to or on behalf of any player or coach (as approved by the Board under clause 19.3).

10. CESSATION OF AK HOCKEY MEMBERSHIP

10.1 Resignation: An AK Hockey Member may resign his, her or its AK Hockey Membership by written notice to the Board.

10.2 Suspension/Termination by Board: AK Hockey Membership may be suspended or terminated by the Board if an AK Hockey Member fails to comply with this constitution or with any codes of conduct, regulations, policies or procedures of AK Hockey, or if AK Hockey Member acts in a manner which is considered by the Board to be detrimental or potentially detrimental, to a material extent, to AK Hockey. An AK Hockey Member whose AK Hockey Membership is suspended or terminated by the Board may apply for the matter to be reviewed at a General Meeting of AK Hockey (in which case the decision of the Board will stand except to the extent it is varied by or overturned by a Special Resolution passed at the General Meeting).

10.3 Automatic Cessation of AK Hockey Membership: Any person or entity which ceases to come within at least one of the categories of AK Hockey Membership in clause 6.1 will automatically cease to be an AK Hockey Member.

11. AK HOCKEY MEMBERSHIP FEES

The Board will determine:

- 11.1 any AK Hockey Membership or other fees payable by each AK Hockey Member;
- 11.2 the due date for payment of such fees; and
- 11.3 the manner of payment of such fees,

and, for the avoidance of doubt, the Board may determine different levels of AK Hockey Membership fees and other fees for different types of AK Hockey Members.

12. REGISTER OF AK HOCKEY MEMBERS

The Board must ensure that the Register of AK Hockey Members is maintained in accordance with the Act and any other relevant legal requirements, and that this contains the name, address and (where available) contact details of each AK Hockey Member (together with such other information as the Board considers appropriate). AK Hockey Members (or, in the case of AK Hockey Members referred to in clause 6.1(b), the relevant Affiliated Organisation) must notify the Chief Executive of any change in their eligibility for AK Hockey Membership or in their name, address or contact details.

13. GENERAL MEETINGS

13.1 Annual General Meetings: The Board must convene a meeting of AK Hockey Members once in every Financial Year in order to:

- (a) consider the Annual Report and Annual Financial Statements for the preceding Financial Year;
- (b) elect the Elected Board Members (to the extent that there are or will be, at the time of such meeting, any vacancies in the position of Elected Board Members), Officers and any new Life Members;
- (c) consider such other business as the Board, or AK Hockey Members present at such meeting, consider appropriate,

each such meeting being referred to as an **Annual General Meeting** (or **AGM**).

13.2 Special General Meetings: A meeting of AK Hockey Members may be convened at any time by the Board and must be convened by the Board as soon as reasonably possible following receipt by the Board of a written request to do so, signed by or on behalf of at least 4 Affiliated Organisations (such meetings being referred to as **Special General Meetings** or **SGMs**). Any such request must, in order to be valid, specify the business to be considered at the SGM.

13.3 Notice of General Meetings: The Board must use reasonable endeavours to give all AK Hockey Members written notice of each General Meeting (being at least 20 Business Days' prior notice of each AGM and at least 7 Business Days' prior notice of each SGM, subject in each case to clause 14.2(f)). Any failure by the Board to give the relevant period of notice will not invalidate the convening of, or proceedings at, any General Meeting, unless a Special Resolution is passed to that effect. Each notice given under this clause must specify the business to be considered at the General Meeting (and, in the case of an SGM, this must be consistent with any relevant request received under clause 13.2, to the extent to which this is permitted by law). The only business which is able to be considered at an SGM is that which is set out in the notice convening that SGM.

13.4 Attendance and Quorum at General Meetings:

- (a) All AK Hockey Members are entitled to attend all General Meetings.

- (b) No General Meeting may proceed unless a quorum is present at that meeting (being AK Hockey Members present, in person or by proxy, who between them are able to exercise at least 60% of the total votes that are able to be exercised at that General Meeting). If there is no quorum present within 15 minutes after the scheduled commencement time for any General Meeting (as set out in the notice convening that General Meeting) the Chair may adjourn the General Meeting to an alternative date (provided that this is no more than 10, and no fewer than 5, Business Days after the scheduled date, as set out in the notice convening that General Meeting) and/or time and/or venue, and AK Hockey Members present, in person or by proxy, when the adjourned General Meeting is reconvened, will constitute a quorum. If any General Meeting is adjourned and reconvened in this manner, the Board must endeavour to give, promptly, written notice to all AK Hockey Members of the time, date and venue to which the General Meeting is to be reconvened (but no failure by the Board to do so will invalidate the reconvening of, or proceedings at, the reconvened General Meeting).

13.5 GM Chair: Each General Meeting will be chaired by the President or, if he or she is unavailable for that purpose, by such person (being an AK Hockey Member) as the Board nominates for that purpose (**GM Chair**).

13.6 Voting at General Meetings: At any General Meeting:

- (a) each Affiliated Organisation will have the relevant number of votes set out in the table below and all such votes must be exercised by a single delegate of that Affiliated Organisation who is present in person (and not by proxy) at the General Meeting (being the person nominated as such by the Affiliated Organisation or, in the case of any dispute or uncertainty over the identity of the delegate, being such member or representative of that Affiliated Organisation as the GM Chair nominates):

Category of Affiliated Organisation	Number of Votes
Affiliated Clubs	One vote for every 2 senior graded teams in that year's competition, up to a maximum of 6 votes (provided that any Affiliated Club with only 1 senior graded team has 1 vote)
Any Affiliated Organisation that represents all or substantially all secondary schools participating in AK Hockey-organised competitions	1 vote
Any Affiliated Organisation that represents all or substantially all primary, intermediate and middle schools participating in AK Hockey-organised competitions	1 vote

Any Affiliated Organisation that represents all or substantially all hockey umpires in Auckland	1 vote
Any Affiliated Organisation that represents all or substantially all hockey supporters in Auckland	1 vote

- (b) each Officer will be entitled to one vote;
- (c) if there is a tied vote on any matter, the GM Chair will be entitled to a casting vote (in addition to any other vote that the GM Chair is entitled to exercise in any other capacity);
- (d) no other AK Hockey Member will be entitled to vote;
- (e) the election of the Elected Board Members and Officers must be voted on by way of written ballot. Any other business may be voted on by a show of hands or by written ballot, at the discretion of the GM Chair; and
- (f) any resolution, in order to be passed, will require a General Resolution (except where this constitution or the Act requires otherwise).

13.7 Speaking Rights: Any AK Hockey Member is entitled to speak at any General Meeting and (subject to clause 13.3) to propose any modification to a resolution, subject in each case to the discretion of the GM Chair (to be exercised in accordance with clause 13.8).

13.8 GM Chair's Role: The GM Chair of any General Meeting must endeavour to ensure that the General Meeting runs efficiently and in accordance with this constitution and, for that purpose, is entitled to:

- (a) curtail repetitive discussion or time-wasting by limiting or withdrawing speaking rights at the General Meeting;
- (b) apply the provisions of this constitution so as to give effect to their intent, where their literal application is impossible or impractical;
- (c) exclude any AK Hockey Member who fails to comply with any reasonable requirement of the GM Chair, relating to the conduct of the General Meeting; and
- (d) otherwise determine the manner in which the General Meeting is to be conducted in accordance with this constitution and the Act.

13.9 Minutes/Irregularities: Full minutes will be kept of all General Meetings and made available upon request by any AK Hockey Member (for which purpose publication on AK Hockey's public website will be deemed sufficient). Any irregularity, error or omission in notices, agendas and relevant documents relating to any General Meeting, or the omission to give notice within the required time frame, or the omission to give notice to all AK Hockey Members, or any other error in the organisation of the General Meeting will not invalidate the General Meeting, nor will this prevent the AK Hockey Members present from considering the business of the General Meeting, provided that:

- (a) the GM Chair in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; or
- (b) a motion to proceed is put to the General Meeting and a majority, of two-thirds of eligible votes cast, votes in favour of the motion to proceed.

14. BOARD

14.1 Role of Board: The governance and management of AK Hockey is vested in the Board, which may exercise all the powers of AK Hockey and do all things which are not expressly required to be undertaken at a General Meeting.

14.2 Board Membership:

- (a) The Board will consist of up to 8 persons, comprising:
 - (i) up to 5 persons elected pursuant to clause 14.2(b) (**Elected Board Members**); and
 - (ii) up to 3 persons appointed pursuant to clause 14.2(b)(iii) (**Appointed Board Members**).
- (b) Board Members are elected or appointed to the Board at each AGM, as follows:
 - (i) Nominations (with citations) for Elected Board Members close with AK Hockey 15 Business Days before the AGM and must be circulated to all Affiliated Organisations at least 10 Business Days prior to the AGM. Where nominations are received for less than the number of Elected Board Member positions available, any resulting vacancies may be filled in accordance with clause 14.2(c). Nominations may only be made by Affiliated Organisations.
 - (ii) All elections of Elected Board Members will be determined by Ordinary Resolution at the AGM.
 - (iii) All Appointed Board Members will be appointed after the election of Elected Board Members, by an Ordinary Resolution of those Elected Board Members.
 - (iv) All Elected Board Members and Appointed Board Members (including any Board Members who were appointed to the Executive Council of AK Hockey prior to the adoption of this Constitution) will be, or will be deemed to have been, elected or appointed for a term which expires at the third AGM following the AGM at which he or she was elected or appointed or, in the case of a member appointed under clause 14.2(c), at the next AGM after his or her appointment (or, in the case of any Board Member appointed more than 3 years prior to the adoption of this constitution, for a term expiring at the AGM at which this constitution is adopted). At the end of this term, the Board Member will be deemed to resign. All such resignations at an

AGM will be deemed to occur immediately prior to the election or appointment of new Board Members at the AGM.

- (v) Any Board Member who resigns or who is deemed to resign at any AGM may offer himself or herself for re-election or re-appointment at that AGM, provided that no person may be a Board Member for a consecutive period longer than 6 years, or for longer than 6 years (in aggregate) during any period of 9 consecutive years, unless, in each case, this is approved by AK Hockey Members at a General Meeting (by at least 90% of the eligible votes cast on the matter).
- (c) **Vacancies:** Notwithstanding any contrary provision in this constitution, if, at any time the Board has fewer than 5 Elected Board Members or fewer than 3 Appointed Board Members, the Board has the power to appoint additional Appointed Board Members to fill these vacancies.
- (d) **Delinquency:** The Board may, by Ordinary Resolution, remove from office as a Board Member any Board Member who misses 3 consecutive meetings of the Board without the permission of the Board. That Board Member is not entitled to vote on any such resolution.
- (e) **Removal of Board Members:** Any Board Member can be removed from office as a Board Member, by Ordinary Resolution of AK Hockey Members, passed at any SGM. If this occurs, the AK Hockey Members present at that SGM may appoint a replacement for that Board Member, to hold office until the next AGM.
- (f) **Waiver of Time Limits:** The Board may waive any of the time limits set out in this constitution for the giving of any notice (provided that the Board must use its best endeavours to give Members at least 24 hours' notice of any General Meeting).
- (g) **Duty to Keep AK Hockey Members Informed:** The Board will take reasonable steps to ensure that AK Hockey Members are kept informed of the decisions and actions taken by or on behalf of the Board (whether by publication of relevant information on AK Hockey's public website or otherwise).
- (h) **Ineligible Board Members:** A person seeking appointment, election, or to remain in office as a Board Member will be eligible to do so whether or not they are an AK Hockey Member, but the following persons will not be eligible for appointment, election, or to remain in office as a Board Member:
 - (i) a person who is an employee of, or who works more than 10 hours per weeks as a contractor to, AK Hockey;
 - (ii) a person who is an undischarged bankrupt or is subject to a condition not yet fulfilled, or any order, under the Insolvency Act 2006;
 - (iii) a person who has been convicted of any offence punishable by a term of imprisonment of 2 or more years (whether or not a term of imprisonment is imposed) unless that person has

obtained a pardon or has served the sentence imposed on him or her;

- (iv) a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005; and
- (v) a person who is subject to an order made, under the Protection of Personal and Property Rights Act 1988 that the person is lacking in competence to manage their own affairs,

and if any of the circumstances listed in this clause 14.2(h) occur in respect of a Board Member, that Board Member will be deemed to have vacated his/her office as such, upon that occurrence.

14.3 Executive Council: The Executive Council (under the constitution of AK Hockey that was in effect immediately prior to the adoption of this constitution) is, for the purposes of this constitution, deemed to be the Board as at the time of adoption by AK Hockey of this constitution (and any Appointed Member or Elected Member of the Executive Council becomes an Appointed Board Member or an Elected Board Member (respectively) at that time).

15. DUTIES AND POWERS OF BOARD

15.1 Duties of Board Members: The duties of each Board Member are to:

- (a) regularly attend Board meetings and all General Meetings;
- (b) provide good governance for AK Hockey;
- (c) exercise the powers of the Board for proper purpose;
- (d) regularly monitor and review the performance of AK Hockey;
- (e) act in good faith and the best interests of AK Hockey at all times;
- (f) act, and ensure that AK Hockey acts, in accordance with this constitution;
- (g) formulate such rules, regulations, policies and procedures as are appropriate for the efficient administration of AK Hockey;
- (h) where appropriate, engage in activities to promote, market, represent and fundraise for AK Hockey;
- (i) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he/she has such an interest;
- (j) take such other steps as determined by the Board in respect of any interest specified in clause 15.1(i), which may include abstaining from any deliberations or vote relating to the matter in which the Board Member is interested;

- (k) not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) in order to give effect to any decision of the Board;
 - (ii) as required by law; or
 - (iii) to persons, or for reasons identical to those, specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (l) do such other things within this constitution as the Board considers appropriate in order to promote the Objects.

15.2 Powers of the Board: The Board will have the power to:

- (a) appoint the Chief Executive;
- (b) define delegations of authority from the Board to the Chief Executive;
- (c) adopt and review the strategic plan for AK Hockey;
- (d) adopt and review the annual plan and budget for AK Hockey;
- (e) determine applications from individuals and associations wishing to be Members of AK Hockey;
- (f) convene General Meetings;
- (g) sanction competitions and events as AK Hockey events;
- (h) approve rules and regulations for any AK Hockey competitions or events, including conditions of entry;
- (i) establish sub-committees or working groups to carry out any work of the Board by its delegated authority;
- (j) employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for Auckland representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (k) delegate to selectors the power to select athletes and teams to be Auckland representatives;
- (l) determine the yearly calendar for AK Hockey competitions;
- (m) subject to this constitution, fill vacancies on the Board, and any committees or other groups which are established by it;
- (n) control expenditure and raise funds to fulfil the Objects;
- (o) open and operate, in the name of AK Hockey, such bank accounts as it considers necessary for the proper management of AK Hockey;

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- (p) make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this constitution;
 - (q) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation;
 - (r) establish such corporate and other entities to carry on and conduct all or any part of the affairs of AK Hockey;
 - (s) resolve and determine any disputes or matters not provided for in this constitution; and
 - (t) do all other acts and things which are within the powers of AK Hockey and its Objects, and which the Board considers to be appropriate.

15.3 Good Faith: Each Board Member must, when exercising powers or performing duties under this constitution, act in good faith and in what that Board Member believes to be the best interests of AK Hockey.

16. BOARD MEETINGS AND PROCEDURES

16.1 Board to Regulate Own Procedure: Except to the extent specified in this constitution, the Board will regulate its own procedure.

16.2 Board Chair: The Board must elect one of their number as the chair of the Board (**Board Chair**). The Board Chair will chair all meetings of the Board or, if he or she is unavailable for this purpose, then another Board Member appointed by the Board will undertake this during the period of unavailability.

16.3 Convening Board Meetings: Board meetings may be called at any time by the Board Chair or by any 2 Board Members, but generally the Board will meet at regular intervals agreed by the Board.

16.4 Quorum: The quorum for a Board meeting will be any 4 Board Members.

16.5 Voting: Each Board Member will have one vote on any Board resolution. The Board Chair will have no right to an additional or casting vote. Voting will be by voice or, upon the request of any Board Member, by a show of hands or by a ballot. Proxy and postal voting are not permitted on any Board resolution.

16.6 Resolutions: Subject to any contrary provision in this constitution, any Board resolution, in order to be effective, must be passed by a majority of the Board Members holding office at the time the resolution is voted on. A Board resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Board Members, will be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form, each signed by one or more Board Members.

16.7 Board Meetings by Audio Visual Means: Any Board Member may participate in any meeting of the Board, and vote on any resolution at a meeting of the Board, by audio or video conferencing or by other means of electronic communication, provided that all persons participating in the Board Meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this

manner at a Board Meeting will constitute the presence of that Board Member at that Board Meeting for the purposes of clause 14.2(d).

17. CLUB COUNCIL

- 17.1 Role:** The Board is to convene a council comprising representatives of Affiliated Clubs, as a forum for communication between the Board and Affiliated Clubs on operational issues relating to AK Hockey (**Club Council**).
- 17.2 Membership of the Club Council:** Each Affiliated Club with one or more senior-graded teams is required to appoint a representative to the Club Council. Each Affiliated Organisation which is not an Affiliated Club may (in each case, at the discretion of the Affiliated Clubs' respective representatives on the Club Council) also appoint one representative to the Club Council.
- 17.3 Proceedings of Club Council:** The representatives appointed to the Club Council will have one vote each on any resolution of the Club Council. Each such resolution will be communicated in writing, promptly, by the Club Council Chair to the Board but will not be binding on the Board. The Club Council does not have any authority to bind or to exercise any power of, or to represent, AK Hockey in any capacity (subject to any express delegation by the Board). Subject to this clause and to clause 17.4, the Club Council will regulate its own proceedings.
- 17.4 Club Council Chair:** The Chair of the Club Council (**Club Council Chair**) will be the AK Hockey Chief Executive or his or her nominee. The role of the Club Council Chair is to convene and chair meetings of the Club Council and to ensure that its functions are performed efficiently. If the Chief Executive or his or her nominee is unavailable for this purpose, the representatives appointed to the Club Council will appoint one of their number to act as the Club Council Chair during the period of unavailability. The Club Council Chair is not entitled, in his or her capacity as Club Council Chair, to vote on any resolution of the Club Council, but is entitled to exercise a vote in his or her capacity as the representative of an Affiliated Organisation (if relevant).

18. CHIEF EXECUTIVE

- 18.1 Reports to the Board:** The Chief Executive will be employed for such term and on such conditions as the Board may determine. The Chief Executive will be under the direction of the Board and will be responsible for the day-to-day management of the affairs of AK Hockey in accordance with the rules, regulations, policies and procedures of AK Hockey, within the scope of his or her delegated authority from the Board.
- 18.2 Board Meetings:** The Chief Executive may attend Board meeting as and when required by the Board but will have no voting rights at Board meetings.

19. APPLICATION OF INCOME/PROPERTY

- 19.1 Applied to Objects of AK Hockey:** The income and property of AK Hockey will be applied solely towards the promotion of the Objects.
- 19.2 No Financial Benefits to AK Hockey Members/Board Members:** Except as provided in this constitution, no portion of the income or property of AK Hockey

will be paid or transferred, directly or indirectly, by way of benefit (in money or money's worth) or otherwise, to any AK Hockey Member or Board Member.

- 19.3 Exception – Arm's Length Remuneration:** AK Hockey, with the approval of the Board, may remunerate any AK Hockey Member or Board Member for the provision to AK Hockey of any goods or services that advance the charitable purposes of AK Hockey (provided that such remuneration must be reasonable and must not exceed the amount that would be payable between unrelated parties, on an arm's length commercial basis).

20. LIQUIDATION

- 20.1 Liquidation by Special Resolution:** AK Hockey must be liquidated if AK Hockey Members, at a General Meeting, pass a Special Resolution to appoint a liquidator to AK Hockey and if this Special Resolution is confirmed by AK Hockey Members passing a further Special Resolution to that effect, at a subsequent General Meeting held not less than 20, and not more than 40 Business Days after the date on which the first of these resolutions is passed.

- 20.2 Proceeds of Liquidation:** If AK Hockey is liquidated, any money or assets remaining after settlement of its liabilities will be divided between those Affiliated Organisations which, as at the date of commencement of AK Hockey's liquidation, have exclusively charitable purposes (**Qualifying Organisations**). All such distributions will be pro rata to the contributions paid by the Qualifying Organisations to AK Hockey during the last full Financial Year prior to the date of commencement of liquidation.

21. FINANCIAL YEAR

The Financial Year is from 1 January in any year to 31 December in the same year, unless the Board determines otherwise.

22. ANNUAL REPORT

The Board will prepare and deliver to each Member (other than those described in clause 6.1(b)) at least 10 Business Days prior to the AGM, a written report (**Annual Report**) containing the following information:

- 22.1** a summary of the key outcomes achieved by AK Hockey during the most recently concluded Financial Year;
- 22.2** a statement of financial position of AK Hockey as at the end of, AK Hockey, and a statement of financial performance for AK Hockey in respect of, the most recently concluded Financial Year (**Annual Financial Statements**). These must comply with Generally Accepted Accounting Practice (as defined in the Financial Reporting Act 1993) and must be audited; and
- 22.3** such other information as the Board wishes to include.

23. COMMON SEAL

The common seal of AK Hockey must be kept under the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures, as witnesses, of the Board chair and another Board Member.

24. INDEMNITY

AK Hockey will indemnify every Board Member, the Chief Executive, each Officer and each other employee and/or representative of AK Hockey in respect of all liability arising from the proper performance of their duties in that capacity.

25. REGISTERED OFFICE

The registered office of AK Hockey will be at a location within Auckland, as determined from time to time by the Board.

26. COLOURS

26.1 Main Colours: The predominant playing colours of teams representing AK Hockey will be blue and white.

26.2 Alternative Colours: The Board may choose alternative playing colours for teams representing AK Hockey, to be used where it is not permitted or practical to use the playing colours referred to in clause 26.1.