

# GREYTOWN COMMUNITY SPORT & LEISURE SOCIETY INCORPORATED CONSTITUTION

(Amended 15 October 2020 to incorporate 11<sup>th</sup> Sept 2018 motion to amend cl. 18.1 and 23<sup>rd</sup> Sept 2019 motion to amend cl. 20.3)

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## CONSTITUTION AND RULES OF

### THE GREYTOWN COMMUNITY SPORT AND LEISURE SOCIETY INCORPORATED (the Society)

#### 1. Name

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- 1.1 The name of the Society shall be The Greytown Community Sport and Leisure Society Incorporated (the Society).

#### 2. Definitions and Interpretation

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##### Definitions

- 2.1 In these Rules the following terms have the following meanings:

**'Act'** means the Incorporated Societies Act 1908.

**'AGM'** means the Annual General Meeting of the Society.

**'Board'** means the controlling body of the Society established under Rule 9.

**'Board Member'** means a member of the Board.

**"Incorporated Member"** means amateur sports and/or leisure clubs, groups, organisations that are incorporated and which apply for and satisfy all criteria for eligibility for membership as may be specified by the Board

**"Independent Board Member"** means a Board Member who does not represent a Member and who is appointed pursuant to Rule 10.2

**'Representative Board Member'** means a Board Member appointed by Members.

**"Individual Member"** means an individual who represents amateur sports and/or leisure clubs, groups, schools and organisations which are not incorporated but which support the objects of the Society and which in the view of the Board would be approved as a Member if it was incorporated.

**'Executive Officer'** means the person or entity appointed by the Board under Rule 17 to administer the Society.

**'Financial Year'** means the annual period determined in accordance with Rule 20

**'General Meeting'** means an AGM or SGM.

**'Members'** means Incorporated Members and Individual Members.

**'Objects of the Society'** means the Objects set out in Rule 3.

**'Rules'** means the rules set out in this constitution.

**'Selection Panel'** means the Selection Panel established under Rule 11.

**'SGM'** means a Special General Meeting of the Society.

**'Special Resolution'** means a resolution requiring a two-thirds approval of voting Members.

**'Vacancy'** means a vacancy occurring during the normal term of office of a Board Member.

### **Interpretation**

2.2 In this Constitution unless the context requires otherwise:

**'Plural and Singular'** Words in the singular include the plural and vice versa.

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

**'Statutes'** Reference to any statutes include any statutes, which amend or replace them.

## **3. Objects**

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The objects of the Society are:

- 3.1 To promote, foster and develop amateur sports and leisure activities for Members including hosting such activities and co-ordinating the use of facilities for such activities in the Greytown area.
- 3.2 To provide a structured system of administration, governance and support as determined by the Board to enhance the effectiveness of Members within the Greytown area and those Members who may wish to join from other areas and who satisfy the criteria for eligibility to be set down by the Board.
- 3.3 To facilitate communication and the sharing of resources between Members.
- 3.4 To help Members provide participation in amateur sports and leisure activities for their respective members.
- 3.5 To establish policies to co-ordinate the effective use of facilities by Members.
- 3.6 To assist in the settlement of disputes between Members.
- 3.7 To do all lawful acts for the attainment of the Objects of the Society.

## **4. Membership**

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- 4.1 Membership of the Society shall be open to any Incorporated Member and Individual Members who support the Objects of the Society.
- 4.2 Membership is subject to such conditions as determined by the Board. In regard to an Individual Member, the Board will require such evidence, as it specifies, regarding certification of the Individual Member as the validly appointed representative of the amateur sport and/or leisure club, group, school and organisation which is unincorporated. The Board may require evidence that the process of appointment of such representative is the result of a proper process.
- 4.3 Applications for membership shall be made in writing to the Executive Officer of the Society for approval by the Board.
- 4.4 Applications shall be approved or rejected by majority vote of the Board.
- 4.5 Members are bound by these Rules and must ensure that their own Members agree to be bound by these Rules.

- 4.6 The Board may by majority vote suspend, restrict or revoke rights of membership of any Member who or which fails to adhere to these Rules or to the conditions determined by the Board.
- 4.7 Members may withdraw from membership of the Society by giving three months written notice to the Executive Officer.
- 4.8 If a Member withdraws from the Society or has their membership revoked under Rule 4.6 this shall not alter that Member's obligations or liabilities in respect of the Society incurred prior to their withdrawal or the revocation of their membership.
- 4.9 The Executive Officer shall keep a Register of Members.
- 4.10 Any person may be nominated for Life Membership in the Society. Any nomination shall be made in writing to the Executive Officer and shall set out the grounds for such nomination. The Executive Officer shall refer the matter to the Board. The Board shall, in its discretion, determine whether it is appropriate for the nomination to be forwarded to a General Meeting.
- 4.11 Life Membership is obtained through approval by a Special Resolution passed at a General Meeting.

## **5. Rights and Obligations of Members**

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- 5.1 Members and Life Members have rights to attend, and speak at all meetings (except Board Meetings unless invited by the Board to do so) of the Society.
- 5.2 Life Members have no voting rights.
- 5.3 Each Member shall be entitled to appoint one delegate to General Meetings. Each Member shall have one vote at General Meetings to be exercised by its appointed delegate. Except for those separate Junior/Senior/Womens/Mens Members of the Society that are accepted as Members of the Society upon incorporation of the Society, Membership is not otherwise available for separate Junior/Senior/Womens/Mens divisions of a sports and/or leisure club, group, school and organisation.
- 5.4 Members (but not Life Members) shall be liable for an annual subscription (if any) fixed by the Board. The subscription (if any) shall become due and payable as determined by the Board.
- 5.5 Members must also pay any levy fixed by the Board.
- 5.6 No member shall be entitled to participate in the affairs of the Society unless the full amount of the subscription or levy is paid in accordance with the requirements of the Board.
- 5.7 The Board may exercise the power set out in Rule 4.6 in respect of any Member whose subscription or levy remains unpaid after the due date. Notwithstanding any non-payment such Member shall continue to be bound by the obligations of Members and shall be bound by these Rules until determined otherwise by the Board.

## **6. Powers**

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- 6.1 The control of the affairs of the Society shall be vested in the Board, which may exercise all the powers and do all acts, matters and things which may be exercised and done by the Society and which are not expressly required to be exercised by the Society in a General Meeting.
- 6.2 Without limiting the generality of this provision, the Board shall have the power:
- a. to use the funds of the Society to pay all costs and expenses properly incurred in carrying out the Objects of the Society.
  - b. to raise funds for the purposes of furthering the Objects of the Society.

- c. to acquire intellectual property rights and use exercise, develop or grant licenses in respect of such rights.
- d. to enter into any partnership, joint venture or any other arrangement for the sharing of resources or to carry on any transaction.
- e. to purchase, lease, exchange, hire and otherwise acquire and deal with any property and rights.
- f. to invest moneys and assets of the Society.
- g. to lend and advance money and give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any Member of the Society.
- h. to borrow money and give security over any property (including the property of the Society)
- i. to give indemnities and obtain insurance's as may be appropriate for the benefit of any current or former Board Member, Executive Officer, or employee of the Society.
- j. to engage employees, independent contractors or volunteers as required
- k. to remunerate any person for services rendered to the Society.
- l. to undertake and execute any trusts and make gifts whether for charitable or other purposes.
- m. to appoint, elect or nominate persons to represent the Society.
- n. to delegate the powers of the Board to any person or sub-Committees.
- o. to enter into any contract or arrangement on behalf of the Society.
- p. to do all such other things as are incidental or conducive to the attainment of the objects of the Society.

## **7. Capacity**

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- 7.1 The Society has been incorporated for the Objects of the Society including promoting and supporting amateur sport and leisure in the Greytown region. The capacity of the Society to carry on or undertake any business or activity is restricted to any business or activity undertaken in accordance with the Objects of the Society.

## **8. No Pecuniary Profit**

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- 8.1 Nothing in these Rules shall permit any part of the funds of the Society to be used or to be available to be used for the private pecuniary profit of any Member or any person associated with any Member.
- 8.2 Rule 8.1 does not prevent:
- (a) The remuneration or payment for services rendered and remunerated in a manner as regarded as reasonable in an arms length transaction; and
  - (b) Reimbursement for the actual and reasonable expenses of Board members as set out in Rule 16.
- 8.3 Rules 8.1 and 8.2 apply notwithstanding any other provision in these Rules

## **9. The Board Members**

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The Board shall consist of eight Board Members being:

- (a) five Representative Board Members comprising one representative from Schools and the remaining four representatives from other Members, and
- (b) three Independent Board Members appointed by the Selection Panel

## **10. Appointment of Board Members**

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- 10.1 Representative Board Members shall be selected by majority vote of all Members at the AGM. All Members are entitled to vote on the election of the Schools' Representative Board Member and all Members are entitled to vote on the election of the other four Representative Board Members.
- 10.2 Independent Board Members shall be appointed by the Selection Panel in accordance with Rule 11

## **11. Selection Panel for Independent Board Members**

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- 11.1 The Selection Panel shall be comprised of one representative from each of the following entities: Sport Wairarapa (a division of Sport Wellington), Greytown Trust Lands Trust and the South Wairarapa District Council. In the event that any of the named entities ceases to operate then its place shall be taken by such other entity as determined by the remaining entities.
- 11.2 The Selection Panel shall determine its own procedure and shall meet as appropriate to appoint three Independent Board Members to the Board.
- 11.3 The Selection Panel shall consider any nominations for Independent Board Members sent to the Executive Officer under Rule 18.4 and may itself call for nominations for Independent Board Members and may advertise or give public notice or take such other steps as it deems appropriate to obtain nominations.
- 11.4 A representative from the Selection Panel shall advise Members at the appropriate AGM of the Independent Board Members for the ensuing period.
- 11.5 The Selection Panel may re-appoint any incumbent or previous Independent Board Members who are nominated for additional terms.

## **12. Term of Office**

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- 12.1 The term of office of each Representative Board Member shall be for a period of up to one year expiring at the next AGM
- 12.2 The term of office of each Independent Board Member shall be:
  - a For those Independent Board Members first appointed a term from the date of the Society's Incorporation until the first AGM.
  - b For those Independent Board Members appointed at or after the first AGM a term of two years.
- 12.3 The Term of Office for those Board Members appointed to fill a vacancy under Rule 13 a term up to the next AGM.

Each retiring Board Member shall be eligible for reappointment.

### **13. Vacancies on Board**

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- 13.1 In the event that any Board Member retires or dies or is determined by unanimous resolution of the other Board Members to be failing to make a worthwhile contribution to the Board the following provisions shall take effect.
- (a) If the vacancy is left by a Representative Board Member the Board may, after consulting the Members, appoint any person to fill the role left vacant by the Representative Board Member.
  - (b) If the vacancy is left by an Independent Board Member, the Selection Panel shall, unless it determines otherwise, in its discretion, appoint any person to fill the role left vacant by an Independent Board Member.
- 13.2 The term of office of any Board Member filling a vacancy shall be as set out in Rule 12.3.

### **14. Duties of Board Member**

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The Board's primary duty is to further the purposes of the Society and in so doing the Board Members shall:

- a. attend meetings of the Society;
- b. formulate policy and strategies
- c. provide good governance for the Society;
- d. monitor and review the performance of the Society;
- e. appoint an Executive Officer and review his or her or its performance;
- f. receive such reports from the Executive Officer as required by the Board;
- g. assist with the public profile, promotion and fundraising of the Society;
- g. do such things as the Board agrees to promote the Objects of the Society;

### **15. Board Procedures**

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- 15.1 The Board shall elect by a majority vote a Chairperson and a deputy Chairperson of the Board.
- 15.2 Unless otherwise determined by it the Board shall meet at least six times a year.
- 15.3 Subject to Rule 15.2 above, Board Meetings may be called at any time by the Executive Officer in consultation with the Chairperson, or upon a requisition by a majority of the Board. Except in the case of urgent business, seven days written notice of each meeting shall be given to each Board Member, and a written agenda shall be provided to each Board Member no later than the commencement of the meeting.
- 15.4 Except to the extent specified in these Rules, the Board shall regulate its own procedure.
- 15.5 The quorum for a Board Meeting shall be two thirds of the members of the Board. Any fraction shall be rounded down to the next whole number.

- 15.6 Each Board Member shall have one vote. In the event of a dead lock, the Chairperson shall have an additional casting vote.
- 15.7 Voting shall be by voices or upon request by any Board Member by show of hands or by ballot.
- 15.8 Proxy and postal voting shall not be permitted.
- 15.9 A 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 shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board.
- 15.10 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may occur by means of telephone, through video conferencing facilities or by any other means of electronic communication provided that notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

## **16. Reimbursement for Board Members**

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The Board may by majority vote reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of the Society's business. Prior to so doing, the Board must establish a policy to be applied to any question of reimbursement.

## **17. The Executive Officer**

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- 17.1 The Executive officer shall be selected by the Board.
- 17.2 The Executive Officer's appointment shall be made under a contract between the Board and the Executive Officer. The Executive Officer's term of office shall be governed by the terms of this contract.
- 17.3 The Executive Officer shall fulfil the role of Secretary, Treasurer, and attend to the general administration of the Society and such other duties as set out in these Rules or as required by the Board. The Executive Officer will be remunerated for his or her or its services pursuant to the Terms of his or her or its contract.
- 17.4 The Executive Officer shall attend and be able to speak at all Board Meetings and General meetings but shall not have any voting rights.

## **18. General Meetings**

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### **18.1 AGM**

The AGM shall be held annually no later than twelve weeks after the end of the Financial Year at a time and venue to be determined by the Board.

### **18.2** The purpose of the AGM shall be to:

- a. Receive the Board Report for the past year.
- b. Receive the Executive Officer's report for the past year.
- c. Receive the audited statements of financial performance and financial position for the past



- year.
- d. Appoint an Auditor for the ensuing year
  - e. Elect the representative Board Members.
  - f. Hear the announcement of the names of the Independent Board Members for the ensuing period.
  - g. Consider any notice of motion properly submitted as required by the rules.
  - h. Transact general business (if any).
- 18.3 The Executive Officer shall forward notice of AGM to members at least thirty days before the AGM. The notice shall call for nominations for Board Members
- 18.4 Any nominations to the Board must be submitted in writing to the Executive Officer no later than twenty days prior to the General Meeting. The Executive Officer shall refer any nominations for Independent Board Members to the Selection Panel.
- 18.5 A copy of the audited statements of financial position and financial performance shall be made available to Members attending the AGM.
- 18.6 Notices of motion must be forwarded by the Executive Officer to Members no later than fourteen days before the General Meeting but in the case of urgent notices of motion the Board may by unanimous consent submit those notices of motion to the General Meeting by giving less than the notice specified in this Rule 18.6.
- 18.7 **SGM**
- A SGM may be called at any time by a majority vote of the Board or following a vote of not less than one third of Members.
- 18.8 The Executive Officer shall give notice of the SGM available to all Members not less than five days prior to the meeting.
- 18.9 The SGM must be held within 30 days of a call for a SGM under Rule 18.7.

## **19. General Meeting Matters**

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- 19.1 A quorum for a General Meeting shall be two thirds of members.
- 19.2 Voting rights at General Meetings shall be held only by Members (but not Life Members) who shall have one vote each exercisable by their appointed delegate.
- 19.3 Voting at General Meetings shall be by voices or upon request by any Member by a show of hands or by secret ballot.
- 19.4 Proxy and postal voting shall not be permitted.
- 19.5 Where there is a deadlock of votes in an election at a General Meeting the Chairperson shall call for another vote or ballot and, if that does not break the deadlock, then the Chairperson shall have a casting vote. In all other situations where there is a tie of votes cast at a General Meeting the status quo shall prevail
- 19.6 The Chairperson of a General Meeting shall be the Chairperson of the Board and in the absence of the Chairperson of the Board, such other person as determined by majority vote of Members at a General Meeting.
- 19.7 Attendance at a General Meeting is open to such persons as determined by the Board and rights to attend may be granted with or without speaking rights provided that Members shall at all times be entitled to speak at the meeting through their appointed delegates.

- 19.8 Notices of General Meetings are deemed to be served if sent by the Executive Officer by the usual means of communication for communication sent to that Member or person.
- 19.9 Full minutes shall be kept of all General Meetings and made available upon request by members.
- 19.10 Any irregularity, error or omission in notices, agendas and relevant papers for General Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
  - b. A motion to proceed is put to the meeting and a majority of two thirds of vote's cast is obtained in favor of the motion to proceed.
- 19.11 If a quorum is not present within 30 minutes of the notified commencement date for the General Meeting the General Meeting shall be deferred to a time, place and date within three weeks of the original date as advised by the Executive Officer. If no quorum is present within 30 minutes of the notified commencement time of a deferred General Meeting then such numbers present at the deferred General Meeting shall be deemed to constitute a valid quorum.

## **20. Financial**

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- 20.1 Unless otherwise determined by the Board the financial year shall end on 30 June each year.
- 20.2 An auditor shall be appointed at each AGM.
- 20.3 A statement of financial position and financial performance shall be reviewed each year and the reviewed accounts shall be submitted to the AGM
- 20.4 The Executive Officer shall be responsible to the Board for the receipt and banking of all monies received by the Society. All funds of the Society shall be paid to a bank account in the name of the Society and the bank account shall be operated in accordance with a policy determined by the Board.
- 20.5 The Executive Officer shall ensure true accounts are kept at all times of all moneys received and expended by the Society and of all assets and liabilities of the Society.
- 20.6 The Executive Officer shall be responsible to the Board for the day-to-day operation of the books of account for the Society.
- 20.7 The Executive Officer shall be responsible to the Executive for the payment of all creditors' accounts of the Society.
- 20.8 The books of account of the Society shall be kept at the office of the Society, or at such place as the Board may determine, and shall be open to inspection by Members at such reasonable times agreed by the Board.

## **21. Common Seal**

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- 21.1 The Common Seal of the Society shall be kept in the control of the Executive Officer and shall be affixed to any document only by resolution of the Board and shall be affirmed in the presence of and with the accompanying signatures of the Chairperson and the Executive Officer and in the absence of either of them then by a Board Member.

## **22. Office**

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22.1 The office and address of the Society shall be determined by the Board.

## **23. Alteration of Rules**

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23.1 These rules may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting.

23.2 No alteration, addition to or rescission of the Rules shall be approved if it affects the amateur sport, personal benefit prohibition of the Liquidation Rules of the Society.

## **24. Liquidation**

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24.1 The Society shall be wound up as follows:

- a. By a Special Resolution passed at a General Meeting
- b. Confirmation by a further Special Resolution of the first Special Resolution at a second General Meeting to be held not later than 30 days after the date on which the first Special Resolution was passed.

24.2 Upon liquidation of the Society the surplus assets available after the payment of all liabilities shall be applied to the benefit of any body or organization which the Board determines will further the Objects of the Society, but in no circumstances shall the assets be paid to or distributed among the Members.

## **25. Limitation of Liability and Indemnity**

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25.1 No current or former Board Member shall have any liabilities to the Society or its Members for any Act or omission in his or her capacity as an Board Member except in the case of his or her own fraud, dishonesty or breach of fiduciary duty. The extent of the Executive Officer's liability shall be determined by the terms of his or her contract.

25.2 Each current or former Board Member is hereby indemnified by and out of the assets of the Society against:

- a. Any liability arising out of any act or omission in his or her capacity as a Board Member excluding criminal liability arising out of his or her own fraud, dishonesty or breach of fiduciary duty; and
- b. Costs incurred by him or her in any proceeding relating to such liability.

25.3 For the purposes of the contracts Privacy Act (1982), this Rule is intended to be enforceable by each Board Member.