

**OTAGO AMERICAN FOOTBALL CLUB
INCORPORATED**

CONSTITUTION

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1. NAME

- 1.1. The name of the club shall be the Otago American Football Club Incorporated (hereinafter referred to as 'the Club').
- 1.2. The Registered office of the Club shall be at the honorary solicitors office or such other place as the Club may from time to time decide, and notice of any change shall be given to the Registrar of Incorporated Societies.

2. AFFILIATION

- 2.1. The Club shall be affiliated to the New Zealand American Football Federation Incorporated and/or such other Association as determined by the members and shall conform to and abide by the Rules and Regulations for the time being of New Zealand American Football Federation Incorporated.

3. OBJECTS

- 3.1. The Club is established and maintained exclusively for charitable purposes and it is not carried on for the private profit of any individual or group.
- 3.2. The objects for which the Club is established are:
 - (a) Administer, promote and develop all forms of American Football in the Club in accordance with the Objects of the Federation, this Constitution and any regulations;
 - (b) Apply the Clubs property and capacity in pursuit of the Objects of the Federation and the objects of the Club;
 - (c) To arrange for instruction and coaching in all forms American Football.
 - (d) To promote, organise and conduct competitions related to American Football.
 - (e) To provide the resources and opportunities necessary for American Football players.
 - (f) To foster enjoyment, achievement and satisfaction for all members, competitors, officials, coaches and supporters.
 - (g) To recruit and encourage American Football players to participate in American Football as a sporting activity.
 - (h) To provide an organisation with effective and efficient administration, communication and financial structure.
 - (i) To raise funds to promote any of the objects of the Club.
 - (j) Do all that is reasonably necessary to enable the Objects of the Federation and the objects of the Regional Body if applicable and the Club to be achieved;
 - (k) Act in good faith with loyalty to the Federation to ensure the maintenance and enhancement of the Federation and American

Football, and its reputation, and to do so for the collective and mutual benefit of the Club and American Football;

- (l) Operate with, and promote, mutual trust and confidence between the Federation and the Members; and
- (m) At all times act in the interests of the Members and American Football.

4. INTERPRETATION

- 4.1. Words importing the singular number only include the plural number and vice versa: Words importing the masculine gender also include the feminine gender
 - (a) "Region" means the (Name of the Region to which the club may be affiliated)
 - (b) "NZAFF" or "Federation" means the New Zealand American Football Federation Incorporated
 - (c) "IFAF" means International Federation of American Football
 - (d) "Committee" means the Committee for the time being of the Club constituted pursuant to Rule 10 of these Rules

5. COLOURS AND EMBLEM

- 5.1. The colours of the Club shall be (White and Yellow) or as from time to time approved by the Committee. Similarly, the emblem of the Club shall be that which is from time to time approved by the Committee.

6. MEMBERSHIP

- 6.1. Classes
 - (a) The classes of membership and method by which members are admitted to the different classes is as follows:
 - (b) Competitive Member
This is a Member who is a Financial Member and is aged 18 years and over and who has not ceased to be a member under any other Rule.
 - (c) Junior Competitive Member
This is a person who is a Financial Member and is aged under 18 years and who has not ceased to be a member under any other Rule.
 - (d) A Junior Competitive Member may not be appointed or elected as an officer of the Club nor shall a Junior Competitive Member be entitled to vote.
 - (e) Parent/Guardian Non-Competing Member
This is a person who is a Parent/Guardian of a Junior Competitive Member and who is 18 years of age and over and who is a Financial Member.
 - (f) Non-Competing Member

This is a person who is not otherwise classified and is aged 18 years and over and who is a Financial Member.

(g) Honorary Member

An Honorary Member is a person honoured for services to the Club or in an associated field as an Honorary Member by resolution of a General Meeting passed by a three-quarter majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

(h) Life Member

A Life Member is a person honoured for outstanding services to the Club after recommendation by the Committee and election as a Life Member by resolution of a General Meeting passed by a three-quarter majority of those present and voting. A Life Member shall have all the rights and privileges of a Non-Competing Member and shall be subject to all the duties of a Non-Competing Member except those of paying subscriptions and levies.

6.2. All Members shall promote the interests and objects of the Club and shall do nothing to bring the Club into any disrepute.

6.3. There shall be a registrar of members that is current and up to date.

7. ADMISSION TO MEMBERSHIP

7.1. Applicants for membership shall complete an application form provided by the Committee and supply such information as may be required by the Committee. This application should include the participants written consent to join the club.

7.2. The Committee may in its absolute discretion refuse to accept any application for membership and shall not be required to provide any reason for non-acceptance of such membership application.

7.3. The Register of the Club shall be prima facie evidence of membership of the Club. The Register of Members shall be compiled so as to show the various categories of the membership as from time to time shall be required by the Region or the Federation.

7.4. Becoming a member must consent in writing to become a member.

8. OFFICERS

8.1. The following Officers of the Club shall be elected at the Annual General Meeting:

(a) Chairperson

(b) Secretary

(c) Treasurer

- 8.2. In addition, the members in the General Meeting of the Club may appoint such other Officers as they shall determine, and shall prescribe the duties of such Officers. The Officers of the Club shall manage the affairs of the Club as detailed in these rules.
- 8.3. The total number of Officers of the Club must be at least three (3) but must not exceed seven (7).
- 8.4. The following Honorary Officers of the Club may be appointed at the Annual General Meeting:
 - (a) Patron
- 8.5. The contact person for the club shall be appointed at the annual general meeting at the same time as the election of the officers.

9. ELECTION OF OFFICERS

- 9.1. No member whose subscription is in arrears or who is not a financial member may be elected to the Committee or to any office of the Club.
- 9.2. A candidate for Committee or for office in the Club must be proposed by one Club member and seconded by another. If the candidate is not present at the meeting then the person proposing that candidate must produce satisfactory evidence to the Chairperson of the General Meeting that such candidate is willing to accept the office.
- 9.3. Where the number of candidates is greater than the number of offices to be filled, a secret ballot shall be held. Scrutineers for the conduct of the ballot shall be appointed by the Chairperson.

10. MANAGEMENT

- 10.1. The Officers elected at its Annual General Meeting shall manage or control the Club and such Committee shall hold office until retirement or removal from office or election of successor to office.
- 10.2. The general powers of the Committee shall consist of:
 - (a) To make regulations with regard to the Club grounds, buildings and equipment which regulations shall be binding on every member of the Club.
 - (b) To employ and dismiss salaried and other paid officers or servants.
 - (c) To carry out all contracts entered into by the Club.
 - (d) To purchase, construct and maintain equipment as it considers necessary and enter into contracts in respect thereof.
 - (e) To borrow, raise money upon mortgage on the real or personal property of the Club or any part thereof or upon debentures of the Club and to issue such debentures charging the whole or part of the assets of the Club and to execute mortgages to secure such debentures or borrow money from bankers or other persons with or without security provided that no money shall be borrowed

against the security of any assets of the Club without the approval of the Club at Annual General Meeting or Special General Meeting.

- (f) To place on deposit with any Bank or otherwise invest the funds of the Club and to vary or alter such deposits or investments.
- (g) To claim, sue or recover in the name of the Club or otherwise all or any subscriptions or other monies due by any Members of the Club.
- (h) To have overall management and control of the Club funds and the Club property and to invest the Club funds on such proper investments as it may think fit for the purposes of the Club to incur and pay such as liabilities as it may deem necessary.
- (i) To appoint such sub-committees from its Committee or from Club members as it may deem necessary and to assist in carrying out the duties of such sub-committee and if necessary re-organise any sub-committee which defaults or fails to carry out its terms of reference.
- (j) To regulate, govern and control the conduct of all Officers and Members of the Club.
- (k) To inflict a penalty upon any Member or Members found guilty of breaking these rules or the regulations or by-laws of the Club or refusing to give effect to any resolution passed by the Committee or member of a duly constituted Annual General Meeting of the Club.
- (l) To co-opt Members to fill any vacancy which may arise on the Committee until the next Annual General Meeting and any person so appointed shall retire at the next Annual General Meeting with the rest of the Committee but all or any of the Committee shall be eligible for re-election. Such co-opted member shall be deemed to have been duly elected.
- (m) To alter or rescind standing orders for the conduct of the meeting.
- (n) To suspend any member whose subscription is 30 days in arrears.
- (o) To strike off the membership roll such Member if he or she is found guilty of misconduct or of conduct prejudicial to the good name of the Club.
- (p) Make by-laws and regulations for the internal conduct of the Club.
- (q) If, in the event of a case occurring which is in the opinion of the Committee not provided for in this constitution, such case shall be decided by the Committee and it may (if it deems necessary to do so) report the case with the decision to the Annual General Meeting of the Club or any Special General Meeting called for that purpose.

11. SUB-COMMITTEES

- 11.1. A Sub-Committee shall carry out the duties assigned to it by its order of reference and shall on the date mentioned in such order or in the absence of any date then as expeditiously as circumstances will permit and present its findings and recommendations to the Committee or to the members in General Meeting as the case may be. Should a Sub-Committee fail to present its report on the due date it may apply for further time.
- 11.2. Save as hereinbefore provided no decision of a Sub-Committee shall be binding until it has been ratified by the Committee or the members in General Meeting as the case may be nor shall any Sub-Committee unless its order of reference specifically authorises it to have the right to transact any business in the name of the Club.

12. VACATION OF OFFICE BY COMMITTEE MEMBER

- 12.1 A member of the Committee or Sub-Committee shall vacate office if they are:
- (a) Absent from three consecutive meetings of such Committee without leave of the Committee.
 - (b) By notice in writing to the said Committee resigns their office.
 - (c) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (d) A person who has been convicted of any offence punishable by a term of imprisonment of two (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 them.
 - (e) 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.
 - (f) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 12.1. Removal of a member of the Committee or Sub-Committee:
- (a) The Committee may, with the approval of a motion by no less than two-thirds of the Committee, excluding the Committee member him/her self, remove any Committee Member from the Committee, before the expiry of their term of office if the Committee considers the Committee Member concerned has seriously breached their duties as specified in Rule 17 of the Federation's constitution such that immediate removal is considered appropriate. Before considering such a motion the Committee must follow the course of natural justice.

13. MEETINGS

- 13.1. Annual General Meetings of the Club shall be held between (1st August to 31st of October) in each year at such time and place as shall be fixed by the Committee. At least 21 days notice of such Annual General Meeting stating the nature of business to be brought before the meeting shall be given such notice being displayed prominently on the Club Notice Board, by Club newsletter and one insertion into the public notices column of the local daily newspaper. The prime function of the Annual General Meeting shall be to elect an incoming Committee, present annual Chairman's reports and present annual financial reports.
- 13.2. Special General Meetings if the Club shall be called by the Secretary giving fourteen (14) days notice to all members and shall be called at the request of the Committee or upon receipt of a requisition signed by not less than 10 voting members. The notice calling a Special General Meeting and the purpose for which it is held shall be by such notice being displayed prominently on the Club Notice Board, by Club newsletter and one insertion into the public notice column of the local daily newspaper. The business to be dealt with at such meeting shall be limited to matters stated in the requisition and/or notice of such meeting.
- 13.3. Any Meeting may be held by any means of communication, as the Committee shall determine provided that prior notice of the meeting is given to all Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Member in this manner at a meeting shall constitute the presence of that Member at that meeting.
- 13.4. Committee Meetings of the Club shall be held monthly or from time to time as determined by such Committee on a time and place to be determined by the Committee.
- 13.5. Special Meetings of the members of the Committee may be called by the Chairperson or any two members of the Committee at any time giving not less than 48 hours confirmed notice to each member of the Committee and specifying the purpose for such meeting.
- 13.6. The society must keep all minutes of all general meetings.
- 13.7. Meeting Procedures shall be as follows:
 - (a) At all meetings of the Club or Committee the Chairperson shall act as Chairman. In absence of the Chairperson a member chosen from those present shall occupy the Chair
 - (b) At all meetings of Sub-Committees the same shall duly elect a Chairperson.
 - (c) The Chairperson of all meetings shall have a casting as well as deliberate vote.
 - (d) Two scrutineers shall be appointed for the election of Officers at the Annual General Meeting and Special General Meeting of the Club as from time to time might occur for the specific purpose of

scrutinising votes with regard to the election of Officers if a secret ballot is proposed and carried.

- (e) The Chairperson shall be an ex officio member of all Sub-Committees.

- 13.8. Remits – All Remits and Notices of Motion must be in writing and must be received by the Club Secretary at least seven (7) clear days before the date of the Annual General Meeting.

14. QUORUM

- 14.1. The quorum for a meeting of the Committee shall not be less than one half of its members.
- 14.2. The quorum for an Annual General Meeting or Special General Meeting of the Club shall be greater of ten (10) financial members entitled to vote or five percent (5%) of the number of members entitled to vote and present in person.
- 14.3. Should there not be a quorum at any meeting the members present may at the expiration of half an hour from the time appointed for assembling adjourn the meeting to a day, time and place, not being more than 14 days after the date such meeting as the majority of the members present may determine at which time those members who are present shall constitute a quorum and may transact the business for which the meeting was called. The verbal announcement of the Chairperson of the day, time and place shall be sufficient notice of such adjourned meeting.
- 14.4. A meeting of any Sub-Committee shall not be less than a majority of its members.
- 14.5. A majority is deemed to mean a simple majority of those members present and by way of example if a Committee has five (5) members then three (3) shall form a majority vote.
- 14.6. Junior Competitive Members may attend Annual General Meetings or Special General Meetings of the Club but they shall not be entitled to vote and they shall not be counted as part of the necessary quorum.

15. FINANCIAL

- 15.1. The financial year of the Club shall start on the 1st day of August each year and end on the 31st July the following year.

16. STANDING ORDERS FOR ALL CLUB OR COMMITTEE MEETINGS

- 16.1. The standing orders shall be as follows:
 - (a) Confirmation of Minutes.
 - (b) Apologies for absence.
 - (c) Business arising out of Minutes.
 - (d) Outward and Inward correspondence.
 - (e) Treasurer's Report and passing of accounts.

- (f) Motions to be disposed of.
- (g) Reports of Sub-Committees.
- (h) General Business.

16.2. The procedural requirements of the meeting shall be as follows:-

- (a) The ruling of the Chairperson shall be final and at all times without comment. It can be challenged by a Notice of Motion which shall be considered at the following meeting.
- (b) If a point of order is raised when a Member is speaking such member shall stop until the point of order is stated.
- (c) The Chairperson's ruling on a point of order shall not be debatable.
- (d) Motions and amendments shall not be discussed until they have been seconded. If the amendment is lost, one further amendment may be moved, but no more.
- (e) It shall not be permissible to withdraw any motion that has been proposed and seconded, except with the consent of the proposer and seconder.
- (f) Members shall be entitled to speak once to each question but may speak to a point of order or with the permission of the Chairperson to correct a miss-statement. The mover of any original motion shall have the right of reply.
- (g) Movers of motions shall be limited to three (3) minutes and all other speakers to the motion including the right of reply to one (1) minute.

17. VOTING

17.1. Any member of the Club shall have the power to vote provided however that:

- (a) The member has paid a subscription in accordance with these rules and that;
- (b) The member is a Senior Competitive member or a Non-Competing Member.

17.2. Every motion shall be decided by a majority of votes and in the case of equal voting, the Chairman shall have a casting vote.

17.3. At General Meetings voting shall be by voice, a show of hands or on demand of the Chairperson or of any financial member present by secret ballot and on any secret ballot each financial member shall be entitled to one vote. Voting at all other meetings shall be by a show of hands or shall be by voice.

17.4. No person shall be allowed to vote at a Committee Meeting or Sub-Committee meeting unless they are a member of that Committee.

17.5. No Life Member or Honorary Member shall have voting powers at any Committee or Sub-Committee meeting unless they are a duly elected member of the Committee and are financial members of the Club.

- (a) No member shall be allowed to vote at any meeting of the Committee or Sub-Committee by proxy.
 - (b) Members shall be allowed to vote at any Annual General Meeting or Special General Meeting by proxy in so much as said proxy is presented in writing to the Chairperson or Secretary prior to such meeting commencing.
- 17.6. Only Financial Members shall be entitled to vote at any meeting of the Club.

18. SUBSCRIPTIONS

- 18.1. The Annual Subscription payable by members of the Club shall be set by the Committee. The Committee in determining the Annual Subscription shall take into consideration the following:
- (a) The opinion of members expressed at the Annual General Meeting of the Club.
 - (b) Region and Federation fees and/or levies
- 18.2. The Annual Subscription shall become due and payable within 60 days of the Annual General Meeting each year.
- 18.3. No member whose subscription is in arrears for 30 days shall be entitled to be designated a “financial member” or take part in the activities of the Club or to vote at any meeting thereof but this shall not absolve the member from liability for payment.

19. LEVIES

- 19.1. In addition to the Annual Subscriptions payable to the Club, every individual member of the Club may be required to pay a levy to assist in the funding of any special project or to further the interests by way of example but not by limitation, competition costs, travel costs, training costs of the Club, which the Club may agree to undertake on the recommendation of the Committee.

20. FAILURE TO PAY

- 20.1. Any member failing to pay any levy imposed on members in terms of these rules within three months of the levy being made may be suspended from membership for such period as the Committee may resolve.

21. ENTRANCE FEE

- 21.1. The Committee may at its sole discretion require any new member upon application for membership to make payment of an entrance fee at an amount to be determined by the Committee from time to time.

22. RESIGNATION

- 22.1. Any financial member wishing to resign from the Club shall give notice to the Club Secretary in writing of their intention to resign. Until such notice is given such member shall be considered a member of the Club.
- 22.2. Resignation shall not extinguish any liabilities which arose during the period of membership and all monies owing by the member to the Club and any other concerned body must have been paid before acceptance of any resignation

23. TRANSFER

- 23.1. A member who wishes to transfer to another Club must complete a clearance form in the presence of the Club Secretary who shall sign the form and forward the form to the Federation. A transfer action will only be undertaken if the member is financial and has no debts outstanding to the Club.

24. COMPLAINTS AND DISCIPLINE

- 24.1. Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Secretary, and the procedures set out below shall be observed:
- (a) The Committee shall have the following discretions:
- i. If the nature of the complaint indicated that the subject-matter should be dealt with by any Court or tribunal, the Committee may decline to investigate or deal with the complaint until such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - Effectively disposes of the complaint, the Committee may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions; or
 - Does not effectively dispose of the complaint, the Committee may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b) (iv)-(viii) of this rule.
 - ii. The Committee may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject-matter is petty, frivolous, or inconsequential.
 - iii. The Committee may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Committee, it becomes apparent to the Committee that it is not appropriate further to investigate or consider the complaint.

- iv. If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Committee from professional advisors, the Committee may at any time:
 - Decline further to investigate or consider the complaint; or
 - Require the complainant to deposit with the Society such sum as the Committee thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Club's professional advisor's fee before further investigating or considering the complaint.
- (b) The following procedures shall be observed when a complaint is investigated and considered:
 - v. The member shall be given a copy of the complaint.
 - vi. The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint.
 - vii. Further enquiries may be made by or on behalf of the Committee, and the results of those enquiries shall be made known to the complainant and the Member.
 - viii. The Committee shall allow the complainant and the member the opportunity to be heard by the Committee or any Special Committee established by it for the purposes of hearing and deciding upon the complaint (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint).
 - ix. The Committee or any Special Committee hearing and deciding upon any complaint may:
 - Dismiss the complaint, or
 - Uphold the complaint and:
 - Reprimand or admonish the Member;
 - Suspend the Member from membership for a specified period;
 - Alter the membership classification of the Member; or
 - Expel the Member.
 - x. The Committee or any special committee hearing or deciding upon any complaint shall respect the confidentiality of the proceedings, and
 - xi. The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Committee or and special committee hearing and deciding upon any complaint be conveyed to members

(c) The decisions of the Committee or any Special Committee hearing and deciding upon any complaint under this Rule may be appealed through New Zealand American Football Federation as set out in the Federations Regulations (Disciplinary Regulations).

24.2. A member whose membership is terminated under these Rules shall remain liable to pay all subscriptions and levies to the end of the calendar year in which the membership was terminated, shall cease to hold himself or herself out as a member of the Club, and shall return to the Club all material provided by the Club (including any Membership certificate, handbooks and manuals, equipment and uniforms).

25. BY-LAWS

25.1. The Committee or the Club in General Meeting may at any time make such regulations and by-laws for the conduct of the Club or of its members, as it shall be considered necessary. Such regulations or by-laws shall not in any way conflict with these Rules nor be repugnant to the provisions contained in the Incorporated Societies Act 1908.

25.2. A copy of such regulations or by-laws shall always be open to inspection by members.

26. FUNDRAISING

26.1. No member or group of members may participate in any fundraising activities using the Club name, whether on Club premises or otherwise, without first obtaining the consent of the Committee. The Committee may impose such terms and conditions it may think fit as a condition of granting its consent.

27. SERVICE AWARDS

27.1. Service awards may be awarded to Members of the Club to recognise their outstanding service to the Club.

28. ANNUAL REPORTING OF ACCOUNTS

28.1. Statements of financial position and financial performance shall be audited or reviewed each year and the accounts shall be submitted to the AGM. The Committee may choose the appropriate financial reporting standard as per the New Zealand Accounting Standards Framework for the public benefit sector and retain a suitably qualified, independent person or company to review or audit the accounts.

29. INDEMNITY

29.1. No Officer or Member of the Committee shall be liable for the acts or defaults of any other Officer or Member of the Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

29.2. The Officers, Committee and each of its Members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

30. COMMON SEAL

30.1. The common seal of the Club shall be kept in the control of the Committee and may be affixed to any document only by resolution of the Committee and in the presence of and with the accompanying signatures of the Chairperson and another Committee Member.

31. ALTERATIONS TO CONSTITUTION

31.1. The constitution may be altered, added to or rescinded or otherwise amended by a resolution passed by a three-quarter majority of those present at a duly convened Annual General Meeting or at a Special General Meeting of the Club.

31.2. Members wishing to propose any alteration, addition or suspension of the constitution shall give notice in writing of such desire at least 14 days prior to the date of a meeting and seven days prior to the date of a Special General Meeting and such notice shall state the proposed alteration, addition, suspension on the Club notice board

31.3. A copy of the Club's constitution must be lodged with the Club's solicitors and also displayed prominently in the Clubrooms.

31.4. A duplicate copy of every such amendment shall forthwith be sent to the Register of Incorporated Societies.

31.5. No alteration, addition, rescission or other amendment to the constitution shall be made that would affect the non-profit objects, the pecuniary gain clause, the alterations to rules clause or the winding up clause without first obtaining the approval of Inland Revenue.

32. ACCOUNTS

32.1. The funds of the Club shall be under the sole control of the Committee which shall cause a Bank account or accounts to be opened and determine the methods of operation and as to the investment of funds that are not immediately required.

32.2. All disbursements from the accounts of the Club are to be by cheque or voucher signed by any two of the Chairperson, the Treasurer or the Secretary. If the Offices of Treasurer and Secretary are combined any one of the other Committee members shall be the other authorised officer appointed to sign cheques or vouchers. No moneys shall be paid (except in an emergency) otherwise than pursuant to a decision duly entered in the Minute Book of the Committee or a General Meeting of the Members.

33. FINANCIAL GAIN

- 33.1. No member shall receive or obtain any direct pecuniary gain except as salary or honorarium from the funds, property or operations of the Club. Any income, benefit, or advantage must be used to advance the charitable purposes of the club.
- 33.2. No Member of the club or any person associated with a Member shall be allowed to take part in or influence any decision made by the group in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.
- 33.3. Any payments made to a Member of the group, or person associated with a Member must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

34. SPONSORSHIP

- 34.1. The Club may accept such sponsorship as the Committee determines appropriate from time to time.

35. WINDING UP CLAUSE

- 35.1. In the event of the disbandment or winding up of the Club, the property of the Club shall be realised and the surplus assets available after payment of all liabilities shall be vested in the Federation as trustee and the Federation shall apply the same to any new American Football club which may be formed in the Region provided that these assets are used to advance a charitable purpose or charitable purposes.
- 35.2. In the event of disbandment or winding up of the club. The nominated charity will receive the surplus assets after liquidation. The Heart Foundation is the nominated charity that has been chosen.

36. RULES BINDING

- 36.1. If any question or dispute shall arise as to the construction of these Rules or any of them or the application thereof the decision of the Committee thereon shall be final and binding upon all Members.

37. DISPUTE RESOLUTION

- 37.1. A member or an officer may make a complaint by giving to the committee a note in writing 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.

- 37.2. 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.
- 37.3. The information given under subclause (1)(b) or (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.
- 37.4. A complaint may be made in any other reasonable manner permitted by the society’s constitution.
- 37.5. A person who makes a complaint has the right to be heard.**
- 37.6. A member or officer who makes a complaint has the right to be heard before the complaint is resolved or any outcome is determined.
- 37.7. If the society makes a complaint the society has the right to be heard before the complaint is resolved or any outcome is determined, and, an officer make exercise that right on behalf of the society.
- 37.8. Without limiting the manner in which the member, officer or society may be given right to be heard, they must be taken to have been given the right if
- a) They have had reasonable opportunity to be heard in writing or at 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.
- 37.9. A person who is subject to complaint has the right to be heard.**
- 37.10. 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 likely to breach, a duty under the society’s constitution or bylaws or this Act; or
 - c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 37.11. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 37.12. If the respondent is the society, an officer may exercise the right on behalf of the society.

- 37.13. 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.

37.14. Investigating and determining dispute

- 37.15. A 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.
- 37.16. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

37.17. Society may decide not to proceed further with complaint

- 37.18. Despite [clause 5](#), a society may decide not to proceed further with a complaint if—
- a) the complaint is trivial; or
 - b) the complaint does not 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 this Act:
 - 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.

37.19. Society may refer a complaint.

- 37.20. A 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.
- 37.21. A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 37.22. Decision makers**
- 37.23. 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.