

**CONSTITUTION OF
OTAGO HANDBALL INCORPORATED
JULY 2019**

1. DEFINITIONS

AGM means Annual General Meeting.

Competitive Member means the class of member described in Rule 8.

Constitution means this constitution.

General Meeting means an AGM or SGM.

Individual Member means an individual described in Rule 7.

Member means and includes all classes of members of Otago Handball Incorporated described under Rule 5.

Objects means the objects of Otago Handball Incorporated described under Rule 3.1.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Register means the register of Members specified in Rule **Error! Reference source not found.**

Rules means these rules and "Rule" shall have a corresponding meaning.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

2. NAME

2.1 The name of the incorporated society is Otago Handball Incorporated

2.2 The registered office of Otago Handball shall be at the place as determined by the Board.

3. OBJECTS

3.1 As a charity, the objects of Otago Handball Incorporated are:

To be the regional body in Otago to promote, develop, foster the sport of Handball as an amateur sport for the recreation and entertainment of the general public in New Zealand;

To support and assist its Members to deliver Handball in Otago;

Encourage, educate and promote Handball as an activity that promotes and maintains the health and wellbeing of all participants in Handball

To promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Handball in Otago Handball's activities;

To promote, develop and co-ordinate competitions for all sport-related activities of Otago Handball Incorporated.

To affiliate and co-operate with kindred and other organisations, including the International Handball Federation, the Oceania Continental Handball Federation and the New Zealand Handball Federation.

4. POWERS

4.1 Otago Handball Incorporated has the power, subject to this Constitution to:

Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;

Control and raise money including borrow, invest, loan or advance monies 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;

Sell, lease, mortgage, charge or otherwise dispose of any property of Otago Handball Incorporated and grant such rights and privileges over such property as it considers appropriate;

Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;

Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of Otago Handball Incorporated;

Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of Otago Handball Incorporated;

Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;

Consider and settle disputes between Members;

Determine who are its Members and withdraw, suspend or terminate membership;

Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;

Make, alter, rescind and enforce rules of competition;

Organise and control competitions, events and programmes;

Select regional and other representative teams and squads;

Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;

Delegate powers of Otago Handball Incorporated to any person, Board, committee or sub-committee;

Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the Otago Handball Incorporated, or with which the Otago Handball Incorporated is authorised to amalgamate or generally for any purpose designed to benefit the Otago Handball Incorporated;

Do any other acts or things which are incidental or conducive to the attainment of the objects of Otago Handball Incorporated.

- 4.2 The powers listed in Rule 4.1 must only be used to further the charitable purposes Otago Handball Incorporated.

5. MEMBERSHIP

- 5.1 The Members of Otago Handball Incorporated shall be:

Clubs as detailed in Rule 6;

Individuals as detailed in Rule 7;

6. Clubs

- 6.1 Any Club which is incorporated and wishes to be a Member of Otago Handball Incorporated shall apply to the Board. Such application shall be made and determined by the Board.

- 6.2 In addition to the obligations as a Member under Rule 8, each Club that is a Member shall:

Administer, promote and develop Handball in the region in accordance with the Objects of Handball, this Constitution and any regulations;

Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;

Adopt the Objects of Otago Handball Incorporated and adopt a constitution which is not inconsistent with the Constitution;

Have, as its members, individuals and other members it considers appropriate;

Apply its property and capacity in pursuit of the Objects of Otago Handball Incorporated and the objects of the National Body;

Do all that is reasonably necessary to enable the Objects of Otago Handball Incorporated and the objects of the National Body to be achieved;

Act in good faith with loyalty to Otago Handball Incorporated to ensure the maintenance and enhancement of Otago Handball Incorporated and Handball, and its reputation, and to do so for the collective and mutual benefit of the Members and Otago Handball Incorporated;

Operate with, and promote, mutual trust and confidence between [Otago Handball Incorporated and the Members; and

At all times act in the interests of the Members and Handball.

- 6.3 Each Club shall, on request, provide to Otago Handball Incorporated a copy of its constitution and any proposed amendments to it. The Board may require a Regional Body to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of Otago Handball Incorporated.
- 6.4 Each Club shall maintain a register of its members in the format determined by the Board. Each Club shall provide its register of members, and all details contained within it, to Otago Handball Incorporated as requested from time to time.

7. INDIVIDUAL MEMBERS

- 7.1 There are four categories of Individual Members:

Life Member as set out in Rule 7.2

Competitive Member as set out in Rule 7.3

Social Member as set out in Rule 7.4

Administrative Member as set out in Rule 7.5.

- 7.2 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of Otago Handball Incorporated. Any person may be nominated for life membership of Otago Handball Incorporated but must be nominated by a Club or a member of the Otago Handball Committee. Such nomination must be made to the Board in writing, setting out the grounds for the nomination 60 days before the AGM. The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting and may be removed by majority vote by the Otago Handball Committee if in its opinion the member shall have acted in any way contrary to the interests or in a manner damaging to the good name of Handball or Otago Handball
- 7.3 Competitive members are those persons who register with Otago Handball Incorporated and participate in any game of Handball played under the Societies jurisdiction
- 7.4 Social members are those persons who partake in the activities of the Society other than the playing of sanctioned Handball matches.
- 7.5 All officials of the Otago Handball Committee or affiliated Clubs are considered members of the Society.

8. MEMBERSHIP RIGHTS AND OBLIGATIONS

8.1 Members acknowledge and agree that:

An application for membership must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.

Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of Otago Handball Incorporated.

In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.

The failure by a Member to comply with Rule 0 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.

They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

9. RESIGNATION AND TERMINATION OF MEMBERSHIP

9.1 A Member may resign by notice in writing to the Board.

9.2 Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of Otago Handball Incorporated or if a member acts in a manner which is considered by the Board to be harmful to Otago Handball Incorporated or inconsistent with the standards of behaviours expected of a Member.

9.3 A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of Otago Handball Incorporated or in the absence of any relevant provisions then by a General Meeting of Otago Handball Incorporated. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

10. MEMBERSHIP FEES

10.1 The Board shall annually determine:

Any membership or other fees payable by each Member;

The due date for such fees; and

The manner for payment of such fees.

10.2 The Board may determine different levels of membership fees and other fees for different types of Members.

11. OFFICERS OF THE ORGANISATION

11.1 The officers of Otago Handball Incorporated shall be:

Chairperson

Deputy Chairperson

Secretary

Treasurer

Members of the Committee

11.2 The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting or until a successor shall be elected in their stead.

11.3 In determining the nomination and election of these Officers, each affiliated financial club or organisation which complies in all respects of this Constitution shall be entitled to one (1) vote per club or affiliate.

11.4 Elected members of the Otago Handball Committee can be active members of and affiliated club

11.5 Nominations from affiliated bodies under this clause must be made to the Committee fourteen (14) days prior to the Annual General Meeting

11.6 Should any vacancy arise on the Otago Handball Committee, all affiliated clubs will be notified by the secretary

12. GENERAL MEETINGS

12.1 Otago Handball Incorporated must hold an AGM once every year at such time, date and place as the Board determines but not more than 15 months after the last AGM.

12.2 Any other General Meetings shall be SGMs.

12.3 The Board must give Members at least thirty (30) days' written notice of the AGM. The notice can be given by such methods as the Board may determine.

12.4 Not less than ten (10) days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary. Applications for Appointed Board Members and Elected Board Members must be received not less than 14 days before the date set for the AGM.

12.5 The following business shall be discussed at the AGM:

The receipt from the Board of an annual financial report for the preceding financial year;

The election of any vacancies arising in the positions of Elected Board Members;

Any motion(s) proposing to alter the Constitution; and

Any other items of business that have been properly submitted for consideration at the AGM.

- 12.6 An agenda containing the business to be discussed at an AGM (as set out in Rule 12.5) shall be sent by the Chief Executive to the Board and the Members by no later than 14 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 12.7 The Board must call an SGM upon a written request from:

The Board itself; or

Such Members as are entitled to exercise 51 % or more of the voting rights of Otago Handball Incorporated.

- 12.8 The written request for an SGM must state the purpose for which the SGM is requested.

- 12.9 The SGM must only deal with the business for which the SGM is requested.

- 12.10 The notice requirements for the SGM are 30 days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Method of Voting

- 12.11 Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.

- 12.12 Elections of the President and Elected Board Members at an AGM must be undertaken by secret ballot.

- 12.13 If there are:

(a) the same number of nominations as positions available; or

(b) insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 16.6 .

- 12.14 Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.

- 12.15 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.

- 12.16 Proxy votes and postal votes are not permitted.

- 12.17 In the event of inequality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

13. COMMON SEAL

- 13.1 The common seal of Otago Handball Incorporated 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 Board Member.

14. ALTERATIONS OF RULES

- 14.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 14.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of Otago Handball Incorporated. This Rule 14.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

15. APPLICATION OF INCOME

- 15.1 The income and property of the organisation shall be applied solely towards the promotion of the Objects of Otago Handball Inc. No Member of Otago Handball Inc, or anyone associated with a Member, is allowed to take part in, or influence any decision made by Otago Handball Inc in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 15.2 Except as provided in this Constitution:
- No portion of the income or property of Otago Handball Inc shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
- No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 15.3.
- 15.3 Any payments made to a Member of Otago Handball Incorporated, or person associated with a Member, must be for goods or services that advance the charitable purpose of Otago Handball Incorporated, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

16. INDEMNITY

- 16.1 Otago Handball Incorporated shall indemnify every member of the Board, the Chief Executive and other officers and employees of Otago Handball Incorporated in respect of all liability arising from the proper performance of their functions connected Otago Handball Incorporated.

17. DISSOLUTION

- 17.1 In the event of dissolution by the Registrar or winding up of the Society, Otago handball Incorporated shall realise its assets and pay all liabilities of the Society. The surplus funds, if any, shall be divided between such public charities as the Otago Handball Incorporated committee shall decide upon.