

CLUB RULES

Common Seal

**Otago University Association Football Club Incorporated
DATE 15.06.07**

THE CLUB

1.0 Name

1.1 The name of the Club is Otago University Association Football Club Incorporated ("the Club").

1.2 The Club is constituted by resolution dated 15 June 2007.

2.0 Registered Office

2.1 The Registered Office of the Club is; OUSA Clubs and Societies Centre, 84

Albany St, North Dunedin, Dunedin.

3.0 Purposes of Society

3.1 The purposes of the Club are to:

- (a) To manage, promote and foster the game of Association Football;
- (b) To advise, assist and encourage members of the Club in all phases of the game of Association Football.
- (c) To promote the interest of members of Association Football, and any other activist which in the opinion of the Executive Committee (hereinafter call the Committee) are in the interests of the Club.
- (d) To settle questions or disputes on any matter relating to Association Football which may be submitted to the Club for adjudication.
- (e) To purchase, lease, hire or by any other means acquire any real or personal estate, chattels, gear or apparatus necessary or convenient for the purposes of the Club.
- (f) To sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with, all or any part of the real and personal estate of the club or in which the Club has any or may hereafter have any beneficial interest.
- (g) To promote, hold or manage any gatherings or conferences that it may deem desirable either by itself or in collaboration with any other club, association or organisation.
- (h) To hire and employ all persons whose services may be deemed necessary for the purposes of the Club and pay them such salaries, wages, gratuities and/or pensions.
- (i) To invest the monies of the Club not immediately required for any of its objects in such terms and conditions as may from time to time be determined by the Committee.
- (j) To promote good fellowship amongst its members, members of any other clubs, and members of the community and to manage, promote and foster any other game, pastime or pursuit which may be deemed desirable.
- (k) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain, for either the Club or for individual Members of the Club, is not a purpose of the Club.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

4.1 The Club shall have a managing committee ("the Committee"), comprising the following persons:

- (a) The Chairperson;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Other Members as the Club shall decide.

4.2 Only Members of the Club may be Committee Members.

4.3 There shall be a minimum of three Committee Members.

5.0 Appointment of Committee Members

5.1 At a Club Meeting, the Members may decide by majority vote:

- (a) How large the Committee will be;

- (b) Who shall have the title of Chairperson, Secretary, and Treasurer;
- (c) Whether any Committee Member may have more than one title;
- (d) How long each person will be a Committee Member ('the Term').

6.0 Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Club at a Society Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least 14 days before a General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at least 2 days before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

7.2 If the position of any Committee Member becomes vacant between Club Meetings, the Committee shall appoint another Committee Member to fill that vacancy until the next Club Meeting.

7.3 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

8.0 Role of the Committee

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- Administer, manage, and control the Club;
- Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- Manage the Club's bank accounts;
- Ensure that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints;
- Set Membership fees, including subscriptions and levies;
- Make regulations.

8.2 The Committee has all of the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 Decisions of the Committee bind the Club, unless the Committee's power is limited by these Rules or by a majority decision of the Club.

9.0 Roles of Committee Members

9.1 The Chairperson's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;

- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Club;
- (e) Give a report on the operation of the Club at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules.

9.2 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Club's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Club.

9.3 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Club. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in the Club's account book, so that the Club's financial situation can be clearly understood at any point in time;
- (c) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Club decides this in a Meeting.
- (d) Forward the annual financial statements for the Club to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

CLUB MEMBERSHIP

10.0 Types of Members

10.1 A Member is either an Ordinary Member or a Life Member, but not an Honorary Member.

10.2 An Ordinary Member has the rights and responsibilities set out in these Rules.

10.3 A Life Member is a person who is acknowledged as a longstanding Member of the Club. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

10.4 An Honorary Member is a person who is acknowledged as providing or having provided important services to the Club. An Honorary Member has none of the rights or privileges of a Member.

11.0 Admission of Members

11.1 To become an Ordinary Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Committee requires this; and
- (b) Supply any other information the Committee requires.

11.2 The Committee may interview the Applicant when it considers Membership applications.

11.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

11.4 An Ordinary Member may become a Life Member only if:

(a) The Committee recommends that the Society should appoint the Ordinary Member as a Life Member; and

(b) The Society passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present and voting.

12.0 The Register of Members

12.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses, the email addresses and telephone numbers of all Members, and the dates at which they became Members.

12.2 If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.

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

13.0 Cessation of Membership

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

13.2 A Member may have his or her Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

(iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Club.

(b) 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Club Meeting.

(d) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.

(e) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

14.0 Re-admission of former Members

14.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Club, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

15.0 Obligations of Members:

15.1 All Members (and Committee Members) shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

16.0 Use of Money and Other Assets

16.1 The Club may only Use Money and Other Assets if:

- (a) It is for a purpose of the Club;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Club.

16.2 Although the Club may reimburse Members for expenses related to the carrying out of activities directly related to the running of the Club, no Club money may be applied in any way that creates pecuniary gain for any one of the Members of the Club.

17.0 Joining Fees, Subscriptions and Levies

17.1 The Society shall decide by majority vote at a Society Meeting:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

17.2 The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.

17.3 If any Member does not pay a Subscription or levy by the date set by the Committee or the Club, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

18.0 Additional Powers

18.1 The Club may:

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

19.0 Financial Year

19.1 The financial year of the Club begins on 1 April every year and ends on 31 March of the next year.

20.0 Cheques

20.1 Any Payment made by the Club above a value of twenty dollars must be by Cheque or electronic deposit.

20.2 All Cheques must be signed by the Chairperson, and countersigned by one other Committee Member.

21.0 Appointing an Auditor

21.1 At an Annual General Meeting, the Club may by majority vote appoint someone to audit the Club ("the Auditor"). The Auditor shall audit the Club's accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Member of the Club. If the Club appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

CONDUCT OF MEETINGS

22.0 Club Meetings

22.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.

22.2 The Annual General Meeting shall be held once every year between 1 April and 31 August. The Committee shall determine when and where the Club shall meet within those dates.

22.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.

22.4 The Secretary shall give all Members at least 14 days written notice of:

- (a) The business to be conducted at any Club Meeting;
- (b) A copy of the Annual Report and Statement of Accounts, if the Club Meeting is an Annual General Meeting;
- (c) A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
- (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

22.5 All Members may attend and vote at Club Meetings.

22.6 No Club Meeting may be held unless at least 20 Members attend.

22.7 All Club Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Club Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Club Meeting has a casting vote.

22.8 On any given motion at a Club Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.

22.9 The business of an Annual General Meeting shall be:

- (a) Any minutes of the previous Meeting(s);
- (b) The Chairperson's report on the business of the Club;

- (c) The Treasurer's report on the finances of the Club, and the Statement of Accounts;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

23.0 Motions at Club Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Club will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:

- (a) It must be voted on at the Club Meeting chosen by the Member; and
- (b) The Secretary must give the Club's Information to all Members at least 14 days before the Club Meeting chosen by the Member; or

If the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.

23.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions").

24.0 Committee Meetings

24.1 No Committee Meeting may be held unless more than half of the Committee Members attend.

24.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

24.3 Decisions of the Committee shall be by majority vote.

24.4 The Chairperson or person acting as Chairperson has a casting vote.

24.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

24.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

25.0 Signing of Documents

25.1 The Club shall have a common seal. A document shall be executed on behalf of the Club if:

- (a) The common seal is attached to the document; and
- (b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

26.0 Altering the Rules

26.1 The Club may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

26.1 No alterations to these Rules may be made in respect of Clause 27 (the Winding Up provisions) and Clauses 3.2 and 16.2 (No pecuniary gain for the Club or for Members).

26.2 Any proposed motion to amend or replace these Rules shall be signed by at

least 15 Members and given in writing to the Secretary at least 28 days before the Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

26.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Club shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

26.4 When a Rule change is approved by a General Meeting the Managing Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

27.0 Winding up

27.1 If the Club is wound up:

- (a) The Club's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Club may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
 - No distribution may be made to any Member;
 - The surplus Money and Other Assets shall be distributed to:
 - (iii) Any organisation chosen by the Committee or majority of Members that has similar aims and purposes to the Club, that will in the opinion of the Club or Members continue to promote the sport of Association Football in the Otago region. For clarity, winding up monies may not be distributed to an organisation that operates for pecuniary gain.

28.0 Definitions

28.1 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque.
- (b) "Committee" means the Committee of the Club.
- (c) "Committee Meeting" means a meeting of the Committee.
- (d) "Committee Member" means any Member who is on the Committee.
- (e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.
- (h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (i) "Rules" means these rules, being the rules of the Club.
- (j) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.